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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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE CYNTHIA L. & WILLIAM E. SIMON, JR FOUNDATION		A Employer identification number 13-3799555
Number and street (or P.O. box number if mail is not delivered to street address) 310 SOUTH STREET P.O. BOX 1913	Room/suite	B Telephone number 973-898-0290
City or town, state, and ZIP code MORRISTOWN, NJ 07962-1913		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 28,170.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		600,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		22.	22.		Statement 1
4 Dividends and interest from securities		466.	466.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		33.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			33.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		600,521.	521.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees Stmt 3		2,500.	2,500.		0.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 4		1,150.	500.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		3,650.	3,000.		0.
25 Contributions, gifts, grants paid		600,690.			600,690.
26 Total expenses and disbursements. Add lines 24 and 25		604,340.	3,000.		600,690.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<3,819.>			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	

P19

**THE CYNTHIA L. & WILLIAM E. SIMON, JR
FOUNDATION**

Form 990-PF (2011)

13-3799555

Page 2

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	14,000.	10,064.	10,064.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 6	16,627.	16,744.	18,106.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	30,627.	26,808.	28,170.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
and complete lines 24 through 26 and lines 30 and 31.				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	30,627.	26,808.	Statement 5	
30 Total net assets or fund balances	30,627.	26,808.		
31 Total liabilities and net assets/fund balances	30,627.	26,808.		

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	30,627.
2 Enter amount from Part I, line 27a	2	<3,819.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	26,808.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,808.

**THE CYNTHIA L. & WILLIAM E. SIMON, JR
FOUNDATION**

Form 990-PF (2011)

13-3799555 Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Capital Gains Dividends			
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 33.			33.
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			33.
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	33.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	197,736.	27,392.	7.218750
2009	220,374.	26,056.	8.457706
2008	395,364.	252,534.	1.565587
2007	292,093.	72,224.	4.044265
2006	572,845.	112,739.	5.081161

2 Total of line 1, column (d)	2	26.367469
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	5.273494
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	30,827.
5 Multiply line 4 by line 3	5	162,566.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	162,566.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	600,690.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒500. Refunded ☒**Part VII-A Statements Regarding Activities**

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒

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

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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Form 990-PF (2011)

**THE CYNTHIA L. & WILLIAM E. SIMON, JR
FOUNDATION**

Form 990-PF (2011)

13-3799555

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WILLIAM E. SIMON & SONS, LLC Telephone no. ► 973-898-0290 Located at ► 310 SOUTH STREET, MORRISTOWN, NJ ZIP+4 ► 07962-1913			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No X	

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 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 2011.)	N/A	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 2011?		4b	X

Form **990-PF** (2011)

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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

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?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

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

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

☐ Yes ☒ No

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM E. SIMON, JR. 11100 SANTA MONICA BLVD, STE 1910 LOS ANGELES, CA 90025	TRUSTEE	0.00	0.	0.
CYNTHIA L. SIMON 11100 SANTA MONICA BLVD, STE 1910 LOS ANGELES, CA 90025	PRESIDENT/TRUSTEE	0.00	0.	0.

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

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

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

0

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

Total number of others receiving over \$50,000 for professional services	0
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Total. Add lines 1 through 3	0.
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THE CYNTHIA L. & WILLIAM E. SIMON, JR
FOUNDATION

Form 990-PF (2011)

13-3799555 Page 8

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,255.
b	Average of monthly cash balances	1b	13,041.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	31,296.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	31,296.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	469.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,827.
6	Minimum investment return. Enter 5% of line 5	6	1,541.

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

1	Minimum investment return from Part X, line 6	1	1,541.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,541.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,541.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,541.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	600,690.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	600,690.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	600,690.

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.

Form 990-PF (2011)

**THE CYNTHIA L. & WILLIAM E. SIMON, JR
FOUNDATION**

Form 990-PF (2011)

13-3799555 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,541.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	567,208.			
b From 2007	288,482.			
c From 2008	382,737.			
d From 2009	219,071.			
e From 2010	196,366.			
f Total of lines 3a through e	1,653,864.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	600,690.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				1,541.
e Remaining amount distributed out of corpus	599,149.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	2,253,013.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	567,208.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,685,805.			
10 Analysis of line 9:				
a Excess from 2007	288,482.			
b Excess from 2008	382,737.			
c Excess from 2009	219,071.			
d Excess from 2010	196,366.			
e Excess from 2011	599,149.			

THE CYNTHIA L. & WILLIAM E. SIMON, JR
FOUNDATION

Form 990-PF (2011)

13-3799555 Page 11

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 9				600,690.
Total			▶ 3a	600,690.
b Approved for future payment				
None				
Total			▶ 3b	0.

Form **990-PF** (2011)

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

THE CYNTHIA L. & WILLIAM E. SIMON, JR
FOUNDATION

Employer identification number

13-3799555

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization THE CYNTHIA L. & WILLIAM E. SIMON, JR FOUNDATION	Employer identification number 13-3799555
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM E. SIMON, JR. 11100 SANTA MONICA BLVD, STE 1910 LOS ANGELES, CA 90025	\$ 600,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE CYNTHIA L. & WILLIAM E. SIMON, JR FOUNDATION	Employer identification number 13-3799555
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization THE CYNTHIA L. & WILLIAM E. SIMON, JR FOUNDATION	Employer identification number 13-3799555
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
BANK OF AMERICA, N.A.	22.
Total to Form 990-PF, Part I, line 3, Column A	22.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BANK OF AMERICA, N.A.	382.	33.	349.
VANGUARD 500 INDEX FUND	117.	0.	117.
Total to Fm 990-PF, Part I, ln 4	499.	33.	466.

Form 990-PF Other Professional Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT ADVISORY FEES	2,500.	2,500.		0.
To Form 990-PF, Pg 1, ln 16c	2,500.	2,500.		0.

Form 990-PF Other Expenses Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK SERVICE CHARGES	500.	500.		0.
MISCELLANEOUS	650.	0.		0.
To Form 990-PF, Pg 1, ln 23	1,150.	500.		0.

Form 990-PF	Other Funds	Statement	5
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Description	(A) Beginning of Year	(B) End of Year
Endowment Fund	30,627.	26,808.
Total to Form 990-PF, Part II, line 29	30,627.	26,808.

Form 990-PF	Other Investments	Statement	6
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Description	Valuation Method	Book Value	Fair Market Value
VANGUARD GROUP	COST	4,636.	6,132.
MUTUAL FUNDS	COST	12,108.	11,974.
Total to Form 990-PF, Part II, line 13		16,744.	18,106.

Form 990-PF	Part XV - Line 1a List of Foundation Managers	Statement	7
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Name of Manager

WILLIAM E. SIMON, JR.
CYNTHIA L. SIMON

Form 990-PF	Grant Application Submission Information	Statement	8
	Part XV, Lines 2a through 2d		

Name and Address of Person to Whom Applications Should be Submitted

WILLIAM E. SIMON, JR. C/O WILLIAM E. SIMON & SONS
11100 SANTA MONICA BLVD, STE 1910
LOS ANGELES, CA 90025

Telephone NumberForm and Content of Applications

THE APPLICATION SHOULD BE IN FORM OF A LETTER WITH A COPY OF THE IRS
DETERMINATION LETTER AND AUDITED FINANCIAL STATEMENTS, IF AVAILABLE

Any Submission Deadlines

NONE

Restrictions and Limitations on Awards

NONE

Cynthia L. & William E. Simon Jr. Foundation
E.I.N. 13-3799555
Charitable Contributions

Name	Purpose of Contribution	Amount
Alliance for College-Ready Public Schools 1940 South Figueroa Street Los Angeles, CA 90007	Education	250,000.00
American Cancer Society Atlanta, GA	Healthcare	250.00
Americares 88 Hamilton Avenue Stamford, CT 06902	Social Welfare	5,000.00
Blessed Sacrament Church 6657 Sunset Blvd Hollywood, CA 90028	Religion	300.00
Broadway Gymnastics Foundation 5433 Beethoven Street Los Angeles, CA 90066	Athletics	250.00
Calvary Christian School 701 Palisades Drive Pacific Palisades, CA 90272	Education	25,000.00
Chapel Haven West 1701 N. Park Avenue Tucson, Arizona 85719	Education	1,000.00
Christopher & Dana Reeve Foundation 636 Morris Turnpike Ste. 3A Short Hills, NJ 07078	Healthcare	3,000.00
Clare Foundation Inc. 909 Pico Blvd. Santa Monica, CA 90405	Social Welfare	1,000.00

Cynthia L. & William E. Simon Jr. Foundation
E.I.N. 13-3799555
Charitable Contributions

Name	Purpose of Contribution	Amount
Clare Foundation Inc. 909 Pico Blvd. Santa Monica, CA 90405	Social Welfare	1,000.00
Community Library Association - Ketchum PO Box 2168 Ketchum, Id 83340-2168	Library	100.00
Dorot Inc. 171 W 85th Street New York, NY 10024	Social Welfare	3,000.00
Harvard-Westlake School 700 N. Faring Road Los Angeles, CA 90077	Education	1,000.00
Harvard-Westlake School 700 N. Faring Road Los Angeles, CA 90077	Education	1,000.00
Hearts with Hope Foundation aka: Corazones Con Esperanza Fdn. 10008 National Blvd Los Angeles, CA 90034	Social Welfare	100.00
Hollygrove/Families First 815 N. El Centro Ave. Los Angeles, CA 90038	Social Welfare	250.00
Hopatcong Little League PO Box 145 Hopatcong, NJ 07843	Athletics	250.00
Hope for Guatemala (United Charitable Program) 9611 Brookdale Dr. Charlotte, NC 28215	Social Welfare	250.00

Cynthia L. & William E. Simon Jr. Foundation
E.I.N. 13-3799555
Charitable Contributions

Name	Purpose of Contribution	Amount
Kappa Kappa Gamma Foundation 530 East Town Street Columbus, OH 43216	Social Welfare	1,000.00
La Senora Research Institute Rancho Lot 30 Fund 560 East Channel Road Santa Monica, CA 90402	Arts & Culture	500.00
LA's Best 711 East 14th Place Los Angeles, CA 90021	Social Welfare	1,000.00
Las Madrinas Dept. 6778 Los Angeles, CA 90084-6779	Healthcare	1,000.00
Lighthouse Church Medical Missions aka Four Square Church 2216 Santa Monica Blvd. #204 Santa Monica, CA 90404	Social Welfare	100.00
Lighthouse Church Medical Missions aka Four Square Church 2216 Santa Monica Blvd. #204 Santa Monica, CA 90404	Social Welfare	500.00
Marymount High School 10643 Sunset Blvd. Los Angeles, CA 90077	Education	5,000.00

Cynthia L. & William E. Simon Jr. Foundation
E.I.N. 13-3799555
Charitable Contributions

Name	Purpose of Contribution	Amount
Maui Arts & Cultural Center 1 Cameron Way Kahului, HI 96732	Arts & Culture	1,250.00
National Center for Learning Disabilities 381 Park Avenue South Suite 1401 New York, NY 10016	Social Welfare	1,000.00
Newark Academy 91 South Orange Avenue Livingston, NJ 07039	Education	2,500.00
Oaks Christian School 31749 La Tienda Drive Westlake Village, CA 91362	Education	500.00
Oaks Christian School 31749 La Tienda Drive Westlake Village, CA 91362	Education	5,000.00
Operation Gratitude 16444 Refugio Rd. Encino, CA 91436	Social Welfare	200.00
Operation Homefront San Antonio, TX	Social Welfare	100.00
Pacific Cancer Foundation 227 Mahalani Street, Ste. 99 Wailuku, HI 96793	Healthcare	500.00
Palisades - Malibu YMCA (of LA) 821 Via de la Paz Pacific Palisades, CA 90272	Social Welfare	25,890.00

Cynthia L. & William E. Simon Jr. Foundation
E.I.N. 13-3799555
Charitable Contributions

Name	Purpose of Contribution	Amount
Pepperdine University 24255 Pacific Coast Highway Malibu, CA 90263	Education	100.00
Promises Foundation PO Box 662087 Los Angeles, CA 90066	Social Welfare	2,500.00
PS Arts 11965 Venice Blvd. #201 Los Angeles, CA 90099	Arts/Culture	350.00
Riverview School 551 Route 6A East Sandwich, Cape Cod, MA 02537	Education	1,750.00
Riverview School 551 Route 6A East Sandwich, Cape Cod, MA 02537	Education	3,000.00
Riverview School 551 Route 6A East Sandwich, Cape Cod, MA 02537	Education	100,000.00
Rotary Club Foundation Los Angeles, CA	Social Welfare	500.00
Saint John's Health Ctr/Irene Dunne Guild 1328 22nd Street Santa Monica, CA 90404-2091	Healthcare	40,000.00
Saint Monica Parish Community 725 California Avenue Santa Monica, CA 90403	Religion	30,000.00

Cynthia L. & William E. Simon Jr. Foundation
E.I.N. 13-3799555
Charitable Contributions

Name	Purpose of Contribution	Amount
Seven Arrows School 15240 La Cruz Drive Pacific Palisades, CA 90272	Education	250.00
Sun Valley Adaptive Sports PO Box 6791 Ketchum, ID 83341	Athletics	1,000.00
Team Prime Time PO Box 241496 Los Angeles, CA 90024	Other	500.00
Team Prime Time PO Box 241496 Los Angeles, CA 90024	Other	20,000.00
The Myelin Project PO Box 39 Pacific Palisades, CA 90272-0039	Healthcare	250.00
UCLA Foundation 757 Westwood Plaza, Suite 1320 Los Angeles, CA 90095	Healthcare	9,600.00
UCLA Foundation 757 Westwood Plaza, Suite 1320 Los Angeles, CA 90095	Healthcare	50,000.00
Union Rescue Mission 545 S. San Pedro Street Los Angeles, CA 90013	Social Welfare	500.00
United Friends of the Children Los Angeles, CA	Social Welfare	250.00

Cynthia L. & William E. Simon Jr. Foundation
E.I.N. 13-3799555
Charitable Contributions

Name	Purpose of Contribution	Amount
Wellfleet Preservation Hall PO Box 3024 Wellfleet, MA 02667	Social Welfare	250.00
Western Justice Center Foundation 55 S. Grand Avenue Pasadena, CA 91105	Social Welfare	500.00
Westside Guild Children's Hospital of LA Los Angeles, CA	Healthcare	250.00
Williamstown Film Festival P.O. Box 81 Williamstown, MA	Arts & Culture	250.00
Wounded Warrior Project Jacksonville, FL	Social Welfare	100.00
		<u>600,690.00</u>