



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0052

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 , 2010, and ending

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

WILLIAM & HOPE G. SIMPSON FOUNDATION
30 N LA SALLE ST. #1232
CHICAGO, IL 60602-3344

A Employer identification number

36-6071622

B Telephone number (see the instructions)

3127263110

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 4,087,695.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

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) (see the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	450.	450.		
	4 Dividends and interest from securities	91,908.	91,908.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	35,585.			
	b Gross sales price for all assets on line 6a	204,163.			
	7 Capital gain net income (from Part IV, line 2)		35,585.		
	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/(loss) (att sch)					
11 Other income (attach schedule)	128.	128.			
12 Total. Add lines 1 through 11	128,071.	128,071.	0.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	9,004.	9,004.		
	c Other prof fees (attach sch)				
	17 Interest	379.	379.		
	18 Taxes (attach schedule)(see instr)	2,477.	2,477.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,338.	4,338.		
	24 Total operating and administrative expenses. Add lines 13 through 23	16,198.	16,198.		
	25 Contributions, gifts, grants paid PART XV	183,800.			183,800.
26 Total expenses and disbursements. Add lines 24 and 25	199,998.	16,198.	0.	183,800.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-71,927.				
b Net investment income (if negative, enter -0-)		111,873.			
c Adjusted net income (if negative, enter -0-)			0.		

614

12

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	27,828.	5,792.	5,792.
	2 Savings and temporary cash investments	402,156.	332,606.	332,606.
	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 (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	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 (attach schedule)	941,768.	941,768.	1,109,613.
	b Investments — corporate stock (attach schedule)	1,295,958.	1,313,508.	2,144,439.
	c Investments — corporate bonds (attach schedule)			
LIABILITIES	11 Investments — land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	356,347.	359,799.	495,245.
	14 Land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	3,024,057.	2,953,473.	4,087,695.
	17 Accounts payable and accrued expenses	534.	195.	
	18 Grants payable	392,500.	270,500.	
NET FUND ASSETS OR BALANCES	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	393,034.	270,695.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
NET FUND ASSETS OR BALANCES	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,631,023.	2,682,778.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
NET FUND ASSETS OR BALANCES	30 Total net assets or fund balances (see the instructions)	2,631,023.	2,682,778.	
	31 Total liabilities and net assets/fund balances (see the instructions)	3,024,057.	2,953,473.	

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	2,631,023.
2	Enter amount from Part I, line 27a	2	-71,927.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 5	3	128,403.
4	Add lines 1, 2, and 3	4	2,687,499.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 6	5	4,721.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,682,778.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)**1 a SEE STATEMENT 7**

b			
c			
d			
e			

(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			
b			
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7**2**

35,585.

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) (see the instructions) If (loss), enter -0-
in Part I, line 8**3**

0.

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 the 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 (column (b) divided by column (c))
2009	179,613.	3,508,863.	0.051188
2008	193,332.	4,242,209.	0.045573
2007	235,100.	4,747,135.	0.049525
2006	204,000.	4,358,040.	0.046810
2005	161,001.	3,706,796.	0.043434

2 Total of line 1, column (d)**2**

0.236530

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**

0.047306

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5**4**

3,803,779.

5 Multiply line 4 by line 3**5**

179,942.

6 Enter 1% of net investment income (1% of Part I, line 27b)**6**

1,119.

7 Add lines 5 and 6**7**

181,061.

8 Enter qualifying distributions from Part XII, line 4**8**

183,800.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)		1	1,119.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,119.
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	1,119.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	3,814.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,814.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,695.	
11 Enter the amount of line 10 to be. Credited to 2011 estimated tax 2,695. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c 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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) IL		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Form 990-PF (2010)

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>SIMPSON ESTATES INC.</u> Telephone no <u>(312) 726-3110</u> Located at <u>30 N LA SALLE ST CHICAGO IL</u> ZIP + 4 <u>60602-3344</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 <u>N/A</u>	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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>			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
1 a 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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	N/A
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?	1 c	X
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 <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ 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 the instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
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?	4 b	X

BAA

Form 990-PF (2010)

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))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ 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)? (see instructions)

☐ Yes ☒ 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?

☐ Yes ☒ 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)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

6b X

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 (see instructions).

(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
SEE STATEMENT 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). 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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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 (see instructions)

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.

BAA

Form 990-PF (2010)

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	3,424,268.
b	Average of monthly cash balances	1b	437,437.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,861,705.
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	3,861,705.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	57,926.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,803,779.
6	Minimum investment return. Enter 5% of line 5	6	190,189.

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	190,189.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,119.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,119.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	189,070.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	189,070.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	189,070.

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	183,800.
b	Program-related investments — total from Part IX-B	1b	
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	183,800.
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 (see instructions)	5	1,119.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	182,681.

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.

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				189,070.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009	1,704.			
f Total of lines 3a through e	1,704.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 183,800.				
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)	0.			
d Applied to 2010 distributable amount				183,800.
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))	1,704.			1,704.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				3,566.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
-----------------	--

N/A

- | | | | | | |
|---|----------|---------------|----------|----------|-----------|
| 1 If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling | | | | | |
| b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5) | | | | | |
| 2 Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | Tax year | Prior 3 years | | | (e) Total |
| | (a) 2010 | (b) 2009 | (c) 2008 | (d) 2007 | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a 'Assets' alternative test — enter: | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c 'Support' alternative test — enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV	Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)
----------------	--

1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
US TRUST CO.TTEE FOR W SIMPSON
-
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

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.

- a** The name, address, and telephone number of the person to whom applications should be addressed

- b** The form in which applications should be submitted and information and materials they should include

- c Any submission deadlines

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

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

Recipient	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
Name and address (home or business)				
a Paid during the year SEE STATEMENT 9				
Total			3a	183,800.
b Approved for future payment SEE STATEMENT 10				
Total			3b	270,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	450.	
4 Dividends and interest from securities			14	91,908.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	128.	
8 Gain or (loss) from sales of assets other than inventory			18	35,585.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				128,071.	
13 Total. Add line 12, columns (b), (d), and (e)				13	128,071.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

2010

FEDERAL STATEMENTS

PAGE 1

CLIENT 66071622

WILLIAM & HOPE G. SIMPSON FOUNDATION

36-6071622

10/21/11

09 24AM

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 128.	\$ 128.	
TOTAL	\$ 128.	\$ 128.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & MANAGEMENT FEES	\$ 9,004.	\$ 9,004.		
TOTAL	\$ 9,004.	\$ 9,004.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN INCOME TAXES	\$ 2,475.	\$ 2,475.		
FRANCHISE TAXES	2.	2.		
TOTAL	\$ 2,477.	\$ 2,477.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	\$ 25.	\$ 25.		
INVESTMENT FEES	40.	40.		
PORTFOLIO DEDUCT - FG AFII	10.	10.		
PORTFOLIO DEDUCT - FLAG PRIV EQUITY	858.	858.		
PORTFOLIO DEDUCT - FLAG VENT PTRS II	72.	72.		
PORTFOLIO DEDUCT - SIMGLO	3,333.	3,333.		
TOTAL	\$ 4,338.	\$ 4,338.	\$ 0.	\$ 0.

CLIENT 66071622

WILLIAM & HOPE G. SIMPSON FOUNDATION

36-6071622

10/21/11

09 24AM

STATEMENT 5
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

BOOK-TAX DIFFERENCE PTRSPS	\$	137.
DECREASE IN PLEDGES PAYABLE		122,000.
FLAG PRIVATE EQUITY 2009 INCOME		3,910.
PRIME ENTERPRISES II 2009 INCOME		45.
UNREALIZED APPRECIATION -PTRSP INT		2,311.
TOTAL	\$	128,403.

STATEMENT 6
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

FLAG VENTURE PTRS II PRIOR YEAR ADJUST	\$	4,721.
TOTAL	\$	4,721.

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	20 APPLE INC	PURCHASED	10/24/2008	6/18/2010
2	210 ALCON INC	PURCHASED	2/18/2009	9/16/2010
3	210 ALCON INC	PURCHASED	2/18/2009	11/19/2010
4	AMER INTL GROUP	PURCHASED	3/13/2001	9/21/2010
5	900 BP PLC ADS	PURCHASED	11/21/2003	6/18/2010
6	LUCENT TECHNOLOGIES	PURCHASED	1/26/2000	3/08/2010
7	120 NOVO NORDISK ADR	PURCHASED	5/26/2005	4/16/2010
8	70 NOVO NORDISK ADR	PURCHASED	5/26/2005	6/18/2010
9	60 NOVO NORDISK ADR	PURCHASED	5/26/2005	11/19/2010
10	1,160.00 ROCHE HLD ADR	PURCHASED	11/14/2005	4/16/2010
11	RAYTHEON LITIGATION	PURCHASED	1/01/2005	6/28/2010
12	560 VULCAN MATERIALS	PURCHASED	8/27/2007	11/19/2010
13	230 VULCAN MATERIALS	PURCHASED	7/20/2009	11/19/2010
14	WORLDCOM LITIGATION	PURCHASED	3/17/2000	4/07/2010
15	SEE ATTACHED SCHEDULE	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	5,456.		1,886.	3,570.				\$ 3,570.
2	34,834.		18,635.	16,199.				16,199.
3	34,153.		18,635.	15,518.				15,518.
4	63.		0.	63.				63.
5	28,924.		38,362.	-9,438.				-9,438.
6	25.		0.	25.				25.
7	9,651.		3,140.	6,511.				6,511.
8	5,891.		1,831.	4,060.				4,060.
9	6,285.		1,570.	4,715.				4,715.
10	47,729.		42,671.	5,058.				5,058.
11	62.		0.	62.				62.
12	22,023.		51,278.	-29,255.				-29,255.
13	9,045.		9,963.	-918.				-918.

CLIENT 66071622

WILLIAM & HOPE G. SIMPSON FOUNDATION

36-6071622

10/21/11

09 24AM

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
14	22.		0.	22.				\$ 22.
15	0.		-19,393.	19,393.				19,393.
							TOTAL	\$ 35,585.

STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
PATRICK J HERBERT III 30 N LA SALLE ST CHICAGO, IL 60602-3344	PRESIDENT 0	\$ 0.	\$ 0.	\$ 0.
DEBRA M COY 30 N LA SALLE ST CHICAGO, IL 60602-3344	SECRETARY 0	0.	0.	0.
MAXWELL F YOUNGQUIST 30 N LA SALLE ST CHICAGO, IL 60602-3344	TREASURER 0	0.	0.	0.
HOWARD B SIMPSON 30 N LA SALLE ST CHICAGO, IL 60602-3344	DIRECTOR 0	0.	0.	0.
SHEILA C ISSENBERG 30 N LA SALLE ST CHICAGO, IL 60602-3344	DIRECTOR 0	0.	0.	0.
JAMES F CURTIS III 30 N LA SALLE ST CHICAGO, IL 60602-3344	DIRECTOR 0	0.	0.	0.
HOPE G. SIMPSON 30 N LA SALLE ST CHICAGO, IL 60602-3344	DIRECTOR 0	0.	0.	0.
PATRICK J HERBERT III 30 N LA SALLE ST CHICAGO, IL 60602-3344	DIRECTOR 0	0.	0.	0.
US TRUST CO. TTEE FOR W SIMPSON	0	0.	0.	0.
		TOTAL \$ 0.	\$ 0.	\$ 0.

CLIENT 66071622

WILLIAM & HOPE G. SIMPSON FOUNDATION

36-6071622

10/21/11

09 24AM

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ROMAN CATHOLIC ARCHDIOCESE OF NASSAU FND P.O. BOX N 8187 NASSAU, BAHAMAS	NONE		UNRESTRICTED	\$ 1,000.
FAY SCHOOL 48 MAIN ST P.O. BOX 9106 SOUTHBOROUGH, MA 01772	NONE		UNRESTRICTED	50,000.
BOYS CLUB OF NEW YORK 287 EAST 10TH STREET NEW YORK, NY 10009	NONE		2010 ANNUAL AWARDS DINNER	22,800.
BOYS CLUB OF NEW YORK 287 EAST 10TH STREET NEW YORK, NY 10009	NONE		FUND FOR THE 21ST CENTURY	20,000.
HOSPITAL FOR SPECIAL SURGERY 535 E. 70TH STREET NEW YORK, NY 10021	NONE		UNRESTRICTED	5,000.
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10065	NONE		ANNUAL APPEAL	5,000.
CHICAGO ZOOLOGICAL SOCIETY 3300 S. GOLF ROAD BROOKFIELD, IL 60513	NONE		BISON CIRCLE	1,500.
FREEDOM INSTITUTE 515 MADISON AVENUE NEW YORK, NY 10022	NONE		UNRESTRICTED	500.
CATHOLIC CHARITIES USA P.O. BOX 17066 BALTIMORE, MD 21297	NONE		2010 ANNUAL PLEDGE	1,000.
OLD WESTBURY GARDENS P.O. BOX 430 OLD WESTBURY, NY 11568	NONE		UNRESTRICTED	500.
NATIONAL SKYDIVING MUSEUM 5401 SOUTHPOINT CENTRE BLVD. FREDERICKSBURG, VA 22407	NONE		UNRESTRICTED	5,000.
THE SALVATION ARMY 120 WEST 14TH STREET NEW YORK, NY 10011	NONE		UNRESTRICTED	1,000.

CLIENT 66071622

WILLIAM & HOPE G. SIMPSON FOUNDATION

36-6071622

10/21/11

09 24AM

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
COLUMBIA UNIV DEPT OF OPHTHALMOLOGY 635 W. 165TH STREET BOX 20 NEW YORK, NY 10032	NONE		UNRESTRICTED	\$ 2,000.
ST. FRANCIS HOSPITAL FOUNDATION 100 PORT WASHINGTON BLVD ROSLYN, NY 11576	NONE		UNRESTRICTED	1,000.
MIDDLESEX SCHOOL 1400 LOWELL ROAD CONCORD, MA 01742	NONE		JOHN P. CAMPBELL SCHOLARSHIP FUND	1,000.
ST HYACINTH ROMAN CATH CHURCH 319 CEDAR SWAMP ROAD GLEN HEAD, NY 11545	NONE		UNRESTRICTED	1,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE NEW YORK, NY 10001	NONE		UNRESTRICTED	1,000.
JUPITER MEDICAL CENTER FOUNDATION 1210 S. OLD DIXIE HIGHWAY JUPITER, FL 33458	NONE		UNRESTRICTED	1,000.
FRANCISCAN FRIARS OF ATONEMENT-GRAYMOOR P.O. BOX 301 GARRISON, NY 10524	NONE		UNRESTRICTED	500.
JUPITER ISLAND MEDICAL CLINIC INC. 100 ESTRADA SQUARE HOBE SOUND, FL 33455	NONE		UNRESTRICTED	1,000.
RUSH UNIVERSITY MEDICAL CENTER 1700 W. VAN BUREN ST. SUITE 250 CHICAGO, IL 60612	NONE		CAPITAL CAMPAIGN	12,000.
MIDDLESEX SCHOOL 1400 LOWELL ROAD CONCORD, MA 01742	NONE		THE CAMPAIGN OF A CENTURY	50,000.

TOTAL \$ 183,800.

2010

FEDERAL STATEMENTS

PAGE 6

CLIENT 66071622

WILLIAM & HOPE G. SIMPSON FOUNDATION

36-6071622

10/21/11

09 24AM

STATEMENT 10
FORM 990-PF, PART XV, LINE 3B
RECIPIENT APPROVED FOR FUTURE PAYMENT

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
MIDDLESEX SCHOOL 1400 LOWELL ROAD CONCORD, MA 01742	NONE			\$ 98,500.
FAY SCHOOL 48 MAIN ST P.O. BOX 9106 SOUTHBOROUGH, MA 01772	NONE			80,000.
RUSH UNIVERSITY MEDICAL CENTER 1700 W. VAN BUREN ST. SUITE 250 CHICAGO, IL 60612	NONE			12,000.
BOYS CLUB OF NEW YORK 287 EAST 10TH STREET NEW YORK, NY 10009	NONE			80,000.
TOTAL \$				<u>270,500.</u>

CLIENT 66071622

WILLIAM & HOPE G. SIMPSON FOUNDATION

36-6071622

10/21/11

09 24AM

**OTHER INCOME PRODUCING ACTIVITIES
OTHER INVESTMENT INCOME [O]**

FOREIGN INCOME TAX REFUND	\$	306.
SIMGLO L.P. - ORDINARY LOSS		-221.
OTHER PORTFOLIO INC - FLAG VENT PTRS		4.
OTHER PORTFOLIO INC - FLAG PRIV EQ		10.
OTHER PASSIVE INC - FLAG PRIV EQUITY		29.
TOTAL	\$	<u>128.</u>

**BALANCE SHEET
OTHER (FORM 990-PF)[O]**

SIMGLO, L.P.	\$	300,002.
FLAG VENTURE PARTNERS II, L.P.		15,664.
FG-AFII PRIME ENTERPRISES II		4,775.
FLAG PRIVATE EQUITY L.P.		35,906.
TOTAL	\$	<u>356,347.</u>

**BALANCE SHEET
OTHER (FORM 990-PF)[O]**

SIMGLO, L.P.	\$	309,716.
FLAG VENTURE PARTNERS II, L.P.		9,642.
FG-AFII PRIME ENTERPRISES II		4,619.
FLAG PRIVATE EQUITY, L.P.		35,822.
TOTAL	\$	<u>359,799.</u>

**FMV OF ASSETS (990-PF)
OTHER [O]**

SIMGLO, L.P.	\$	445,162.
FLAG VENTURE PARTNERS II, L.P.		9,642.
FG-AFII PRIME ENTERPRISES II		4,619.
FLAG PRIVATE EQUITY		35,822.
TOTAL	\$	<u>495,245.</u>

WILLIAM & HOPE G. SIMPSON FOUNDATION

36-6071622

CAPITAL GAIN (LOSS) SUMMARY - 2010

PARTNERSHIP GAINS & (LOSSES):

SIMGLO, L.P. (36-3860054)

Short Term Capital Gain (Loss)	271
Long Term Capital Gain (Loss)	9,656

SGF, L.L.C. (36-4181745)

Short Term Capital Gain (Loss)	
Long Term Capital Gain (Loss)	30

FLAG VENTURE PARTNERS II, L.P. (06-1478807)

Short Term Capital Gain (Loss)	31
Long Term Capital Gain (Loss)	1,881

FLAG PRIVATE EQUITY L.P. (06-1582343)

Short Term Capital Gain (Loss)	1
Long Term Capital Gain (Loss)	4,887

FG-AFII, L.P. (58-2543471)

Long Term Capital Gain (Loss)	(53)
-------------------------------	------

TOTAL PARTNERSHIP GAINS (LOSSES)	16,704
CAPITAL GAIN DISTRIBUTIONS	2,848
NET SEC. 1231 GAINS (LOSSES)	(159)
SEC. 1256 STRADDLE GAINS (LOSSES)	0

TOTAL CAPITAL GAINS & LOSSES	19,393
------------------------------	--------

SECURITY	QUPN	AVG COST	TOTAL COST	UNIT VALUE	TOTAL VALUE	UNIT DIV	TOTAL DIV
APPLE INC. (AAPL)	12,180.00	94.31	16,976.07	222.560	58,060.80	0.00	0.00
AES CORP. (AES)	2,670.00	15.59	48,897.49	12.180	32,037.45	0.00	0.00
ALEXION PHARMA (ALXN)	2,600.00	4.68	19,429.25	80.550	26,943.00	0.00	0.00
AMER SUPRCONDUCTOR (AMSC)	1,410.00	10.87	15,320.12	28.590	40,311.90	0.00	0.00
AMERICAN CL B (AMC)	11,045.00	2.15	24,822.45	9.020	57,935.90	0.10	1,104.50
DOMINION NATL CL B (DNB)	750.00	9.63	7,222.09	89.110	60,087.50	0.00	0.00
BORG WARNER A (BWA)	620.00	32.67	20,255.98	72.260	44,863.20	0.00	0.00
A M CASILE & CO (K) (CAS)	17,508.00	4.82	84,406.24	18.410	322,325.28	0.00	0.00
TIME GROUP (TME)	50.00	27.17	1,358.71	221.750	16,687.50	4.760	30.00
DEVON ENERGY (DEV)	917.00	23.26	21,223.27	78.510	71,993.67	0.64	586.03
ENSTAK GROUP (ESR)	270.00	85.30	19,618.23	84.580	19,453.40	0.00	0.00
FANUC LTD (FANU)	440.00	82.82	36,441.84	153.751	67,650.44	0.40	176.00
ICICI BANK (ICN)	990.00	38.16	37,778.60	50.640	50,133.60	0.52	514.80
INTEL CORP. (INTC)	1,880.00	21.24	39,920.32	21.030	39,536.40	0.72	1,353.60
ITT INDUSTRIES (ITT)	990.00	27.77	27,376.23	52.110	51,568.95	1.00	990.00
ILLINOIS TOOL WORKS (ITW)	1,090.00	28.39	28,787.49	51.400	53,400.00	1.74	1,240.00
ST JOE CORP. (JOE)	1,400.00	23.80	33,320.00	21.850	30,390.00	0.00	0.00
LEUCADIA NATIONAL (LOR)	1,540.00	21.63	33,256.19	29.180	44,937.20	0.25	385.00
MONSANTO CO (MON)	500.00	72.74	36,369.62	69.640	34,820.00	1.12	560.00
MICROSOFT CORP (MSFT)	1,470.00	38.95	57,256.05	27.910	41,027.70	0.54	940.00
NATIONAL GILWELL (NOV)	870.00	27.07	23,630.19	67.250	58,575.00	0.43	238.80
NINTENDO CO (NTDOY)	750.00	28.76	21,570.00	74.720	55,940.25	1.27	952.50
NORTHERN TRUST CO (NTRS)	1,060.00	29.94	31,793.59	55.410	58,774.60	1.17	1,197.20
NOVO NORDISK ADR (NOV)	550.00	26.17	14,394.78	112.570	61,913.50	0.88	484.00
NOVARIS AG (NOV)	540.00	56.26	30,380.18	58.950	31,835.00	1.47	793.80
NYSE EURONEXT COM (NYX)	1,620.00	55.38	89,715.60	39.980	10,587.60	1.20	744.00
PETROBRAS ADR (PTR)	950.00	27.50	26,125.00	7.840	75,948.00	3.75	711.50
PLUM CREEK TIMBER (PLC)	1,695.00	27.28	46,239.18	37.450	63,477.75	1.68	2,847.60
PROCIER & GAMBLE (PG)	800.00	5.46	4,367.31	64.320	51,464.00	1.93	1,544.00
QUANTA SERVICES (QSR)	1,290.00	9.13	11,777.70	19.920	25,638.80	0.00	0.00
ROLLS-ROYCE PLC (RYCE)	1,440.00	27.04	38,933.70	48.770	70,238.80	1.12	1,612.80
SCHLUMBERGER LTD (SLB)	752.00	27.25	20,488.24	83.500	62,792.00	0.84	631.68
SEAMORX INC (SEMX)	1,085.00	10.54	11,431.98	7.130	20,570.00	0.00	0.00
MOLSON COORS (TAP)	375.00	44.61	16,728.18	50.190	43,916.25	1.12	980.00
TENET HEALTHCARE (THC)	7,540.00	5.71	42,950.48	6.690	23,682.60	0.00	0.00
UNITED TECHNOLOGIES (UTX)	510.00	75.29	38,399.42	78.720	40,147.20	1.70	867.00
WASTE MANAGEMENT INC (WM)	1,340.00	27.97	37,474.36	36.870	49,405.80	1.26	1,822.40
WAL-MART CO. (WMT)	900.00	45.79	41,208.60	53.930	48,537.00	1.21	1,089.00
EXXON MOBIL CORP (XOM)	970.00	40.76	39,810.70	73.120	68,001.60	1.72	1,236.80
DENISELY INTL INC (XRAY)	1,580.00	22.01	34,800.39	34.170	52,988.60	0.20	316.00
U.S. TREASURY NOTE (USTN)	4,235.00	98.00	73,369.00	104.890	78,667.50	0.00	3,468.75
U.S. TREASURY NOTE (USTN)	4,750.00	100.98	201,951.05	111.700	223,400.00	0.00	9,500.00
U.S. TREASURY NOTE (USTN)	4,125.00	96.77	40,105.50	110.120	55,060.00	0.00	2,062.50
U.S. TREASURY BOND (USTB)	130.00	108.77	141,426.25	126.070	163,891.00	0.00	9,423.00
U.S. TREASURY BOND (USTB)	7,800.00	51.69	405,882.75	128.520	64,360.00	0.00	3,750.00
U.S. TREASURY BOND (USTB)	8,000.00	114.54	1,711,812.50	141.440	210,150.00	0.00	12,000.00
U.S. TREASURY BOND (USTB)	6,500.00	100.88	151,112.50	125.690	180,575.00	0.00	9,375.00
U.S. TREASURY NOTE (USTN)	100.00	107.69	107,687.50	123.640	123,540.00	0.00	6,000.00
MATTHEWS PAC TIGER (MATX)	3,987.14	14.27	56,882.18	23.440	73,458.47	0.20	797.47

Cost
 1,313,508
 941,768
 2,255,276

Fmv
 2,144,439
 1,109,613
 3,254,052

Corporate Stock
 US Govt Oblig.

PERSON: WM & HOPE STIMPSON FND
ACCOUNT: P

SPECIFIC
INVESTMENT REPORT

HOLDINGS AS OF: 12/31/10
PRICES AS OF: 12/31/10

PAGE 2

SECURITY

QUAN

TOTAL
COST

UNIT
VALUE

TOTAL
VALUE

UNIT
DLY

TOTAL
DLY

272557276.06

27254.052116

82.960124

Form **8868**

(Rev. January 2011)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Type or print File by the due date for filing your return. See instructions	Name of exempt organization	Employer identification number
	WILLIAM & HOPE G. SIMPSON FOUNDATION	36-6071622
	Number, street, and room or suite number. If a P.O. box, see instructions	
	30 N LA SALLE ST. #1232	
City, town or post office, state, and ZIP code. For a foreign address, see instructions		
CHICAGO, IL 60602-3344		

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► SIMPSON ESTATES INC.

Telephone No ► (312) 726-3110 FAX No ► (312) 726-3143

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☒ calendar year 20 10 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	1,500.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	2,700.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions**BAA For Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of exempt organization	Employer identification number
	WILLIAM & HOPE G. SIMPSON FOUNDATION	36-6071622
	Number, street, and room or suite number. If a P.O. box, see instructions.	
	SIMPSON ESTATES, INC. 30 NORTH LASALLE, STE 1232	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	CHICAGO, IL 60602-3344	

Enter the Return code for the return that this application is for (file a separate application for each return) ... **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

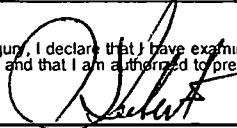
- The books are in care of **SIMPSON ESTATES INC.**
Telephone No. **(312) 726-3110** FAX No. **(312) 726-3143**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **11/15**, 20 **11**.
- For calendar year **2010**, or other tax year beginning _____, 20____, and ending _____, 20____.
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension **TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	1,100.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	3,800.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature 

Title **PRESIDENT**

Date **8/10/11**

BAA

FIFZ0502L 11/15/10

Form 8868 (Rev 1-2011)