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Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

2010Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation THE MELVIN AND BREN SIMON CHARITABLE FOUNDATION NUMBER ONE		A Employer identification number 35-2049367
Number and street (or P O box number if mail is not delivered to street address) 10110 DITCH ROAD	Room/suite	B Telephone number 317-844-9467
City or town, state, and ZIP code CARMEL, IN 46032		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 26,172,040. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		637,109.	637,109.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<1,368,285.>			
b Gross sales price for all assets on line 6a 9,694,072.			0.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		<731,176.>	637,109.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		7,000.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		9.	9.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		29,224.	24,328.		0.
24 Total operating and administrative expenses Add lines 13 through 23		36,233.	24,337.		0.
25 Contributions, gifts, grants paid		2,632,100.			2,632,100.
26 Total expenses and disbursements. Add lines 24 and 25		2,668,333.	24,337.		2,632,100.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<3,399,509.>			
b Net investment income (if negative, enter -0-)			612,772.		
c Adjusted net income (if negative, enter -0-)				N/A	

**THE MELVIN AND BREN SIMON CHARITABLE
FOUNDATION NUMBER ONE**

35-2049367

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		3,203,416.	88,536.	88,536.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 6	2,459,801.	328,459.	342,300.	
	b	Investments - corporate stock STMT 7	450,791.	452,827.	632,008.	
	c	Investments - corporate bonds STMT 8	14,453,993.	17,772,608.	17,809,084.	
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ OTHER INVESTMENTS)	7,622,246.	6,185,074.	7,300,112.		
16	Total assets (to be completed by all filers)	28,190,247.	24,827,504.	26,172,040.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds	0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	28,190,247.	24,827,504.			
30	Total net assets or fund balances	28,190,247.	24,827,504.			
31	Total liabilities and net assets/fund balances	28,190,247.	24,827,504.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	28,190,247.
2	Enter amount from Part I, line 27a	2	<3,399,509.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	36,766.
4	Add lines 1, 2, and 3	4	24,827,504.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,827,504.

**THE MELVIN AND BREN SIMON CHARITABLE
FOUNDATION NUMBER ONE**

Form 990-PF (2010)

35-2049367 Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED GAIN/LOSS SCHEDULE	P	VARIOUS	VARIOUS
b SEAMANS GLOBAL BOND QP FUND	P	VARIOUS	VARIOUS
c CADOGAN ALTERNATIVE STRATEGIES FUND A	P	VARIOUS	VARIOUS
d THIRD AVENUE SPECIAL SITUATIONS	P	VARIOUS	VARIOUS
e ALDARRA FUND	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 9,599,605.		9,602,337.	<2,732.>
b			14,980.
c 66,458.			66,458.
d 28,009.			28,009.
e		1,475,000.	<1,475,000.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<2,732.>
b			14,980.
c			66,458.
d			28,009.
e			<1,475,000.>

2 Capital gain net income or (net capital loss) <div style="float: right; border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	<1,368,285.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	2,850,553.	27,818,353.	.102470
2008	5,364,653.	49,439,945.	.108508
2007	5,884,862.	49,684,822.	.118444
2006	1,406,583.	40,452,656.	.034771
2005	2,584,938.	26,943,819.	.095938

2 Total of line 1, column (d)	2	.460131
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.092026
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	26,950,198.
5 Multiply line 4 by line 3	5	2,480,119.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,128.
7 Add lines 5 and 6	7	2,486,247.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,632,100.

**THE MELVIN AND BREN SIMON CHARITABLE
FOUNDATION NUMBER ONE**

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	6,128.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	6,128.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	6,128.
6 Credits/Payments:		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	18,000.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	18,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	168.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,704.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 11,704. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> IN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

**THE MELVIN AND BREN SIMON CHARITABLE
FOUNDATION NUMBER ONE**

35-2049367

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BREN SIMON</u> Telephone no. ► <u>317-844-9467</u> Located at ► <u>10110 DITCH ROAD, CARMEL, IN</u> ZIP+4 ► <u>46032</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b
		X

Form 990-PF (2010)

**THE MELVIN AND BREN SIMON CHARITABLE
FOUNDATION NUMBER ONE**

Form 990-PF (2010)

35-2049367

Page 6

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- | | |
|---|---|
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A
▶ ☐

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BREN SIMON 10110 DITCH ROAD CARMEL, IN 46032	TRUSTEE 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

▶ 0

Form 990-PF (2010)

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

Total number of others receiving over \$50,000 for professional services

0

Part IX-A	Summary of Direct Charitable Activities
-----------	---

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
------------------	---

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
All other program-related investments See instructions.		
3		

Total. Add lines 1 through 3

0.

Form **990-PF** (2010)

**THE MELVIN AND BREN SIMON CHARITABLE
FOUNDATION NUMBER ONE**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	26,724,395.
b	Average of monthly cash balances	1b	636,212.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	27,360,607.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	27,360,607.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	410,409.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,950,198.
6	Minimum investment return. Enter 5% of line 5	6	1,347,510.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,347,510.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	6,128.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,128.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,341,382.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,341,382.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,341,382.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,632,100.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,632,100.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	6,128.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,625,972.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**THE MELVIN AND BREN SIMON CHARITABLE
FOUNDATION NUMBER ONE**

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,341,382.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	1,558,133.			
b From 2006	534,136.			
c From 2007	3,443,935.			
d From 2008	2,905,873.			
e From 2009	2,850,553.			
f Total of lines 3a through e	11,292,630.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$	2,632,100.			
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	2,632,100.			
d Applied to 2010 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	1,341,382.			1,341,382.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,583,348.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	216,751.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	12,366,597.			
10 Analysis of line 9:				
a Excess from 2006	534,136.			
b Excess from 2007	3,443,935.			
c Excess from 2008	2,905,873.			
d Excess from 2009	2,850,553.			
e Excess from 2010	2,632,100.			

** SEE STATEMENT 9

Form 990-PF (2010)

Form 990-PF (2010)

Page 10

N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

1 Information Regarding Foundation Managers:

- NONE

- NONE

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- d. Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**THE MELVIN AND BREN SIMON CHARITABLE
FOUNDATION NUMBER ONE**

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE				
Total			3a	2632100.
b Approved for future payment SEE ATTACHED SCHEDULE				
Total			3b	10,650,000.

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

023621
12-07-10

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | |
|--|--------------|----|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | | Ye |
| | 1a(1) | |
| | 1a(2) | |
| | | |
| | 1b(1) | |
| | 1b(2) | |
| | 1b(3) | |
| | 1b(4) | |
| | 1b(5) | |
| | 1b(6) | |
| | 1c | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name _____

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

MARK N. BERNSTEIN

Firm's name ► **KSM BUSINESS SERVICES, INC.**

Firm's address ► P.O. BOX 40857

INDIANAPOLIS, IN 46240-0857

Firm's EIN ▶

Phone no. (317) 580-2000

Form **990-PF** (2010)

Melvin and Bren Simon Chantable Foundation #1
12/31/2010
Holdings

Description	Purchase Price	FMV
Corporate Stock - Part II, Line 10b		
Lifepoint Inc	93,300 00	2 00
Newmont Mining Corp	2,036 00	2,150 00
Shares Silver Trust	100,655 00	241,440 00
SPDR Gold Trust	256,836 00	388,416 00
Total Corporate Stock	452,827.00	632,008.00
Corporate Bonds - Part II, Line 10c		
Community Bank & Trust	100,500 00	101,363 00
Midfirst Bank	99,410 00	99,084 00
Amern Exp Centurion Bank	70,032 00	69,304 00
Commonwealth Business BK	75,000 00	75,073 00
First NB River Falls	90,000 00	90,225 00
Doral Bank	75,000 00	75,343 00
Branch BKG & TR Company	95,372 00	95,397 00
Capmark Bank	50,544 00	51,231 00
First Bank Highland Park	75,000 00	75,290 00
Keybank	75,000 00	75,290 00
Macon Bank Inc	75,000 00	75,242 00
Marlin Business Bank Inc	75,000 00	75,266 00
Oglethorpe Bank	90,041 00	90,347 00
Chevy Chase Bank FSB	85,598 00	83,719 00
Mercantile Bank Michigan	90,000 00	90,336 00
Red Mountain Bank NA	75,000 00	75,324 00
Atlantic Southern Bank	75,000 00	75,308 00
Busey Bank	39,962 00	40,170 00
Mid Carolina Bank	54,918 00	55,238 00
National City Bank	92,837 00	90,886 00
BNB Bank NA	75,048 00	75,273 00
First Commercial Bank	93,442 00	91,246 00
Gulf Coast Bank & Trust	90,003 00	90,556 00
Provident Svgs Bank FSB	90,000 00	90,638 00
Cole Taylor Bank	41,216 00	40,580 00
Grange Bank	60,235 00	58,150 00
Bridgeview Bank Group	90,000 00	90,571 00
First Virginia Cmnty BK	90,000 00	90,581 00
Midwest Community Bank	90,000 00	90,676 00
Summit Community Bank	77,588 00	76,181 00
Evabank	49,702 00	48,076 00
Bank of the Commonwealth	50,000 00	50,372 00
Compass Bank	64,134 00	63,532 00
Enerbank USA	90,000 00	90,670 00
Freedom Financial Bank	100,000 00	101,801 00
Bank Commonwealth	31,178 00	30,573 00
Baytree Natl B&T Company	32,444 00	31,575 00
Conestoga Bank	90,000 00	90,770 00
Evergreen State Bank	90,000 00	90,770 00
Gold Coast Bank	90,000 00	90,659 00
Greer State Bank	90,000 00	90,681 00
Integra Bank NA	52,102 00	50,964 00
Empire National Bank	90,000 00	90,671 00
First Chicago BK & Trust	90,000 00	90,139 00
Lehman Bros Coml Bank	26,215 00	25,353 00
Frontier Bank	90,000 00	90,742 00
Wachovia Mortgage FSB	157,650 00	152,268 00
Capmark Bank	75,000 00	75,322 00
Compass Bank	90,000 00	90,734 00
Cornerstonebank	150,000 00	151,230 00
First National Bank	101,967 00	99,162 00
Cole Taylor Bank	67,561 00	66,494 00
Doral Bank	75,000 00	75,659 00
Southport Bank	100,000 00	100,795 00
Barclays Bank Delaware	150,000 00	151,157 00
First South Bank	75,000 00	75,538 00
Nexbank SSB	150,000 00	151,172 00
Meridian Bank NA	26,419 00	25,709 00
Baytree Natl B&T Company	52,370 00	51,304 00
Eastern Savings Bank FSB	79,380 00	77,244 00
Discover Bank	86,018 00	84,230 00
World Savings BK FSB	53,149 00	51,298 00
Capital One Bank USA NA	69,181 00	67,818 00
MB Financial Bank N A	47,160 00	46,270 00
Private Bank Buckhead	94,117 00	92,641 00
Republic Bank	52,163 00	51,460 00

Interwest National Bank	78,654 00	77,634 00
CIT Bank	75,000 00	75,306 00
Heritage Bk of Commerce	90,000 00	91,231 00
Border State Bank	26,576 00	26,071 00
First Bank & Trust	100,000 00	103,550 00
Firstbank Puerto Rico	55,204 00	55,651 00
State Bk of Long Island	90,000 00	91,560 00
Capmark Bank	125,000 00	126,004 00
Sallie Mae Bank	25,515 00	25,214 00
Mernck Bank	75,000 00	76,774 00
International Bank	75,000 00	76,742 00
Citizens Bank	78,113 00	78,440 00
Fortunebank	65,000 00	66,594 00
Twin City Bank	90,000 00	92,144 00
Sunsouth Bank	90,000 00	92,535 00
Byron Bank	100,000 00	104,844 00
Paragon National Bank	90,000 00	92,687 00
Discover Bank	100,000 00	105,174 00
Scotiabank DE PR	47,941 00	47,955 00
Fireside Bank	75,407 00	74,649 00
Midfirst Bank	46,099 00	47,142 00
GE Money Bank	100,000 00	102,260 00
Coastal BK & TR Florida	200,000 00	204,404 00
Columbus BK & TR Company	25,362 00	25,197 00
Inland Bank & Trust	75,000 00	77,128 00
First Cent BK McCook NA	93,675 00	95,270 00
BMW Bank North America	10,110 00	10,097 00
Unitedhealth Group	78,369 00	75,635 00
Compass Bank	100,000 00	100,820 00
Lake City Bank	50,000 00	50,152 00
Ally Bank	25,000 00	25,061 00
Xerox Corporation	10,631 00	10,343 00
Ford Motor Credit	36,580 00	36,174 00
CIT Bank	100,998 00	99,121 00
General Electric Capital	53,140 00	51,907 00
Town North Bank	38,363 00	38,110 00
Morgan Stanley	107,345 00	104,414 00
Verizon New Jersey	151,925 00	147,647 00
Firstbank Puerto Rico	10,046 00	10,154 00
American Express	15,450 00	15,000 00
BMW Bank North America	27,781 00	27,697 00
Branch BKG & TR Company	77,400 00	76,855 00
Weyerhaeuser Company	205,649 00	201,780 00
Sallie Mae Bank	35,175 00	35,919 00
CIT Bank	51,004 00	51,249 00
Verizon New York	69,677 00	67,205 00
Bank of America	108,488 00	105,333 00
Boeing Capital Corp	21,655 00	21,009 00
BMW Bank North America	10,340 00	10,281 00
Sallie Mae Bank	23,702 00	23,680 00
Federal Express Corp	59,065 00	55,903 00
General Electric Cap Corp	10,780 00	10,690 00
Bank America	22,569 00	22,620 00
Comcast	59,580 00	56,646 00
Bank of Northern MI	15,000 00	15,200 00
Columbus BK & TR Company	100,000 00	102,111 00
Duke Realty LTD	58,861 00	58,000 00
Goldman Sachs Group	54,098 00	53,368 00
Midfirst Bank	15,128 00	15,309 00
State Bank of India	26,080 00	26,545 00
Dow Chemical Company	81,994 00	80,800 00
Doral Bank	39,234 00	39,979 00
United Community Bank	99,593 00	100,281 00
Discover Bank	51,500 00	51,713 00
Discover Bank	51,507 00	51,652 00
Wells Fargo	54,380 00	53,604 00
Goldman Sachs Group	54,054 00	53,477 00
Indiana MI Power Company	27,255 00	26,985 00
Genl Electric Cap Corp	28,733 00	27,870 00
Unitedhealth Group	106,489 00	103,990 00
Alcoa	61,485 00	61,826 00
Bank America Corp	79,022 00	78,156 00
Brand Banking Company	177,100 00	178,920 00
Paragon Commercial Bank	175,957 00	178,080 00
Verizon Fla Inc	82,146 00	81,360 00
Superior Bank	100,413 00	101,655 00
Fedl Natl Mtg Assn	29,890 00	30,882 00
Citizens Bank	100,425 00	101,748 00
Doral Bank	25,000 00	25,436 00
Firstbank Puerto Rico	50,000 00	50,815 00

Transocean	53,202 00	52,714 00
Venzon Virginia Inc	26,443 00	26,404 00
Goldman Sachs Group	32,118 00	32,206 00
Oriental Bank & Trust	92,598 00	95,745 00
First Business Bank	91,526 00	92,225 00
Flushing Savings	20,597 00	20,813 00
Ameri Expr Centuron BK	85,905 00	86,365 00
BANK AMERICA FUNDING	31,905 00	31,278 30
JPMORGAN CHASE & COMPANY	53,693 00	53,532 00
AMERICAN EXPRESS CR CORPC	16,616 00	16,313 10
ACACIA FEDL SAVINGS BANK CA	98,088 00	101,653 80
3MW BANK NORTH AMERICA CA	90,000 00	94,017 60
SIGNATURE BANK	90,000 00	93,594 60
AMERICAN EXPRESS BK FSB	126,712 00	127,308 22
MID WISCONSIN BANK	77,053 00	79,088 24
FIRST FEDERAL SVGS BANK CA	90,000 00	93,290 40
DOW CHEMICAL CO	21,016 00	20,528 60
DOW CHEMICAL CO	25,803 00	25,662 75
QUEENSBOROUGH NATL BK&TR	100,000 00	107,320 00
NCB FSB	77,609 00	77,740 50
M&I MARSHALL&ISLEY	100,000 00	107,933 00
STATE BANK	30,580 00	31,138 50
COMMERCE BANK	75,000 00	76,370
RUDENTIAL FINANCIAL INC	36,622 00	37,117 15
=SGBANK NA	150,949 00	153,478 50
NATIONAL BK OF COMMERCE C/	25,882 00	25,961 00
TOWN NORTH BANK NA	155,250 00	156,638 34
BMW BANK NORTH AMERICA CA	91,526 00	92,481 30
GENERAL ELECTRIC CAPITAL C/	54,882 00	54,533 00
FORD MOTOR CREDIT	81,286 00	80,407 50
VERIZON NEW ENG INC	60,297 00	59,781 68
BANK OF THE COMMONWEALTH	100,000 00	101,895 00
GOLDMAN SACHS	156,755 00	162,333 00
FIRST AMERICAN BANK	100,000 00	102,660 00
ISB COMMUNITY BANK	150,000 00	153,454 50
CELTIC BANK	100,850 00	102,971 00
BANK OF NORTHERN MI	50,175 00	51,379 50
SIMON PROPERTY GROUP INC C	81,167 00	80,391 75
BANK OF AMERICA	5,043 00	5,009 95
WACHOVIA CORPORATION	70,772 00	69,503 28
CAPITAL BANK	51,294 00	52,151 50
FLORIDA BANK	75,000 00	76,746 00
AMES COMMUNITY BANK	75,000 00	76,761 75
JP MORGAN CHASE &	32,193 00	31,927 20
VOBLE HOLDING	39,801 00	39,708 20
3OLDMAN SACHS BANK USA CA:	92,629 00	94,680 90
IVELLS FARGO & CO NEW	116,274 00	114,380 24
3ANK OF AMERICA	10,757 00	10,439 70
-ERITAGE BANK	26,250 00	26,193 00
FSG BANK NA	83,285 00	82,738 40
BAR HARBOR BANK & TRUST C/	20,882 00	20,890 20
BANK OF THE COMMONWEALTH	51,715 00	52,160 00
DUKE REALTY LTD PARTRSHP C.	32,139 00	31,620 00
BARCLAYS BANK DELAWARE C/	73,218 00	72,664 90
MIDFIRST BANK FSB	27,195 00	26,911 75
3ENL ELECTRIC CAP CORP	81,796 00	80,192 25
JPMORGAN CHASE & COMPANY	108,110 00	105,342 93
JSAA FEDERAL SVGS BANK CAS	15,479 00	15,563 10
SOUTHWEST AIRLINES	161,085 00	157,761 00
REPUBLIC BANK INC	26,130 00	25,795 75
3E CAPITAL FINL INC	41,774 00	41259
GENERAL ELECTRIC CAPITAL C/	21,407 00	20,674 40
WELLS FARGO & COMPANY CAS	53,803 00	53,093 50
SECURITY STATE BANK	50,000 00	51,365 50
DOW CHEMICAL COMPANY	10,118 00	9,888 80
DOW CHEMICAL COMPANY	25,480 00	25,308 00
BUSINESS BK OF ST LOUIS	14,981 00	15,246 15
CITIBANK NA	27,219 00	26,743 86
COLE TAYLOR BANK	57,136 00	56,679 15
ANHEUSER BUSCH COMPANIES	32,992 00	32,436 00
NASDAQ OMX GROUP INC	105,106 00	101,783 00
CAPITAL ONE BANK	20,887 00	20,931 92
UINTA BANK	36,517 00	36,834 70
M & I BANK FSB	23,439 00	23,535 60
M&I MARSHALL & ILSLEY BK CAS	52,562 00	52,420 00
REPUBLIC BANK INC	26,440 00	26264
SOUTHWEST BANK ST LOUIS C/	27,073 00	26,847 75
CENTURYTEL INC	54,166 00	51,056 50
AMERICAN CHARTRD BK STEP C	100,000 00	100,221 00
SUMMIT COMMUNITY BANK	51,629 00	51,553 50

COMMUNITY FIRST BANK	10,504 00	10,475 20
BANK AMERICA FUNDING	32,805 00	32,522 56
INTEGRA BANK NA	51,786 00	51,572 00
GOLD COAST BANK	50,991 00	50,246 56
FIRST FED S&L BUCKS CNTY CA	15,185 00	15,308
BARCLAYS BANK DELAWARE CA	27,978 00	27,672 84
CIT BANK	20,571 00	20,498 40
INTEGRA BANK NA	91,301 00	92,489 40
JPMORGAN CHASE &	28,166 00	27,729 26
ENERBANK USA	10,349 00	10,256 10
BANK OF DEERFIELD	59,859 00	61,546 80
PARAGON COMMERCIAL BANKCA	51,255 00	51,506 00
SUMMIT CMNTY BANK INC	45,135 00	45,121 05
ALLY BANK	26,000 00	26,544 44
GE MONEY BANK	20,370 00	20,505 60
ENERBANK USA	30,000 00	30,775 50
CAROLINA PREMIER BANK	30,578 00	30,780 00
CITIZENS DEPOSIT BANK	78,988 00	78,907 92
GE MONEY BANK	73,961 00	74,373 86
ALLY BANK	50,000 00	50,961 00
AMERICAN FEDERAL BANK	50,000 00	50,970 50
QUEENSBOROUGH NATL BK&TR	50,000 00	50,968 50
ALLY BANK	130,596 00	129,607 68
AFLAC INC	104,380 00	101,593 00
STATE BANK OF INDIA	75,943 00	74,913 75
ALLY BANK	19,000 00	18,838 50
GE MONEY BANK	33,875 00	33,401 10
REPUBLIC BANK	90,450 00	91,030 50
GOLDMAN SACHS BANK USA CA	27,355 00	27,474 50
DIRECTV HOLDINGS LLC /	56,380 00	55,437 50
GENOA BANKING COMPANY CA	75,775 00	76,913 38
SOUTHSIDE BANK STEP	10,005 00	10,012 30
PLANTERS BANK INC	87,105 00	87,569 55
HSBC BANK USA NA	50,949 00	49,621 44
CENTURYTEL INC	103,363 00	99,507 45
SUMMIT CMNTY BANK INC	100,695 00	101,546
HARRIS NA	20,000 00	20,065
GENL ELECTRIC CAP CORP	10,105 00	9,775
HSBC BANK USA NA STEP	48,316 00	47,787
PRIME BANK	49,318 00	49,790
HSBC BANK USA NA STEP	53,637 00	52,980 50
CALPINE CORP SENIOR XXX	-	0
MORGAN STANLEY DEAN	15,343 00	14,919 90
BANK OF AMERICANA STEP	50,000 00	50,394 00
Total Corporate Bonds	17,772,608.00	17,809,084.10

U.S. and State Government Obligations - Part II, Line 10a

US Treas - TIPS	252,773 00	266,515 00
Henderson County KY	75,686 00	75,785 00
Total U.S. Gov't Obligations	328,459.00	342,300 00

Other Investments - Part II, Line 15

Galtire International Fund	832,300 00	1,067,919 00
Glenrock Global Partners	1,247,250 00	1,557,968 00
Mayo Capital Partners	1,500,000 00	1,519,347 00
Passport Offshore	389,322 00	798,748 00
Seamans Global Bond QP Fund	574,420 00	562,591 00
Portfolio Advisors	641,782 00	635,877 00
Hawkeye Capital	1,000,000 00	1,157,662 00
Total Other Investments	6,185,074.00	7,300,112.00

Melvin and Bren Simon Charitable Foundation #1

Sale of Investments
Year Ended 12/31/10

<u>Description</u>	<u>Date Acquired</u>	<u>Date sold</u>	<u>Basis</u>	<u>Proceeds</u>	<u>Gain/ (loss)</u>
ADVANTAGE BANK	03/11/09	02/04/10	50,154.50	50,000.00	(154.50)
AMCORE BANK NA	03/10/09	04/28/10	75,000.00	75,000.00	-
AMERICAN BANK	05/20/09	11/29/10	90,000.00	90,000.00	-
AMERICAN CHARTERED BANK	08/27/09	12/27/10	41,100.00	40,000.00	(1,100.00)
AMERICAN COMMUNITY BANK	07/08/09	11/22/10	51,024.59	50,000.00	(1,024.59)
AMERN EXP CENTURION BANK	05/20/09	11/29/10	90,000.00	90,000.00	-
ANCHORBANK FSB	05/20/09	11/29/10	90,000.00	90,000.00	-
ASIAN BANK ARIZONA	03/11/09	05/18/10	75,000.00	75,000.00	-
BANK IL NORMAL	05/27/09	03/10/10	90,000.00	90,000.00	-
BANK OF NORTHERN MI	02/09/10	10/13/10	35,000.00	35,038.75	38.75
BANK FLORIDA SOUTHWEST	05/21/09	06/03/10	90,000.00	90,000.00	-
BANKERS BANK OF THE WEST	05/21/09	12/06/10	90,000.00	90,000.00	-
BAY CITIES BANK	05/22/09	09/02/10	90,867.01	88,000.00	(2,867.01)
BEVERLY BANK & TRUST	07/08/09	09/21/10	97,356.20	94,000.00	(3,356.20)
BUILDERS BANK	05/20/09	12/03/10	90,000.00	90,000.00	-
CAPITAL ONE NA	05/20/09	11/26/10	77,617.50	75,000.00	(2,617.50)
CATHAY BANK	03/11/09	03/19/10	75,000.00	75,000.00	-
CFBANK	02/16/10	10/27/10	75,262.50	74,590.00	(672.50)
CHARTER BANK	05/26/09	01/11/10	90,000.00	90,000.00	-
CITIZENS BANK	02/16/10	09/08/10	50,481.00	50,000.00	(481.00)
CITIZENS NATIONAL BANK	07/28/09	10/27/10	100,000.00	100,420.00	420.00
COMERICA BANK	07/08/09	04/15/10	2,054.66	2,000.00	(54.66)
COMMERCE STATE BANK	05/21/09	12/03/10	90,000.00	90,000.00	-
COMMUNITY BANK & TRUST	03/11/09	01/19/10	75,000.00	75,000.00	-
COMMUNITYSOUTH BK & TR	03/10/09	09/20/10	75,000.00	75,000.00	-
CORTEZ COMMUNITY BANK	05/21/09	11/29/10	90,000.00	90,000.00	-
COVENANT BANK	03/10/09	09/21/10	75,000.00	75,000.00	-
EAST WEST BANK	05/26/09	01/05/10	90,000.00	90,000.00	-
EUROBANK PUERTO RICO	03/10/09	05/06/10	75,000.00	75,000.00	-
EUROBANK	07/28/09	05/06/10	75,227.18	75,000.00	(227.18)
EVANSVILLE COMMERCE BANK	03/11/09	06/25/10	75,000.00	75,000.00	-
FARMERS EXCHANGE BANK	03/10/09	09/13/10	75,000.00	75,000.00	-
FIRST BUSINESS BANK	05/26/09	11/29/10	90,000.00	90,000.00	-
FIRST BUSINESS BANK	02/16/10	10/13/10	75,000.00	74,860.75	(139.25)
FIRST COMM CMNTY BANK	03/10/09	09/22/10	77,786.57	75,000.00	(2,786.57)
FIRST COVENANT BANK	05/22/09	09/24/10	98,101.75	95,000.00	(3,101.75)
FIRST FARMERS BANK&TRUST	02/16/10	10/27/10	50,000.00	50,012.50	12.50
FIRST PACIFIC BANK CA	03/10/09	05/12/10	75,000.00	75,000.00	-
FLAGSTAR BANK FSB	03/11/09	07/19/10	93,780.00	90,000.00	(3,780.00)
FLORIDA COMMUNITY BANK	06/17/08	02/03/10	100,000.00	100,000.00	-
FORTUNE BANK	05/26/09	07/09/10	25,000.00	25,165.00	165.00
HILLCREST BANK	07/09/09	10/27/10	125,000.00	125,000.00	-
HINSDALE BK & TR COMPANY	02/08/10	10/27/10	100,000.00	100,378.05	378.05
HOME FEDERAL SVGS BANK	05/27/09	07/09/10	90,000.00	91,440.00	1,440.00
HOMESTREET BANK	07/08/09	06/29/10	51,907.00	50,000.00	(1,907.00)
HORIZON BANK	05/26/09	09/15/10	89,000.00	89,000.00	-
HUINGTON NATIONAL BANK	03/19/09	09/20/10	60,000.00	60,000.00	-
INTERCREDIT BANK NA	03/11/09	07/20/10	75,000.00	75,000.00	-
IRWIN UNION B&T COMPANY	03/10/09	09/13/10	75,000.00	75,000.00	-
JEFFERSON BANK	05/20/09	12/17/10	97,274.08	95,000.00	(2,274.08)
LAKESIDE BANK	05/21/09	12/03/10	90,000.00	90,000.00	-
LEGACY BANK	03/11/09	06/18/10	75,000.00	75,000.00	-
LOVELAND BANK COMMERCE	03/10/09	09/17/10	75,000.00	75,000.00	-
MERIDIAN BANK NA	07/08/09	11/18/10	97,326.38	93,000.00	(4,326.38)
METRO BANK	05/26/09	11/26/10	90,000.00	90,000.00	-
MIDFIRST BANK	03/11/09	01/19/10	75,000.00	75,000.00	-
NEVADA SECURITY BANK	07/08/09	06/23/10	77,395.50	75,000.00	(2,395.50)
NEW CENTURY BANK	03/10/09	06/22/10	75,000.00	75,000.00	-
NORTHSHORE CMNTY BK & TR	05/21/09	11/19/10	98,308.07	95,000.00	(3,308.07)
ONE BK TR NA	07/08/09	09/16/10	74,340.00	72,000.00	(2,340.00)
ONE BANK TRUST N A	02/16/10	10/27/10	75,000.00	74,785.00	(215.00)
PARAMOUNT BANK	03/10/09	09/20/10	75,000.00	75,000.00	-
PARKWAY BK & TR COMPANY	05/20/09	11/29/10	90,000.00	90,000.00	-
PLATINUM BANK	02/08/10	10/27/10	75,000.00	75,077.50	77.50

Melvin and Bren Simon Charitable Foundation #1

Sale of Investments
Year Ended 12/31/10

PREMIER AMERICAN BANK	03/11/09	01/27/10	92,320.16	92,000 00	(320 16)
PREMIER BANK	07/08/09	12/07/10	25,211 32	24,000.00	(1,211 32)
PRIVATEBANK & TR COMPANY	06/26/08	01/27/10	100,000 00	100,000.00	-
PROGRESS BANK	05/26/09	10/27/10	90,000.00	90,000 00	-
R G PREMIER BANK	02/09/10	05/07/10	75,000.00	75,000.00	-
R G PREMIER BANK	03/10/09	05/07/10	75,000 00	75,000 00	-
RED ROCK COMMUNITY BANK	05/21/09	12/15/10	90,000 00	90,000.00	-
SAEHAN BANK	03/10/09	10/28/10	75,000 00	75,000.00	-
SALLIE MAE BANK	03/10/09	04/27/10	50,250 00	50,825.00	575 00
SECURANT BANK & TRUST	02/09/10	10/27/10	91,889.99	91,801.80	(88 19)
SHOREBANK	07/09/09	08/25/10	53,100.09	50,000 00	(3,100 09)
SHOREBANK	09/03/09	08/25/10	53,144 04	50,000.00	(3,144.04)
SHOREBANK	03/10/09	08/25/10	75,000.00	75,000.00	-
SOUTH CNTY BK NA RANCHO	02/16/10	10/27/10	50,150 00	49,905.64	(244.36)
SANTA MARGARITA CA CD	02/17/10	10/27/10	85,255 00	84,839 61	(415 39)
STANDARD BK & TR COMPANY	03/11/09	03/18/10	75,000.00	75,000 00	-
STANDARD BK & TR COMPANY	07/28/09	10/27/10	100,000 00	100,432 00	432 00
STANDARD BANK & TRUST	02/17/10	10/27/10	50,000 00	49,482.50	(517 50)
SUMMIT STATE BANK	05/22/09	11/29/10	90,000 00	90,000 00	-
TENNESSEE COMMERCE BANK	03/11/09	02/08/10	65,704 65	64,000.00	(1,704.65)
TOWN BANK	02/17/10	10/27/10	100,000 00	100,025 90	25 90
HARTLAND WI CTF DEP	02/17/10	10/27/10	75,000 00	75,019 43	19.43
TOWNE BANK ARIZONA	05/20/09	05/12/10	90,000 00	90,000 00	-
TRUST ATLANTIC BANK	05/26/09	01/08/10	90,000 00	90,000.00	-
U S TREASURY	08/31/06	01/15/10	1,724,435 00	1,751,863 90	27,428.90
U S TREASURY	05/30/07	12/13/10	482,594 00	503,040 44	20,446.44
WEST COAST BANK	03/10/09	09/10/11)	75,000 00	75,000.00	-
WESTERNBANK PUERTO RICO	07/09/09	04/14/10	100,000 00	100,036.00	36 00
WESTERNBANK PUERTO RICO	07/09/09	05/10/10	100,000 00	100,000 00	-
WESTERNBANK PUERTO RICO	03/10/09	05/10/10	25,000.00	25,000.00	-
WHEATLAND BANK	06/18/08	04/28/10	100,000 00	100,000 00	-
WOODLANDS BANK	05/27/09	04/15/10	98,467 50	97,565 00	(902 50)
WORLD SAVINGS BK FSB	07/08/09	12/07/10	78,385 91	75,000 00	(3,385 91)

Gain/Loss

9,602,337.15	9,599,604.77	(2,732.38)
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Melvin and Bren Simon Charitable Foundation #1
Schedule of Disbursements
For the Year 2010

Grant/Contribution Recipient	If recipient is an individual relationship to foundation	Foundation status of recipient	Purpose of grant or contribution	Amount
American Friends of Israel 390 5th Avenue #902 New York, NY 10018-8193	N/A	501(c)(3)	Operations	\$1,000.00
Children's Bureau, Inc. 615 North Alabama St, Ste 426 Indianapolis, IN 46204	N/A	501(c)(3)	Annual Pledge	\$50,000.00
Congregation Beth-El 600 W. 70th Street Indianapolis, IN 46260	N/A	501(c)(3)	Operations	\$25,500.00
Etz Chaim Sephardic Congregation P.O. Box 80004 Indianapolis, IN 46280	N/A	501(c)(3)	Annual Pledge	\$50,000.00
Fulfillment Fund 6100 Wilshire Boulevard, Ste. 600 Los Angeles, California 90048	N/A	501(c)(3)	Operations	\$10,000.00
Gleaners Food Bank 1102 East 16th Street Indianapolis, IN 46202	N/A	501(c)(3)	Food Bank Donation	\$100,000.00
Global Green 2218 Main Street, 2nd floor Santa Monica, CA 90405	N/A	501(c)(3)	Operations	\$5,000.00
Hendricks County FOP #132 5518 S County Road 700 E Plainfield, IN 46168	N/A	501(c)(3)	Operations	\$5,000.00
Indianapolis Museum of Art 1200 W 38th Street Indianapolis, IN 46208	N/A	501(c)(3)	CEO/Director Chair Endowment	\$525,000.00

Melvin and Bren Simon Charitable Foundation #1
Schedule of Disbursements
For the Year 2010

Indianapolis Symphony Orchestra 32 E Washington St., Suite 600 Indianapolis, IN 46204	N/A	501(c)(3)	Opening Night Gala	\$5,000.00
Indianapolis Zoo 1200 W. Washington St. Indianapolis, IN 46222	N/A	501(c)(3)	Operations	\$3,600.00
Indy Reads 2450 N. Meridian Street Indianapolis, IN 46208	N/A	501(c)(3)	Contribution to General Fund	\$1,500.00
Jewish Federation of Greater Indianapolis 615 N Alabama Indianapolis, IN 46204	N/A	501(c)(3)	Annual Campaign	\$440,000.00
Juvenile Diabetes Research Foundation 8440 Woodfield Crossing Blvd Ste 201 Indianapolis, IN 46240	N/A	501(c)(3)	Annual Pledge	\$5,000.00
National Democratic Institute 2030 M Street, NW Washington D.C. 20038	N/A	501(c)(3)	Operations	\$100,000.00
Parkinson's Action Network 1025 Vermont Ave. NW, Suite 1120 Washington, DC 20005	N/A	501(c)(3)	Operations	\$50,000.00
Riley Children's Foundation 30 S Meridian St., #200 Indianapolis, IN 46204	N/A	501(c)(3)	Operations	\$1,000,000.00
Save a Child's Heart Foundation 10050 Chapel Road Suite 18 Potomac, MD 20854	N/A	501(c)(3)	Operations	\$2,500.00
Second Helpings 1121 Southeastern Avenue Indianapolis, IN 46202	N/A	501(c)(3)	Harvest at Home Donation	\$2,000.00

Melvin and Bren Simon Charitable Foundation #1
Schedule of Disbursements
For the Year 2010

Southern Poverty Law Center 400 Washington Ave Montgomery, AL 36104	N/A	501(c)(3)	Contribution to General Fund	\$1,000.00
William J. Clinton Foundation 55 West 125th Street New York, NY 10027	N/A	501(c)(3)	Read My Pins Exhibit	\$200,000.00
World Food Program USA 1819 L Street NW, Suite 900 Washington, DC 20036	N/A	501(c)(3)	Operations	\$50,000.00
Total				<u>\$2,632,100.00</u>

Melvin and Bren Simon Charitable Foundation #1
Grants and Contributions Approved for Future Payment
For the Year 2010

Grant/Contribution Recipient	If recipient is an individual relationship to foundation	Foundation status of recipient	Purpose of grant or contribution	Amount
7 remaining installments Riley Hospital for Children 702 Barnhill Drive Indianapolis, IN 46202	N/A	501(c)(3)	Riley Hospital for Children	\$3,500,000 00
6 remaining installments Indianapolis Museum of Art 1200 W 38th Street Indianapolis, IN 46208	N/A	501(c)(3)	CEO/Director Chair Endowment	\$3,000,000 00
7 remaining installments Gleaners Food Bank 1102 East 16th Street Indianapolis, IN 46202	N/A	501(c)(3)	Food Bank Donation	\$700,000 00
1 remaining installments Jewish Federation of Greater Indianapolis 615 N Alabama Indianapolis, IN 46204	N/A	501(c)(3)	Annual Campaign	\$440,000 00
5 remaining installments National Democratic Institute 2030 M Street, NW Washington D C 20038	N/A	501(c)(3)	Madeleine K Albright Grant	\$500,000 00
2 remaining installments William J Clinton Foundation P O Box 1104 Little Rock, AR 72203	N/A	501(c)(3)	Contribution to General Fund	\$200,000 00
2 remaining installments Eitz Chaim Sephardic Congregation P O Box 80004 Indianapolis, IN 46280	N/A	501(c)(3)	Annual Pledge	\$100,000 00
2 remaining installments Children's Bureau, Inc 615 North Alabama St, Ste 426 Indianapolis, IN 46204	N/A	501(c)(3)	Annual Pledge	\$100,000 00
4 remaining installments Indianapolis Museum of Art 1200 W 38th Street Indianapolis, IN 46208	N/A	501(c)(3)	Art & Nature Park Project	\$100,000 00
2 remaining installments Juvenile Diabetes Research Foundation 8440 Woodfield Crossing Blvd Ste 201 Indianapolis, IN 46240	N/A	501(c)(3)	Annual Pledge	\$10,000 00
5 remaining installments U S Department of State 2201 C Street NW Washington, DC 20520	N/A	501(c)(3)	Diplomatic Reception Rooms	\$1,000,000 00
3 remaining installments U S Institute of Peace Inc 2301 Constitution Avenue, NW Washington, DC 20037	N/A	501(c)(3)	Endowment Fund	\$1,000,000 00
				<u><u>\$10,650,000 00</u></u>

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
DIVIDENDS	78,289.	0.	78,289.		
INTEREST	556,401.	0.	556,401.		
SEAMANS GLOBAL QP	2,419.	0.	2,419.		
TOTAL TO FM 990-PF, PART I, LN 4	637,109.	0.	637,109.		

FORM 990-PF		ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	7,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	7,000.	0.		0.	

FORM 990-PF		TAXES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES FROM K-1'S	9.	9.		0.	
TO FORM 990-PF, PG 1, LN 18	9.	9.		0.	

FORM 990-PF		OTHER EXPENSES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXPENSES FROM SEAMANS GLOBAL K-1	7,095.	7,095.		0.	
MISCELLANEOUS EXPENSE	4,896.	0.		0.	
OTHER LOSS FROM SEAMANS GLOBAL K-1	17,233.	17,233.		0.	
TO FORM 990-PF, PG 1, LN 23	29,224.	24,328.		0.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
DESCRIPTION		AMOUNT	
BOOK TAX DIFFERENCES RELATED TO SEAMANS GLOBAL K-1		36,766.	
TOTAL TO FORM 990-PF, PART III, LINE 3		36,766.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US GOVERNMENT OBLIGATIONS	X		252,773.	266,515.	
MUNICIPAL BONDS		X	75,686.	75,785.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			252,773.	266,515.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			75,686.	75,785.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			328,459.	342,300.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK		452,827.	632,008.
TOTAL TO FORM 990-PF, PART II, LINE 10B		452,827.	632,008.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS		17,772,608.	17,809,084.
TOTAL TO FORM 990-PF, PART II, LINE 10C		17,772,608.	17,809,084.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 9

PURSUANT TO REGULATIONS SECTION 53.4942(A)-3(D)(2), TAXPAYER ELECTS TO
TREAT THE EXCESS QUALIFYING DISTRIBUTIONS AS A DISTRIBUTION OUT OF
CORPUS.