Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2010

For calendar year 2010, or tax year beginning 10/01 , 2010, and ending 09/30, 2011

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: MILDRED HERBERT JULIAN SIMON FOUNDATION

A Employer identification number: 43-6498119

Number and street (or P.O. box number if mail is not delivered to street address): P.O. BOX 387

Room/suite

B Telephone number (see page 10 of the instructions): (314) 418-2643

City or town, state, and ZIP code: ST. LOUIS, MO 63166

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: [X] 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, col. (c), line 16) ▶ $ 11,932,846.

J Accounting method: [X] 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 page 11 of 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 (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	407,083.	406,988.	95.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,511,520.			
	b Gross sales price for all assets on line 6a 6,639,427.				
	7 Capital gain net income (from Part IV, line 2)		1,511,520.		
	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) (attach schedule)				
	11 Other income (attach schedule)	4,569.		4,569.	STMT 1
	12 **Total.** Add lines 1 through 11	1,923,172.	1,918,508.	4,664.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	175,758.	66,492.		109,266.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	13,060.	NONE	NONE	13,060.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	47,398.	3,610.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	11,884.			11,884.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	248,100.	70,102.	NONE	134,210.
	25 Contributions, gifts, grants paid	492,000.			492,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	740,100.	70,102.	NONE	626,210.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	1,183,072.			
	b **Net investment income** (if negative, enter -0-)		1,848,406.		
	c **Adjusted net income** (if negative, enter -0-)			4,664.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	8,999.		
2 Savings and temporary cash investments	354,488.	139,621.	139,621.
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 page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶ NONE			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S. and state government obligations (attach schedule) STMT 5	1,196,112.	794,728.	873,220.
b Investments - corporate stock (attach schedule) STMT 6	6,095,101.	8,708,770.	7,899,563.
c Investments - corporate bonds (attach schedule) STMT 16	3,626,955.	2,818,735.	3,020,442.
11 Investments - land, buildings, and equipment basis ▶			
Less. accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
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 the instructions Also, see page 1, item I)	11,281,655.	12,461,854.	11,932,846.
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 (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ 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 and complete lines 27 through 31. ▶ ☒			
27 Capital stock, trust principal, or current funds	11,281,655.	12,461,854.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see page 17 of the instructions)	11,281,655.	12,461,854.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	11,281,655.	12,461,854.	

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	11,281,655.
2 Enter amount from Part I, line 27a	2	1,183,072.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	12,464,727.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 17	5	2,873.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,461,854.

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 PART IV DETAIL			
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) 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			
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	1,511,520.
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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 page 18 of 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 (col (b) divided by col. (c))
2009	567,825.	12,350,067.	0.04597748336
2008	708,729.	11,535,001.	0.06144160716
2007	754,236.	14,546,526.	0.05184990561
2006	726,140.	15,437,930.	0.04703609875
2005	665,360.	14,586,566.	0.04561457440

2 **Total** of line 1, column (d)	2	0.25191966928
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	0.05038393386
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	13,134,504.
5 Multiply line 4 by line 3	5	661,768.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,484.
7 Add lines 5 and 6	7	680,252.
8 Enter qualifying distributions from Part XII, line 4	8	626,210.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	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 ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	36,968.
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	
3	Add lines 1 and 2	3	36,968.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	36,968.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 44,356.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	44,356.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	7,388.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 7,388. **Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 18			
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*	8b	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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 page 20 of the 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ US BANK NA Telephone no. ▶ (314)418-2643

Located at ▶ PO BOX 387, ST LOUIS, MO ZIP + 4 ▶ 63166

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

			Yes	No
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		X
	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 ▶			

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? ☐ 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 page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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		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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______			
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 page 22 of the instructions.)	2b		X
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? ☐ 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		X

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 page 22 of the 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 page 22 of the instructions)? **5b**
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? . . . . . . ☐ 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** No: 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? **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 page 22 of the 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 19		175,758.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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		NONE	NONE	NONE

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	13,334,522.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	13,334,522.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	13,334,522.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	200,018.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,134,504.
6	**Minimum investment return.** Enter 5% of line 5	6	656,725.

Part XI Distributable Amount (see page 25 of the 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	656,725.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	36,968.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	36,968.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	619,757.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	619,757.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	619,757.

Part XII Qualifying Distributions (see page 25 of the 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	626,210.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	626,210.
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 page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	626,210.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				619,757.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			593,718.	
b Total for prior years 20 08 ,20 ___ ,20 ___		NONE		
3 Excess distributions carryover, if any, to 2010.				
a From 2005 ...... NONE				
b From 2006 ...... NONE				
c From 2007 ...... NONE				
d From 2008 ...... NONE				
e From 2009 ...... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 626,210.				
a Applied to 2009, but not more than line 2a			593,718.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				32,492.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				587,265.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2006 ... NONE				
b Excess from 2007 ... NONE				
c Excess from 2008 ... NONE				
d Excess from 2009 ... NONE				
e Excess from 2010 ... NONE				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation had $5,000 or more in assets at any time during the year - see page 28 of the 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).)

NONE

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 page 28 of the 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:

SEE STATEMENT 21

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

43-6498119

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 STATEMENT 33				
Total ▶ 3a				492,000.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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					
4 Dividends and interest from securities			14	407,083.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	1,511,520.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b 990-PF REFUND			01	4,569.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,923,172.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,923,172.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions·			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

John F. Loose | 12/30/2011 | TRUSTEE

Signature of officer or trustee U.S. BANK NA | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					19,102.	
		234. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
12,299.00		10,958.00					1,341.00	
		306. AECOM TECHNOLOGY CORP PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
8,044.00		9,143.00					-1,099.00	
		46. AGRIUM INC PROPERTY TYPE: SECURITIES					05/28/2008	07/20/2011
4,162.00		3,944.00					218.00	
		63. AIR PRODS CHEMICALS INC PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
5,927.00		5,961.00					-34.00	
		59. AKZO NOBEL NV SPONSORED ADR PROPERTY TYPE: SECURITIES					03/11/2010	02/18/2011
4,043.00		3,292.00					751.00	
		177. AKZO NOBEL NV SPONSORED ADR PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
12,128.00		7,346.00					4,782.00	
		3000. ALCOA INC PROPERTY TYPE: SECURITIES					05/14/2002	02/18/2011
51,299.00		108,120.00					-56,821.00	
		717. ALLIANZ SE A D R PROPERTY TYPE: SECURITIES					08/18/2009	02/18/2011
10,525.00		7,564.00					2,961.00	
		81. ANHEUSER BUSCH INBEV NV A D R PROPERTY TYPE: SECURITIES					10/15/2010	07/20/2011
4,621.00		5,073.00					-452.00	
		1777. APACHE CORP PROPERTY TYPE: SECURITIES					07/23/2004	02/18/2011
213,418.00		80,703.00					132,715.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		57. ASTRAZENECA P L C SPSD A D R PROPERTY TYPE: SECURITIES					08/15/2008	07/20/2011
2,818.00		2,778.00					40.00	
		54. AVALONBAY CMNTYS INC PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
7,402.00		6,272.00					1,130.00	
		114. AXA A D R PROPERTY TYPE: SECURITIES					03/11/2010	02/18/2011
2,402.00		2,511.00					-109.00	
		531. AXA A D R PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
11,190.00		18,424.00					-7,234.00	
		511. BANCO SANTANDER CENT HISPANO A D R PROPERTY TYPE: SECURITIES					06/19/2009	02/18/2011
6,423.00		5,046.00					1,377.00	
		200. BEST BUY CO INC PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
5,770.00		6,676.00					-906.00	
		32. B H P BILLITON LIMITED A D R PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
2,974.00		2,959.00					15.00	
		69. BOC HONG KONG HLDGS LTD A D R PROPERTY TYPE: SECURITIES					06/13/2008	02/18/2011
4,270.00		3,573.00					697.00	
		196. CRH PLC ADR PROPERTY TYPE: SECURITIES					09/20/2010	02/18/2011
4,567.00		3,307.00					1,260.00	
		437. CRH PLC ADR PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
10,182.00		11,201.00					-1,019.00	
		134. CRH PLC ADR PROPERTY TYPE: SECURITIES					09/20/2010	07/20/2011
2,711.00		2,261.00					450.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		163. CANON INC SPONS A D R PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
8,018.00		5,028.00					2,990.00	
		125. CANON INC SPONS A D R PROPERTY TYPE: SECURITIES					07/16/2009	02/18/2011
6,149.00		4,156.00					1,993.00	
		94. CANON INC SPONS A D R PROPERTY TYPE: SECURITIES					05/10/2010	02/18/2011
4,624.00		4,280.00					344.00	
		104. CENTRAL EUROPEAN DISTRIBUTION CORP PROPERTY TYPE: SECURITIES					08/26/2009	07/20/2011
1,069.00		3,259.00					-2,190.00	
		219. CENTRICA PLC A D R PROPERTY TYPE: SECURITIES					09/17/2010	07/20/2011
4,605.00		4,723.00					-118.00	
		2139. CHEVRON CORPORATION PROPERTY TYPE: SECURITIES					10/31/2002	02/18/2011
209,896.00		71,726.00					138,170.00	
		52. CHEVRON CORPORATION PROPERTY TYPE: SECURITIES					10/31/2002	07/20/2011
5,569.00		1,744.00					3,825.00	
		1157. CISCO SYS INC PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
18,303.00		21,856.00					-3,553.00	
		.7 CITIGROUP INC PROPERTY TYPE: SECURITIES					02/18/2011	05/25/2011
28.00		35.00					-7.00	
		81. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
6,110.00		6,180.00					-70.00	
		686. CORNING INC PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
11,552.00		15,936.00					-4,384.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		822. DANSKE BANK A S A D R PROPERTY TYPE: SECURITIES					12/30/2008	11/17/2010
10,645.00		4,069.00					6,576.00	
		249. DIAGEO PLC SPONSORED A D R PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
19,427.00		13,797.00					5,630.00	
		193. DIRECTV CL A PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
10,117.00		8,519.00					1,598.00	
		244. DOLBY LABORATORIES INC CL A PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
10,567.00		12,634.00					-2,067.00	
		306. E N I SPA A D R PROPERTY TYPE: SECURITIES					10/16/2009	02/18/2011
15,349.00		14,827.00					522.00	
		3336. ECOLAB INC PROPERTY TYPE: SECURITIES					12/26/2008	02/18/2011
161,773.00		113,658.00					48,115.00	
		. EL PASO CORP SECURITY LITIGATION PROPERTY TYPE: SECURITIES						11/29/2010
183.00							183.00	
		518. ERICSSON (LM)TEL SP A D R PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
6,454.00		3,942.00					2,512.00	
		955. ESPRIT HOLDINGS LTD A D R PROPERTY TYPE: SECURITIES					09/21/2010	02/18/2011
9,960.00		10,830.00					-870.00	
		56. DELHAIZE GROUP SPONS A D R PROPERTY TYPE: SECURITIES					07/15/2010	10/12/2010
3,863.00		4,450.00					-587.00	
		3127. EXELON CORPORATION PROPERTY TYPE: SECURITIES					11/10/2003	02/18/2011
129,580.00		99,246.00					30,334.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2849. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					10/29/1998	02/18/2011
239,454.00		101,985.00					137,469.00	
		78. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					10/29/1998	07/20/2011
6,516.00		2,792.00					3,724.00	
		400000. F N M A M T N 6.000% 5/1 PROPERTY TYPE: SECURITIES					03/18/2002	05/09/2011
400,329.00		401,384.00					-1,055.00	
		145. FED EX CORP PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
13,406.00		14,245.00					-839.00	
		460. FRANCE TELECOM SPSD ADR PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
10,382.00		13,049.00					-2,667.00	
		720. FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES					10/29/1998	02/18/2011
6,732.00		9,103.00					-2,371.00	
		86. FUJIFILM HOLDINGS A D R PROPERTY TYPE: SECURITIES					04/23/2010	07/20/2011
2,644.00		2,940.00					-296.00	
		1416. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					08/06/2010	02/18/2011
50,963.00		47,195.00					3,768.00	
		84. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					08/06/2010	07/20/2011
3,161.00		2,800.00					361.00	
		581. GIVAUDAN SA A D R PROPERTY TYPE: SECURITIES					05/11/2010	02/18/2011
11,608.00		9,993.00					1,615.00	
		390. GLAXO SMITHKLINE P L C A D R PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
15,241.00		14,121.00					1,120.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		271. GLAXO SMITHKLINE P L C A D R PROPERTY TYPE: SECURITIES					02/11/2009	07/20/2011
11,661.00		9,660.00					2,001.00	
		94. HSBC HOLDINGS PLC SPONS A D R PROPERTY TYPE: SECURITIES					10/12/2010	02/18/2011
5,507.00		4,931.00					576.00	
		113. HSBC HOLDINGS PLC SPONS A D R PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
6,621.00		5,284.00					1,337.00	
		300000. HSBC FINANCE CORP 5.250% 1/1 PROPERTY TYPE: SECURITIES					12/12/2006	01/14/2011
300,000.00		303,033.00					-3,033.00	
		230. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
8,117.00		11,176.00					-3,059.00	
		162. HONDA MOTOR CO LTD A D R PROPERTY TYPE: SECURITIES					05/28/2008	11/08/2010
5,877.00		5,936.00					-59.00	
		200000. HONEYWELL INTL 4.250% 3/0 PROPERTY TYPE: SECURITIES					04/29/2008	11/10/2010
215,378.00		201,206.00					14,172.00	
		.5 HUNTINGTON INGALLS INDUSTRIE PROPERTY TYPE: SECURITIES					02/18/2011	04/13/2011
19.00		20.00					-1.00	
		175. IMPERIAL TOB GROUP P L C A D R PROPERTY TYPE: SECURITIES					09/15/2009	02/18/2011
11,277.00		8,874.00					2,403.00	
		4038. INTEL CORP PROPERTY TYPE: SECURITIES					09/22/2000	02/18/2011
89,158.00		197,610.00					-108452.00	
		683. INTERNATIONAL BUSINESS MACHINES COR PROPERTY TYPE: SECURITIES					05/14/2002	02/18/2011
112,269.00		57,612.00					54,657.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3059. J P MORGAN CHASE CO PROPERTY TYPE: SECURITIES					12/26/2008	02/18/2011
145,850.00		90,455.00					55,395.00	
		2950. JOHNSON JOHNSON PROPERTY TYPE: SECURITIES					09/25/2000	02/18/2011
180,094.00		141,397.00					38,697.00	
		579. JOHNSON JOHNSON PROPERTY TYPE: SECURITIES					09/25/2000	07/20/2011
38,364.00		27,752.00					10,612.00	
		440. KAO CORP A D R PROPERTY TYPE: SECURITIES					01/27/2010	02/18/2011
11,867.00		11,190.00					677.00	
		54. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
3,629.00		3,540.00					89.00	
		7885. LOWES CO INC PROPERTY TYPE: SECURITIES					09/22/2000	02/18/2011
205,322.00		97,799.00					107,523.00	
		402. MCGRAW HILL COMPANIES INC PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
17,299.00		15,594.00					1,705.00	
		3000. MEDTRONIC INC PROPERTY TYPE: SECURITIES					09/22/2000	02/18/2011
123,298.00		147,338.00					-24,040.00	
		159. MERCK AND CO INC NEW PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
5,675.00		5,250.00					425.00	
		1238. MITSUBISHI UFJ FINL GRP A D R PROPERTY TYPE: SECURITIES					05/28/2008	10/15/2010
5,687.00		11,742.00					-6,055.00	
		2619. MITSUBISHI UFJ FINL GRP A D R PROPERTY TYPE: SECURITIES					09/15/2009	02/18/2011
14,509.00		16,274.00					-1,765.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		649. NTT DOCOMO INC A D R PROPERTY TYPE: SECURITIES					11/23/2010	02/18/2011
12,266.00		10,637.00					1,629.00	
		74. NESTLE SA SPONSORED A D R PROPERTY TYPE: SECURITIES					05/28/2008	11/09/2010
4,244.00		3,652.00					592.00	
		39. NESTLE SA SPONSORED A D R PROPERTY TYPE: SECURITIES					08/28/2007	07/20/2011
2,432.00		1,663.00					769.00	
		3193.227 NEUBERGER BERMAN GENESIS INSTL PROPERTY TYPE: SECURITIES					03/19/2009	02/18/2011
155,989.00		84,940.00					71,049.00	
		264. NINTENDO LTD A D R PROPERTY TYPE: SECURITIES					06/19/2009	02/18/2011
10,061.00		8,870.00					1,191.00	
		53. NOVARTIS AG A D R PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
3,038.00		2,639.00					399.00	
		72. NOVARTIS AG A D R PROPERTY TYPE: SECURITIES					10/16/2009	02/18/2011
4,128.00		3,675.00					453.00	
		355. NOVARTIS AG A D R PROPERTY TYPE: SECURITIES					08/28/2008	02/18/2011
20,352.00		18,966.00					1,386.00	
		3432. ORACLE CORPORATION PROPERTY TYPE: SECURITIES					12/24/2007	02/18/2011
114,970.00		77,460.00					37,510.00	
		115. PEABODY ENERGY CORP PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
7,007.00		7,453.00					-446.00	
		1260. PEPSICO INC PROPERTY TYPE: SECURITIES					09/22/2005	02/18/2011
80,172.00		67,970.00					12,202.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		159. T ROWE PRICE GROUP INC PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
9,204.00		11,265.00					-2,061.00	
		1853. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					07/23/2004	02/18/2011
119,053.00		97,187.00					21,866.00	
		47. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					07/23/2004	07/20/2011
3,022.00		2,465.00					557.00	
		300000. PROCTER & GAMBLE 3.500% 2/1 PROPERTY TYPE: SECURITIES					03/19/2009	11/10/2010
324,555.00		303,981.00					20,574.00	
		3600. QUALCOMM INC PROPERTY TYPE: SECURITIES					06/15/2004	02/18/2011
212,543.00		124,186.00					88,357.00	
		. QWEST COMMUNICATIONS INTL INC SECURITY PROPERTY TYPE: SECURITIES						06/10/2011
843.00							843.00	
		113. RWE AG A D R PROPERTY TYPE: SECURITIES					05/28/2008	10/15/2010
7,846.00		12,814.00					-4,968.00	
		215. RED HAT INC PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
9,408.00		9,791.00					-383.00	
		262. REED ELSEVIER PLC A D R PROPERTY TYPE: SECURITIES					11/19/2009	02/18/2011
9,605.00		8,235.00					1,370.00	
		83. REED ELSEVIER PLC A D R PROPERTY TYPE: SECURITIES					11/19/2009	07/20/2011
2,957.00		2,609.00					348.00	
		121. RESEARCH IN MOTION PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
3,231.00		8,412.00					-5,181.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		511. ROCHE HLDG LTD A D R PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
18,672.00		20,501.00					-1,829.00	
		35112.36 T ROWE PRICE INTL GR&INC ADV PROPERTY TYPE: SECURITIES					07/11/2005	02/17/2011
502,458.00		420,734.00					81,724.00	
		8809.655 T ROWE PRICE INTL GR&INC ADV PROPERTY TYPE: SECURITIES					08/26/2004	02/18/2011
126,595.00		93,559.00					33,036.00	
		675.539 T ROWE PRICE INTL GR&INC ADV PROPERTY TYPE: SECURITIES					08/26/2004	03/03/2011
9,694.00		7,174.00					2,520.00	
		2131.765 T ROWE PRICE SM CAP VAL ADV PROPERTY TYPE: SECURITIES					08/26/2004	02/18/2011
80,943.00		66,149.00					14,794.00	
		298. KONINKLIJKE (ROYAL) KPN NV SP ADR PROPERTY TYPE: SECURITIES					05/28/2008	07/20/2011
4,005.00		5,513.00					-1,508.00	
		273. ST JUDE MED INC PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
13,055.00		13,150.00					-95.00	
		485. SANOFI A D R PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
16,844.00		15,632.00					1,212.00	
		.5983 SANOFI A D R PROPERTY TYPE: SECURITIES					09/11/2008	07/12/2011
23.00		21.00					2.00	
		323. SAP AG A D R PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
19,525.00		11,460.00					8,065.00	
		2908. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES					02/24/2004	02/18/2011
274,527.00		92,359.00					182,168.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		460. SOCIETE GENERALE FRANCE SPONSOR ADR PROPERTY TYPE: SECURITIES					09/15/2010	02/18/2011
6,481.00		5,552.00					929.00	
		330. SOCIETE GENERALE FRANCE SPONSOR ADR PROPERTY TYPE: SECURITIES					10/15/2009	02/18/2011
4,650.00		5,140.00					-490.00	
		232. STAPLES INC PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
3,594.00		4,976.00					-1,382.00	
		180. STATOIL ASA A D R PROPERTY TYPE: SECURITIES					10/10/2007	11/22/2010
3,715.00		5,751.00					-2,036.00	
		102. SWISS REINSURANCE CO SPSD ADR PROPERTY TYPE: SECURITIES					01/13/2010	04/21/2011
5,758.00		5,055.00					703.00	
		226. SYNGENTA A G A D R PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
14,810.00		8,685.00					6,125.00	
		46. SYNGENTA A G A D R PROPERTY TYPE: SECURITIES					12/30/2008	07/20/2011
3,053.00		1,694.00					1,359.00	
		582. TNT NV A D R PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
16,246.00		10,902.00					5,344.00	
		4701. TARGET CORPORATION PROPERTY TYPE: SECURITIES					10/31/2002	02/18/2011
243,695.00		153,815.00					89,880.00	
		.95 TELECOMUNICACOES DE SAO PAULO A D R PROPERTY TYPE: SECURITIES					02/18/2011	06/23/2011
27.00		21.00					6.00	
		230. TELECOMUNICACOES DE SAO PAULO A D R PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
6,794.00		5,007.00					1,787.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		69. TELEFONICA SA SPON A D R PROPERTY TYPE: SECURITIES					12/18/2007	11/09/2010
5,315.00		6,668.00					-1,353.00	
		609. TELEFONICA SA SPON A D R PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
15,371.00		15,302.00					69.00	
		782. THOMPSON CREEK METALS CO INC PROPERTY TYPE: SECURITIES					11/10/2009	07/20/2011
7,781.00		9,147.00					-1,366.00	
		105. TOKIO MARINE HOLDINGS A D R PROPERTY TYPE: SECURITIES					10/21/2008	07/20/2011
3,067.00		3,549.00					-482.00	
		212. TOTAL S A A D R PROPERTY TYPE: SECURITIES					05/28/2008	02/18/2011
12,665.00		15,425.00					-2,760.00	
		45. TOTAL S A A D R PROPERTY TYPE: SECURITIES					10/16/2009	07/20/2011
2,460.00		2,832.00					-372.00	
		385. TURKCELL ILETISIM HIZMET A D R PROPERTY TYPE: SECURITIES					05/28/2008	07/20/2011
4,832.00		7,401.00					-2,569.00	
		912. UNILEVER PLC SPSD ADR PROPERTY TYPE: SECURITIES					03/12/2009	02/18/2011
26,940.00		20,579.00					6,361.00	
		144. UNITED STATES STEEL CORP PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
6,241.00		8,868.00					-2,627.00	
		2732. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES					10/31/2002	02/18/2011
231,810.00		84,577.00					147,233.00	
		2655. VERIZON COMMUNICATIONS INC PROPERTY TYPE: SECURITIES					10/29/1998	02/18/2011
97,118.00		122,950.00					-25,832.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		119. VISA INC CLASS A SHARES PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
10,550.00		9,069.00					1,481.00	
		244. WPP PLCSPONSORED A D R PROPERTY TYPE: SECURITIES					12/30/2008	11/01/2010
14,227.00		7,011.00					7,216.00	
		116. WPP PLCSPONSORED A D R PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
7,945.00		3,333.00					4,612.00	
		430. WAL MART STORES INC PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
23,138.00		23,856.00					-718.00	
		160. WASTE MGMT INC PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
5,806.00		6,094.00					-288.00	
		4818. WELLS FARGO CO PROPERTY TYPE: SECURITIES					01/04/2002	02/18/2011
156,152.00		104,693.00					51,459.00	
		210. WESTERN DIGITAL CORP PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
7,953.00		6,941.00					1,012.00	
		2560. ACCENTURE PLC CL A PROPERTY TYPE: SECURITIES					01/18/2007	02/18/2011
137,679.00		95,627.00					42,052.00	
		217. ACE LTD PROPERTY TYPE: SECURITIES					08/06/2010	02/18/2011
14,090.00		11,546.00					2,544.00	
		142. TYCO INTERNATIONAL LTD PROPERTY TYPE: SECURITIES					02/18/2011	07/20/2011
6,734.00		6,711.00					23.00	
		310. UBS AG REG PROPERTY TYPE: SECURITIES					12/30/2008	02/18/2011
6,160.00		4,290.00					1,870.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		265. UBS AG REG PROPERTY TYPE: SECURITIES					08/27/2010	02/18/2011
5,265.00		4,431.00					834.00	
TOTAL GAIN(LOSS)							1,511,520.	

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
990-PF REFUND		4,569.	4,569.
	TOTALS	4,569.	4,569.

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	13,060.			13,060.
TOTALS	13,060.	NONE	NONE	13,060.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAXES	43,788.	
FOREIGN TAXES PAID	3,610.	3,610.
TOTALS	47,398.	3,610.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ADMIN EXPENSES	10,209.	10,209.
OFFICE EXPENSES	1,675.	1,675.
TOTALS	11,884.	11,884.

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FHLMC MTN 5.750% 1/15/12	392,648.	406,448.
FNMA MTN 6% 5/15/11		
FFCB DEB 4.625% 12/15/17	402,080.	466,772.
TOTALS	794,728.	873,220.

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALCOA INC		
UNITED TECHNOLOGIES CORP		
APACHE CORP	10,128.	17,894.
CHEVRON CORP	17,068.	47,128.
EXXON MOBIL CORP	9,773.	19,828.
SCHLUMBERGER LTD	9,274.	17,441.
LOWE'S COS INC		
TARGET CORP		
PEPSICO INC		
PROCTER & GAMBLE CO		
JOHNSON & JOHNSON	22,576.	29,998.
MEDTRONIC INC		
WELLS FARGO & CO		
EXELON CORP		
VERIZON COMMUNICATIONS		
INTEL CORP	96,015.	41,859.
IBM CORP	43,609.	90,387.
QUALCOMM INC		
FIRST AMER REAL ESTATE SECS FD		
T ROWE PRICE INTL GR & INC ADV		
T ROWE PRICE MID CAP VALUE	381,184.	346,363.
T ROWE PRICE SMALL CAP VALUE	83,851.	82,852.
AGRIUM INC	5,018.	7,133.
ABB LTD ADR	33,215.	22,324.
ATLAS COPCO AB ADR	6,390.	5,924.
KEPPEL CORP LTD SPONS ADR	18,697.	16,389.
PETROLEO BRASILEIRO SPONS ADR	13,465.	6,672.
TOTAL SA ADR	11,956.	9,520.
HONDA MTR LTD AMERN SHS	7,400.	6,442.

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NINTENDO LTD ADR		
BRITISH AMERN TOB PLC ADR	17,143.	22,708.
DIAGEO PLC SPONS ADR	11,544.	12,073.
FOMENTO ECONOMICO MEXICANO	6,154.	9,593.
NESTLE SA SPONS ADR	25,640.	35,925.
NOVARTIS AG ADR	14,940.	16,731.
ROCHE HLDG LTD SPONS ADR		
AXA ADR	2,727.	2,775.
BANCO SANTANDER CENT HISPANO	2,254.	1,905.
BARCLAYS PLC ADR	7,770.	3,697.
DBS GROUP HLDGS LTD	12,740.	9,688.
HSBC HLDGS PLC SPONS ADR	6,332.	7,494.
ORIX CORP SPONS ADR	4,348.	5,035.
UBS AG REG	4,525.	3,738.
RRWE AG SPONS ADR		
FRANCE TELECOM SPONS ADR		
KONINKLIJKE (ROYAL) KPN NV	2,021.	1,699.
TURKCELL ILETISIM HIZMET ADR	4,266.	3,136.
ANGLO AMERICAN PLC ADR	7,503.	4,270.
ACCENTURE LTD	22,666.	28,500.
CANON INC ADR REPSTG		
NOKIA CORP SPONS ADR		
CENTRAL EUROPEAN DISTRIBUTION		
ORACLE CORPORATION		
ASTRAZENECA PLC SPONS ADR	6,952.	6,743.
BHP BILLITON PLC LIMITED ADR	6,091.	9,700.
BOC HONG KONG HLDGS LTD ADR	7,449.	6,859.
MITSUBISHI UFJ FINL GRP ADR		
NATIONAL GRID PLC SPONS ADR	5,336.	5,654.

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SANOFI AVENTIS ADR		
TELEFONICA SA SPONS ADR		
ISHARES MSCI EMERGING MKTS	686,690.	504,666.
ECOLAB INC		
JP MORGAN CHASE & CO	21,911.	22,319.
AKZO NOBEL NV SPONS ADR		
ALLIANZ AG ADR	3,780.	3,082.
CRH PLC ADR		
DANSKE BANK AS ADR		
DESARROLLADORA HOMEX ADR	7,864.	3,996.
ENI SPA ADR		
ERICSSON (LM) TEL SPONS ADR	4,543.	5,701.
FUJIFILM HOLDINGS ADR	8,939.	7,953.
GLAXO SMITHKLINE PLC ADR		
IMPERIAL TOB GROUP PLC ADR	2,366.	3,288.
LUKOIL SPONS ADR	6,191.	6,525.
MITSUI & CO LTD SPONS ADR	7,416.	9,499.
ROYAL DUTCH SHELL PLC ADR	37,235.	36,789.
SAP AG ADR	1,774.	2,531.
SOCIETE GENERALE FRANCE ADR	9,082.	4,634.
SYNGENTA AG ADR		
THOMPSON CREEK METALS CO INC		
TNT EXPRESS NV ADR	939.	734.
TOKIO MARINE HOLDINGS ADR	4,862.	4,481.
UNILEVER PLC SPONS ADR	5,070.	4,912.
VALE SA SPONS ADR	12,798.	11,046.
VODAFONE GROUP PLC ADR	18,430.	21,246.
WPP PLC SPONS ADR	2,011.	3,224.
ZURICH FINANCIAL SERVICES ADR	3,298.	3,862.

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NEUBERGER BERMAN GENESIS INSTL	115,060.	184,832.
FIRST AMER HIGH INCOME BD FD		
FRONTIER COMMUNICATIONS CORP		
GENERAL MILLS INC		
ACE LTD	40,241.	45,086.
ROWE T PRICE MIDCAP GROWTH FD	318,100.	357,731.
BASF AG ADR	16,046.	13,089.
BNP PARIBAS SA ADR	8,764.	5,122.
BANCO BRADESCO ADR	4,630.	3,742.
BAYERISCHE MOTOREN WERKE ADR	9,017.	9,152.
CENTRICA PLC ADR		
CNOOC LTD ADR	18,655.	14,748.
DELHAIZE GROUP SPONS ADR		
FOCUS MEDIA HOLDING ADR	4,307.	4,579.
INTERCONTINENTAL HTLS GRP PISP	4,651.	4,149.
NISSAN MTR LTD SPONS ADR	8,572.	8,336.
SIEMENS AG ADR	6,993.	6,196.
STATOIL ASA ADR		
SWISS REINSURANCE CO SPSD ADR		
VOLVO AB SPONS ADR	7,582.	5,660.
AXA ADR		
CANON INC SPONS ADR	7,773.	11,406.
ESPRIT HOLDINGS LTD ADR		
GIVAUDAN SA ADR		
GLAXO SMITHKLINE PLC ADR		
KAO CORP ADR		
MITSUBISHI UFJ FINL GRP ADR		
NESTLE SA SPONS ADR		
NOVARTIS AG ADR		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
REED ELSEVIER PLC ADR		
ROCHE HLDG LTD ADR		
SANOFI AVENTIS ADR	24,521.	21,254.
SOCIETE GENERALE FRANCE ADR		
TELEFONICA SA SPONS ADR	1,172.	1,205.
TEVA PHARMACEUTICAL INDS ADR	59,935.	43,882.
TOTAL SA ADR		
UBS AG REG		
UNILEVER PLC SPONS ADR		
VODAPHONE GROUP PLC ADR		
AMERICAN CENTY INTL BOND FD	130,852.	130,381.
CREDIT SUISSE COMM RET ST CO	328,480.	290,558.
IPATH DOW JONES UBS COMMODITY	345,536.	300,570.
ISHARES BARCLAYS TIPS BOND ETF	258,893.	270,434.
NUVEEN HIGH INCOME BOND FD	365,000.	339,288.
T ROWE PRICE INTL BOND FUND	130,675.	128,324.
ADVANCE AUTO PARTS INC	23,814.	22,136.
AECOM TECHNOLOGY CORP	5,677.	3,357.
AFLAC INC	18,899.	11,673.
AGCO CORP	16,807.	10,336.
ALLERGAN INC	16,323.	17,876.
ALPHA NATURAL RESOURCES INC	2,773.	1,079.
AMAZON COM INC	11,338.	13,190.
AMERICAN ELECTRIC POWER CO INC	13,783.	14,638.
AMERICAN EXPRESS CO	14,992.	14,233.
AMERIPRISE FINL INC	21,056.	12,792.
AMGEN INC	14,311.	15,059.
ANADARKO PETROLEUM CORP	17,125.	13,241.
APPLE INC	106,405.	112,489.

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ATT INC	48,438.	48,370.
AVALONBAY CMNTYS INC	4,298.	4,220.
BANK OF AMERICA CORP	25,910.	10,765.
BOEING CO	5,951.	4,901.
BORG WARNER INC	23,257.	17,614.
BOSTON PPTYS INC	8,655.	8,108.
BRISTOL MYERS SQUIBB CO	32,169.	39,664.
BROADCOM CORP	17,555.	13,849.
CAMERON INTL CORP	20,024.	14,082.
CAPITAL ONE FINANCIAL CORP	47,842.	35,984.
CATERPILLAR INC	16,827.	11,814.
CELGENE CORP	13,789.	16,035.
CENTRAL EUROPEAN DISTRIBUTION	1,802.	708.
CERNER CORPORATION	15,776.	21,652.
CHUBB CORPORATION	37,466.	36,774.
CITIGROUP INC	61,503.	34,760.
COGNIZANT TECH SOLUTIONS	26,416.	21,443.
COMCAST CORP	3,967.	3,431.
CONOCOPHILLIPS	75,457.	62,623.
CVS CAREMARK CORP	11,088.	11,286.
DANAHER CORP	17,311.	14,092.
DIRECTV	13,772.	13,188.
DISNEY WALT CO	20,700.	15,170.
DOVER CORP	22,744.	15,751.
E BAY INC	14,999.	13,153.
EMC CORPORATION	28,732.	22,270.
ECOLAB INC	2,180.	3,129.
ELI LILLY CO	33,585.	35,824.
EXELON CORPORATION	2,317.	3,111.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EXPRESS SCRIPTS INC	18,249.	11,862.
FIFTH THIRD BANCORP	13,650.	9,161.
FLOWSERVE CORP	15,560.	8,880.
FLUOR CORP	5,571.	3,957.
FREEPORT MCMORAN COPPER GOLD	16,296.	9,257.
GAMESTOP CORP	44,204.	51,005.
GENERAL DYNAMICS CORP	56,970.	41,473.
GENERAL ELECTRIC CO	24,193.	17,199.
GOLDMAN SACHS GROUP INC	23,359.	13,142.
GOOGLE INC	78,362.	64,380.
HALLIBURTON CO	35,323.	21,974.
HESS CORP	39,776.	24,709.
HUMANA INC	4,991.	4,582.
HUNTINGTON INGALLS INDUSTRIE	439.	268.
ILLINOIS TOOL WORKS	11,210.	8,362.
JACOBS ENGR GROUP INC	18,533.	11,657.
KEYCORP	15,104.	9,263.
KOHLS CORP	5,014.	4,370.
KRAFT FOODS INC	7,259.	7,891.
LAUDER ESTEE COS INC	20,819.	17,217.
LIFE TECHNOLOGIES CORP	5,615.	4,343.
LINCOLN NATL CORP IND	16,264.	8,315.
LOWES CO INC	1,426.	2,224.
MCDONALDS CORP	46,311.	53,395.
MCGRAW HILL COMPANIES INC	16,137.	17,056.
MERCK AND CO INC	56,662.	56,113.
METLIFE INC	19,712.	11,568.
MICROSOFT CORP	86,572.	79,449.
MORGAN STANLEY	48,289.	22,197.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NIKE INC	22,888.	22,233.
NORTHROP GRUMMAN CORPORATION	4,299.	3,600.
OCCIDENTAL PETROLEUM CORP	27,940.	18,662.
ORACLE CORPORATION	67,437.	83,978.
PGE CORP	13,229.	12,309.
PNC FINANCIAL SERVICES GROUP	26,842.	20,095.
PEABODY ENERGY CORP	15,230.	7,962.
PEPSICO INC	29,130.	33,426.
PFIZER INC	27,009.	24,858.
PIONEER NAT RES CO	26,263.	17,363.
PRAXAIR INC	20,559.	19,444.
PRICELINE COM INC	21,564.	21,574.
PRUDENTIAL FINANCIAL INC	23,672.	16,588.
RALPH LAUREN CORP	10,598.	10,765.
RED HAT INC	5,146.	4,775.
REYNOLDS AMERICAN INC	7,907.	8,545.
SCHEIN HENRY INC	23,338.	21,207.
SEMPRA ENERGY	9,945.	9,631.
SIMON PROPERTY GROUP INC	7,559.	7,699.
ST JUDE MED INC	26,301.	19,760.
SUNTRUST BKS INC	2,457.	1,759.
T ROWE PRICE GROUP INC	14,311.	9,650.
TARGET CORPORATION	9,971.	14,663.
TEXAS INSTRUMENTS INC	25,582.	18,735.
THERMO FISHER SCIENTIFIC INC	23,126.	20,307.
TIME WARNER CABLE INC	6,113.	5,327.
TJX COMPANIES INC	13,792.	15,310.
UNION PACIFIC CORP	45,207.	38,058.
UNITED HEALTH GROUP INC	16,233.	17,064.

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UNITED TECHNOLOGIES CORP	8,297.	18,856.
VF CORP	41,152.	56,507.
VARIAN MED SYS INC	26,303.	19,508.
VERIZON COMMUNICATIONS INC	15,977.	12,696.
WAL MART STORES INC	52,151.	48,786.
WELLS FARGO CO	25,684.	28,510.
WESTERN DIGITAL CORP	30,241.	23,534.
BHP BILLITON PLC SPONS ADR	10,323.	7,060.
BT GROUP PLC ADR	13,293.	12,334.
BAYER AG ADR	5,014.	3,453.
BROOKFIELD ASSET MANAGE	419.	358.
CARNIVAL CORP	31,756.	20,968.
COMPANHIA DE BEBIDAS PR ADR	24,209.	26,482.
COVIDIEN PLC	13,754.	17,863.
FLEXTRONICS INTERNATIONAL LTD	30,175.	20,200.
HITACHI LTD ADR	5,921.	4,744.
INFINEON TECHNOLOGIES AG ADR	10,625.	7,131.
LVMH MOET HENNESSY LOU VUITT	3,858.	3,131.
NETEASE COM INC ADR	6,789.	5,304.
PETROLEO BRASILEIRO SA ADR	11,024.	6,892.
POSTNL NV ADR	1,084.	476.
PRECISION DRILLING TRUST	5,123.	3,755.
SBERBANK SPONSORED ADR	221.	129.
SHIRE PLC ADR	704.	658.
SONY CORP ADR	4,899.	2,679.
VALE SA SP ADR	19,581.	13,520.
AMERICAN EUROPACIFIC GRTH F2	700,000.	567,784.
NUVEEN REAL ESTATE SECURIT	553,168.	573,428.
NUVEEN TRADEWINDS GLBL	25,000.	21,577.

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCOUT INTERNATIONAL FUND	760,000.	608,465.
TOTALS	8,708,770.	7,899,563.

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HSBC FIN 5.250% 1/14/11		
WACHOVIA CORP 5.30% 10/15/11	303,597.	300,279.
WELLS FARGO FIN 5.50% 8/01/12	307,230.	309,756.
MORGAN STANLEY 5.30% 3/01/13	303,390.	302,505.
HONEYWELL INTL 4.250% 3/1/13	201,206.	209,908.
WAL MART STORES 4.250% 4/15/13	402,836.	422,460.
PITNEY BOWES 4.875% 8/15/14	396,984.	429,296.
PROCTER & GAMBLE 3.50% 2/15/15		
DUPONT EI NEMOUR 4.750%	295,155.	331,590.
BOTTLING GROUP 5.125% 1/15/19	306,120.	350,397.
UNITED PARCEL 5.125% 4/1/19	302,217.	364,251.
TOTALS	2,818,735.	3,020,442.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
COST ADJ		2,873.
	TOTAL	2,873.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
===
MO

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
US BANK NA
ADDRESS:
PO BOX 387
ST LOUIS, MO 63166
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0
COMPENSATION .... 132,984.

OFFICER NAME:
JOAN M NEWMAN
ADDRESS:
110 LAKE FOREST
ST LOUIS, MO 63117
TITLE:
STEERING COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:
LUCY LOPATA
ADDRESS:
1 MCKNIGHT PLACE APT 308
ST LOUIS, MO 63124
TITLE:
STEERING COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:
CHARLES BARON
ADDRESS:
20 ARROWHEAD ESTATES
CHESTERFIELD, MO 63017
TITLE:
STEERING COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
LEWIS CHARTOCK
ADDRESS:
532 MIDVALE AVE
ST LOUIS, MO 63130
TITLE:
STEERING COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:
MARTIN M ROSEN
ADDRESS:
PO BOX 78544
ST LOUIS, MO 63178
TITLE:
EXECUTIVE DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20
COMPENSATION .... 42,774.

TOTAL COMPENSATION: 175,758.

RECIPIENT NAME:
MARTIN M ROSEN
ADDRESS:
PO BOX 78544
ST LOUIS, MO 63178
RECIPIENT'S PHONE NUMBER: 314-241-1716
FORM, INFORMATION AND MATERIALS:
LETTER OF INQUIRY
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
TO 501(C)(3) ORGANIZATIONS

RECIPIENT NAME:
PRISON PERFORMING ARTS
ADDRESS:
3547 OLIVE STREET STE 250
ST LOUIS, MO 63103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ST LOUIS ARTWORKS
ADDRESS:
3547 OLIVE STREET STE 280
ST LOUIS, MO 63103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SIU-E CHARTER SCHOOL
ADDRESS:
ALUMNI HALL STE 1139 BOX 1049
EDWARDSVILLE, IL 62026-1049
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 3,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
WYMAN CENTER
ADDRESS:
600 KIWANIS DRIVE
EUREKA, MO 63025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
GO ST LOUIS
ADDRESS:
7727 CLAYTON ROAD
ST LOUIS, MO 63117
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ALZHEIMERS ASSOCIATION
ADDRESS:
9370 OLIVE BLVD
ST LOUIS, MO 63132
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CASA DE SALUD
ADDRESS:
3200 CHOUTEAU AVE
ST LOUIS, MO 63103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
OWL
ADDRESS:
2165 HAMPTON
ST LOUIS, MO 63139
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
MEMORY CARE HOME SOLUTIONS
ADDRESS:
1526 S BIG BEND BLVD
ST LOUIS, MO 63117
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HEALTH PROTECTION & EDUCATION SERVICE
ADDRESS:
6901 WASHINGTON AVENUE
ST LOUIS, MO 63130
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
FOOD OUTREACH
ADDRESS:
3117 OLIVE STREET
ST LOUIS, MO 63103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
CARING FOR KIDS
ADDRESS:
7751 CARONDELET STE 702
ST LOUIS, MO 63105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
WEBSTER UNIVERSITY
ADDRESS:
470 E LOCVKWOOD
ST LOUIS, MO 63119
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
LEGAL SERVICES OF EASTERN MISSOURI
ADDRESS:
4232 FOREST PARK AVENUE
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
PLANNED PARENTHOOD
ADDRESS:
4251 FOREST PARK AVENUE
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
JEWISH COMMUNITY CENTER
ADDRESS:
2 MILLSTONE CAMPUS DRIVE
ST LOUIS, MO 63146
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
JEWISH COMMUNITY RELATIONS
COUNCIL
ADDRESS:
12 MILLSTONE CAMPUS DRIVE
ST LOUIS, MO 63146
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
SUPPORT DOGS INC
ADDRESS:
11645 LILBURN PARK ROAD
ST LOUIS, MO 63146
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
THAT UPPITY THEATRE
ADDRESS:
4466 WEST PINE BLVD STE 13C
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
MIRIAM FOUNDATION
ADDRESS:
501 BACON AVENUE
ST LOUIS, MO 63119-1512
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
EPSTEIN HEBREW ACADEMY
ADDRESS:
1138 NORTH WARSON ROAD
ST LOUIS, MO 63132
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
MERS MISSOURI GOODWILL INDUSTRIES
ADDRESS:
1727 LOCUST STREET
ST LOUIS, MO 63103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 93,000.

RECIPIENT NAME:
URBAN LEAGUE
ADDRESS:
3701 GRANDEL SQUARE
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ST LOUIS AREA FOODBANK
ADDRESS:
70 CORPORATE DR
ST LOUIS, MO 63044
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SAUL BRODSKY JEWISH COMMUNITY LIBRARY
ADDRESS:
12 MILLSTONE CAMPUS DRIVE
ST LOUIS, MO 63146
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ST PATRICK CENTER
ADDRESS:
800 N TUCKER BLVD
ST LOUIS, MO 63101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SHERWOOD FOREST CAMP
ADDRESS:
2708 SUTTON BLVD
ST LOUIS, MO 63143
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
YWCA
ADDRESS:
3820 WEST PINE BLVD
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
ST LOUIS TRANSITIONAL HOPE HOUSE
ADDRESS:
1611 HODIAMONT AVENUE
ST LOUIS, MO 63112
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MID EAST AREA AGENCY ON AGING
ADDRESS:
14535 MANCHESTER ROAD
MANCHESTER, MO 63011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
EMPLOYMENT CONNECTION
ADDRESS:
2838 MARKET STREET
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
JEWISH LIGHT
ADDRESS:
12 MILLSTONE CAMPUS DRIVE
ST LOUIS, MO 63146
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
ST LOUIS BEACON
ADDRESS:
3655 OLIVE STREET
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
22ND JUDICIAL CIRCUIT COUR
ADDRESS:
920 N VANDEVENTER
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 175,000.

RECIPIENT NAME:
FOCUS ST LOUIS
ADDRESS:
815 OLIVE STREET STE 110
ST LOUIS, MO 63101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
HERBERT HOOVER BOYS AND
GIRLS CLUB
ADDRESS:
2901 N GRAND
ST LOUIS, MO 63107
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 492,000.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust: MILDRED HERBERT JULIAN SIMON FOUNDATION

Employer identification number: 43-6498119

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-5,663.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-5,663.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			19,102.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,498,075.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	6.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	1,517,183.

Part III Summary of Parts I and II
Caution: *Read the instructions* **before** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-5,663.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			1,517,183.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			1,511,520.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of.
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if.*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: MILDRED HERBERT JULIAN SIMON FOUNDATION

Employer identification number: 43-6498119

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 234. ABBOTT LABORATORIES	02/18/2011	07/20/2011	12,299.00	10,958.00	1,341.00
306. AECOM TECHNOLOGY CORP	02/18/2011	07/20/2011	8,044.00	9,143.00	-1,099.00
63. AIR PRODS CHEMICALS INC	02/18/2011	07/20/2011	5,927.00	5,961.00	-34.00
59. AKZO NOBEL NV SPONSORED ADR	03/11/2010	02/18/2011	4,043.00	3,292.00	751.00
81. ANHEUSER BUSCH INBEV NV A D R	10/15/2010	07/20/2011	4,621.00	5,073.00	-452.00
54. AVALONBAY CMNTYS INC	02/18/2011	07/20/2011	7,402.00	6,272.00	1,130.00
114. AXA A D R	03/11/2010	02/18/2011	2,402.00	2,511.00	-109.00
200. BEST BUY CO INC	02/18/2011	07/20/2011	5,770.00	6,676.00	-906.00
32. B H P BILLITON LIMITED A D R	02/18/2011	07/20/2011	2,974.00	2,959.00	15.00
196. CRH PLC ADR	09/20/2010	02/18/2011	4,567.00	3,307.00	1,260.00
134. CRH PLC ADR	09/20/2010	07/20/2011	2,711.00	2,261.00	450.00
94. CANON INC SPONS A D R	05/10/2010	02/18/2011	4,624.00	4,280.00	344.00
219. CENTRICA PLC A D R	09/17/2010	07/20/2011	4,605.00	4,723.00	-118.00
1157. CISCO SYS INC	02/18/2011	07/20/2011	18,303.00	21,856.00	-3,553.00
.7 CITIGROUP INC	02/18/2011	05/25/2011	28.00	35.00	-7.00
81. CONOCOPHILLIPS	02/18/2011	07/20/2011	6,110.00	6,180.00	-70.00
686. CORNING INC	02/18/2011	07/20/2011	11,552.00	15,936.00	-4,384.00
193. DIRECTV CL A	02/18/2011	07/20/2011	10,117.00	8,519.00	1,598.00
244. DOLBY LABORATORIES INC CL A	02/18/2011	07/20/2011	10,567.00	12,634.00	-2,067.00
955. ESPRIT HOLDINGS LTD A D R	09/21/2010	02/18/2011	9,960.00	10,830.00	-870.00
56. DELHAIZE GROUP SPONS A D R	07/15/2010	10/12/2010	3,863.00	4,450.00	-587.00
145. FED EX CORP	02/18/2011	07/20/2011	13,406.00	14,245.00	-839.00
1416. GENERAL MILLS INC	08/06/2010	02/18/2011	50,963.00	47,195.00	3,768.00
84. GENERAL MILLS INC	08/06/2010	07/20/2011	3,161.00	2,800.00	361.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2010

Name of estate or trust: MILDRED HERBERT JULIAN SIMON FOUNDATION

Employer identification number: 43-6498119

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 581. GIVAUDAN SA A D R	05/11/2010	02/18/2011	11,608.00	9,993.00	1,615.00
94. HSBC HOLDINGS PLC SPONS A D R	10/12/2010	02/18/2011	5,507.00	4,931.00	576.00
230. HEWLETT PACKARD CO	02/18/2011	07/20/2011	8,117.00	11,176.00	-3,059.00
.5 HUNTINGTON INGALLS INDUSTRIE	02/18/2011	04/13/2011	19.00	20.00	-1.00
54. KIMBERLY CLARK CORP	02/18/2011	07/20/2011	3,629.00	3,540.00	89.00
402. MCGRAW HILL COMPANIES INC	02/18/2011	07/20/2011	17,299.00	15,594.00	1,705.00
159. MERCK AND CO INC NEW	02/18/2011	07/20/2011	5,675.00	5,250.00	425.00
649. NTT DOCOMO INC A D R	11/23/2010	02/18/2011	12,266.00	10,637.00	1,629.00
115. PEABODY ENERGY CORP	02/18/2011	07/20/2011	7,007.00	7,453.00	-446.00
159. T ROWE PRICE GROUP INC	02/18/2011	07/20/2011	9,204.00	11,265.00	-2,061.00
215. RED HAT INC	02/18/2011	07/20/2011	9,408.00	9,791.00	-383.00
121. RESEARCH IN MOTION	02/18/2011	07/20/2011	3,231.00	8,412.00	-5,181.00
273. ST JUDE MED INC	02/18/2011	07/20/2011	13,055.00	13,150.00	-95.00
460. SOCIETE GENERALE FRANCE SPONSOR ADR	09/15/2010	02/18/2011	6,481.00	5,552.00	929.00
232. STAPLES INC	02/18/2011	07/20/2011	3,594.00	4,976.00	-1,382.00
.95 TELECOMUNICACOES DE SAO PAULO A D R	02/18/2011	06/23/2011	27.00	21.00	6.00
230. TELECOMUNICACOES DE SAO PAULO A D R	02/18/2011	07/20/2011	6,794.00	5,007.00	1,787.00
144. UNITED STATES STEEL CORP	02/18/2011	07/20/2011	6,241.00	8,868.00	-2,627.00
119. VISA INC CLASS A SHARES	02/18/2011	07/20/2011	10,550.00	9,069.00	1,481.00
430. WAL MART STORES INC	02/18/2011	07/20/2011	23,138.00	23,856.00	-718.00
160. WASTE MGMT INC	02/18/2011	07/20/2011	5,806.00	6,094.00	-288.00
210. WESTERN DIGITAL CORP	02/18/2011	07/20/2011	7,953.00	6,941.00	1,012.00
217. ACE LTD	08/06/2010	02/18/2011	14,090.00	11,546.00	2,544.00
142. TYCO INTERNATIONAL LTD	02/18/2011	07/20/2011	6,734.00	6,711.00	23.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: MILDRED HERBERT JULIAN SIMON FOUNDATION

Employer identification number: 43-6498119

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 265. UBS AG REG	08/27/2010	02/18/2011	5,265.00	4,431.00	834.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -5,663.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2010**

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

MILDRED HERBERT JULIAN SIMON FOUNDATION

Employer identification number

43-6498119

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 46. AGRIUM INC	05/28/2008	07/20/2011	4,162.00	3,944.00	218.00
177. AKZO NOBEL NV SPONSORED ADR	12/30/2008	02/18/2011	12,128.00	7,346.00	4,782.00
3000. ALCOA INC	05/14/2002	02/18/2011	51,299.00	108,120.00	-56,821.00
717. ALLIANZ SE A D R	08/18/2009	02/18/2011	10,525.00	7,564.00	2,961.00
1777. APACHE CORP	07/23/2004	02/18/2011	213,418.00	80,703.00	132,715.00
57. ASTRAZENECA P L C SPSD A D R	08/15/2008	07/20/2011	2,818.00	2,778.00	40.00
531. AXA A D R	12/30/2008	02/18/2011	11,190.00	18,424.00	-7,234.00
511. BANCO SANTANDER CENT HISPANO A D R	06/19/2009	02/18/2011	6,423.00	5,046.00	1,377.00
69. BOC HONG KONG HLDGS LTD A D R	06/13/2008	02/18/2011	4,270.00	3,573.00	697.00
437. CRH PLC ADR	12/30/2008	02/18/2011	10,182.00	11,201.00	-1,019.00
163. CANON INC SPONS A D R	12/30/2008	02/18/2011	8,018.00	5,028.00	2,990.00
125. CANON INC SPONS A D R	07/16/2009	02/18/2011	6,149.00	4,156.00	1,993.00
104. CENTRAL EUROPEAN DISTRIBUTION CORP	08/26/2009	07/20/2011	1,069.00	3,259.00	-2,190.00
2139. CHEVRON CORPORATION	10/31/2002	02/18/2011	209,896.00	71,726.00	138,170.00
52. CHEVRON CORPORATION	10/31/2002	07/20/2011	5,569.00	1,744.00	3,825.00
822. DANSKE BANK A S A D R	12/30/2008	11/17/2010	10,645.00	4,069.00	6,576.00
249. DIAGEO PLC SPONSORED A D R	12/30/2008	02/18/2011	19,427.00	13,797.00	5,630.00
306. E N I SPA A D R	10/16/2009	02/18/2011	15,349.00	14,827.00	522.00
3336. ECOLAB INC	12/26/2008	02/18/2011	161,773.00	113,658.00	48,115.00
. EL PASO CORP SECURITY LITIGATION		11/29/2010	183.00		183.00
518. ERICSSON (LM)TEL SP A D R	12/30/2008	02/18/2011	6,454.00	3,942.00	2,512.00
3127. EXELON CORPORATION	11/10/2003	02/18/2011	129,580.00	99,246.00	30,334.00
2849. EXXON MOBIL CORP	10/29/1998	02/18/2011	239,454.00	101,985.00	137,469.00
78. EXXON MOBIL CORP	10/29/1998	07/20/2011	6,516.00	2,792.00	3,724.00
400000. F N M A M T N 6.000% 5/15/11	03/18/2002	05/09/2011	400,329.00	401,384.00	-1,055.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side
MILDRED HERBERT JULIAN SIMON FOUNDATION

Employer identification number
43-6498119

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 460. FRANCE TELECOM SPSD ADR	12/30/2008	02/18/2011	10,382.00	13,049.00	-2,667.00
720. FRONTIER COMMUNICATIONS CORP	10/29/1998	02/18/2011	6,732.00	9,103.00	-2,371.00
86. FUJIFILM HOLDINGS A D R	04/23/2010	07/20/2011	2,644.00	2,940.00	-296.00
390. GLAXO SMITHKLINE P L C A D R	12/30/2008	02/18/2011	15,241.00	14,121.00	1,120.00
271. GLAXO SMITHKLINE P L C A D R	02/11/2009	07/20/2011	11,661.00	9,660.00	2,001.00
113. HSBC HOLDINGS PLC SPONS A D R	12/30/2008	02/18/2011	6,621.00	5,284.00	1,337.00
300000. HSBC FINANCE CORP 5.250% 1/14/11	12/12/2006	01/14/2011	300,000.00	303,033.00	-3,033.00
162. HONDA MOTOR CO LTD A D R	05/28/2008	11/08/2010	5,877.00	5,936.00	-59.00
200000. HONEYWELL INTL 4.250% 3/01/13	04/29/2008	11/10/2010	215,378.00	201,206.00	14,172.00
175. IMPERIAL TOB GROUP P L C A D R	09/15/2009	02/18/2011	11,277.00	8,874.00	2,403.00
4038. INTEL CORP	09/22/2000	02/18/2011	89,158.00	197,610.00	-108,452.00
683. INTERNATIONAL BUSINESS MACHINES CORP	05/14/2002	02/18/2011	112,269.00	57,612.00	54,657.00
3059. J P MORGAN CHASE CO	12/26/2008	02/18/2011	145,850.00	90,455.00	55,395.00
2950. JOHNSON JOHNSON	09/25/2000	02/18/2011	180,094.00	141,397.00	38,697.00
579. JOHNSON JOHNSON	09/25/2000	07/20/2011	38,364.00	27,752.00	10,612.00
440. KAO CORP A D R	01/27/2010	02/18/2011	11,867.00	11,190.00	677.00
7885. LOWES CO INC	09/22/2000	02/18/2011	205,322.00	97,799.00	107,523.00
3000. MEDTRONIC INC	09/22/2000	02/18/2011	123,298.00	147,338.00	-24,040.00
1238. MITSUBISHI UFJ FINL GRP A D R	05/28/2008	10/15/2010	5,687.00	11,742.00	-6,055.00
2619. MITSUBISHI UFJ FINL GRP A D R	09/15/2009	02/18/2011	14,509.00	16,274.00	-1,765.00
74. NESTLE SA SPONSORED A D R	05/28/2008	11/09/2010	4,244.00	3,652.00	592.00
39. NESTLE SA SPONSORED A D R	08/28/2007	07/20/2011	2,432.00	1,663.00	769.00
3193.227 NEUBERGER BERMAN GENESIS INSTL FD	03/19/2009	02/18/2011	155,989.00	84,940.00	71,049.00
264. NINTENDO LTD A D R	06/19/2009	02/18/2011	10,061.00	8,870.00	1,191.00
53. NOVARTIS AG A D R	12/30/2008	02/18/2011	3,038.00	2,639.00	399.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

MILDRED HERBERT JULIAN SIMON FOUNDATION

Employer identification number 43-6498119

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 72. NOVARTIS AG A D R	10/16/2009	02/18/2011	4,128.00	3,675.00	453.00
355. NOVARTIS AG A D R	08/28/2008	02/18/2011	20,352.00	18,966.00	1,386.00
3432. ORACLE CORPORATION	12/24/2007	02/18/2011	114,970.00	77,460.00	37,510.00
1260. PEPSICO INC	09/22/2005	02/18/2011	80,172.00	67,970.00	12,202.00
1853. PROCTER & GAMBLE CO	07/23/2004	02/18/2011	119,053.00	97,187.00	21,866.00
47. PROCTER & GAMBLE CO	07/23/2004	07/20/2011	3,022.00	2,465.00	557.00
300000. PROCTER & GAMBLE 3.500% 2/15/15	03/19/2009	11/10/2010	324,555.00	303,981.00	20,574.00
3600. QUALCOMM INC	06/15/2004	02/18/2011	212,543.00	124,186.00	88,357.00
. QWEST COMMUNICATIONS INTL INC SECURITY LITIGATIO		06/10/2011	843.00		843.00
113. RWE AG A D R	05/28/2008	10/15/2010	7,846.00	12,814.00	-4,968.00
262. REED ELSEVIER PLC A D R	11/19/2009	02/18/2011	9,605.00	8,235.00	1,370.00
83. REED ELSEVIER PLC A D R	11/19/2009	07/20/2011	2,957.00	2,609.00	348.00
511. ROCHE HLDG LTD A D R	12/30/2008	02/18/2011	18,672.00	20,501.00	-1,829.00
35112.36 T ROWE PRICE INTL GR&INC ADV	07/11/2005	02/17/2011	502,458.00	420,734.00	81,724.00
8809.655 T ROWE PRICE INTL GR&INC ADV	08/26/2004	02/18/2011	126,595.00	93,559.00	33,036.00
675.539 T ROWE PRICE INTL GR&INC ADV	08/26/2004	03/03/2011	9,694.00	7,174.00	2,520.00
2131.765 T ROWE PRICE SM CAP VAL ADV	08/26/2004	02/18/2011	80,943.00	66,149.00	14,794.00
298. KONINKLIJKE (ROYAL) KPN NV SP ADR	05/28/2008	07/20/2011	4,005.00	5,513.00	-1,508.00
485. SANOFI A D R	12/30/2008	02/18/2011	16,844.00	15,632.00	1,212.00
.5983 SANOFI A D R	09/11/2008	07/12/2011	23.00	21.00	2.00
323. SAP AG A D R	12/30/2008	02/18/2011	19,525.00	11,460.00	8,065.00
2908. SCHLUMBERGER LTD	02/24/2004	02/18/2011	274,527.00	92,359.00	182,168.00
330. SOCIETE GENERALE FRANCE SPONSOR ADR	10/15/2009	02/18/2011	4,650.00	5,140.00	-490.00
180. STATOIL ASA A D R	10/10/2007	11/22/2010	3,715.00	5,751.00	-2,036.00
102. SWISS REINSURANCE CO SPSD ADR	01/13/2010	04/21/2011	5,758.00	5,055.00	703.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

MILDRED HERBERT JULIAN SIMON FOUNDATION

Employer identification number

43-6498119

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 226. SYNGENTA A G A D R	12/30/2008	02/18/2011	14,810.00	8,685.00	6,125.00
46. SYNGENTA A G A D R	12/30/2008	07/20/2011	3,053.00	1,694.00	1,359.00
582. TNT NV A D R	12/30/2008	02/18/2011	16,246.00	10,902.00	5,344.00
4701. TARGET CORPORATION	10/31/2002	02/18/2011	243,695.00	153,815.00	89,880.00
69. TELEFONICA SA SPON A D R	12/18/2007	11/09/2010	5,315.00	6,668.00	-1,353.00
609. TELEFONICA SA SPON A D R	12/30/2008	02/18/2011	15,371.00	15,302.00	69.00
782. THOMPSON CREEK METALS CO INC	11/10/2009	07/20/2011	7,781.00	9,147.00	-1,366.00
105. TOKIO MARINE HOLDINGS A D R	10/21/2008	07/20/2011	3,067.00	3,549.00	-482.00
212. TOTAL S A A D R	05/28/2008	02/18/2011	12,665.00	15,425.00	-2,760.00
45. TOTAL S A A D R	10/16/2009	07/20/2011	2,460.00	2,832.00	-372.00
385. TURKCELL ILETISIM HIZMET A D R	05/28/2008	07/20/2011	4,832.00	7,401.00	-2,569.00
912. UNILEVER PLC SPSD ADR	03/12/2009	02/18/2011	26,940.00	20,579.00	6,361.00
2732. UNITED TECHNOLOGIES CORP	10/31/2002	02/18/2011	231,810.00	84,577.00	147,233.00
2655. VERIZON COMMUNICATIONS INC	10/29/1998	02/18/2011	97,118.00	122,950.00	-25,832.00
244. WPP PLCSPONSORED A D R	12/30/2008	11/01/2010	14,227.00	7,011.00	7,216.00
116. WPP PLCSPONSORED A D R	12/30/2008	02/18/2011	7,945.00	3,333.00	4,612.00
4818. WELLS FARGO CO	01/04/2002	02/18/2011	156,152.00	104,693.00	51,459.00
2560. ACCENTURE PLC CL A	01/18/2007	02/18/2011	137,679.00	95,627.00	42,052.00
310. UBS AG REG	12/30/2008	02/18/2011	6,160.00	4,290.00	1,870.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 1,498,075.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	19,102.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	19,102.00