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

**2011**

Department of the Treasury  
Internal Revenue Service

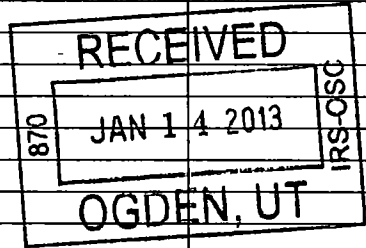
*Note.* The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>WILLIAM E. SIMON FOUNDATION INC.</b>		A Employer identification number <b>13-6217788</b>
Number and street (or P O box number if mail is not delivered to street address) <b>140 EAST 45TH STREET</b>	Room/suite <b>14D</b>	B Telephone number <b>212-661-8366</b>
City or town, state, and ZIP code <b>NEW YORK, NY 10017</b>		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"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 97,331,827.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input type="checkbox"/> Cash <input checked="" 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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(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	10,782,350.		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	193,030.	193,030.		
4 Dividends and interest from securities	481,986.	481,986.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,963,020.			
b Gross sales price for all assets on line 6a <b>9,561,003.</b>				
7 Capital gain net income (from Part IV, line 2)		1,963,020.		
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	<5,801,584.>	63,288.		Statement 1
12 Total. Add lines 1 through 11	7,618,802.	2,701,324.		
13 Compensation of officers, directors, trustees, etc.	267,000.	0.		267,000.
14 Other employee salaries and wages	342,924.	0.		342,924.
15 Pension plans, employee benefits	124,394.	0.		124,394.
16a Legal fees				
b Accounting fees Stmt 2	15,500.	7,500.		7,500.
c Other professional fees Stmt 3	781,555.	189,665.		601,390.
17 Interest	25,418.	25,418.		0.
18 Taxes Stmt 4	48,733.	5,643.		1,500.
19 Depreciation and depletion				
20 Occupancy	207,005.	0.		208,558.
21 Travel, conferences, and meetings	35,539.	0.		35,074.
22 Printing and publications	32,631.	0.		31,842.
23 Other expenses Stmt 5	489,043.	397,008.		82,235.
24 Total operating and administrative expenses. Add lines 13 through 23	2,369,742.	625,234.		1,702,417.
25 Contributions, gifts, grants paid	12,220,143.			8,575,865.
26 Total expenses and disbursements. Add lines 24 and 25	14,589,885.	625,234.		10,278,282.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<6,971,083.>			
b Net investment income (if negative, enter -0-)		2,076,090.		
c Adjusted net income (if negative, enter -0-)			N/A	



SCANNED JAN 22 2012  
Operating and Administrative Expenses

2 620

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	7,365,286.	2,465,117.	2,465,117.
	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	14,164.	15,717.	15,717.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 6	8,913,123.	9,677,070.	9,677,070.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 7	44,715,887.	49,091,079.	49,091,079.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ Statement 8)	41,946,716.	36,082,844.	36,082,844.	
<b>16 Total assets (to be completed by all filers)</b>	<b>102,955,176.</b>	<b>97,331,827.</b>	<b>97,331,827.</b>	
Liabilities	17 Accounts payable and accrued expenses	30,500.	32,555.	
	18 Grants payable	5,770,700.	9,426,584.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Statement 9)	207,333.	136,448.	
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>6,008,533.</b>	<b>9,595,587.</b>		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted	55,061,743.	51,716,212.	
	25 Temporarily restricted	41,884,900.	36,020,028.	
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b>	<b>96,946,643.</b>	<b>87,736,240.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>102,955,176.</b>	<b>97,331,827.</b>		

**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	96,946,643.
2 Enter amount from Part I, line 27a	2	<6,971,083.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	89,975,560.
5 Decreases not included in line 2 (itemize) ▶ <b>CHANGE IN UNREALIZED APPRECIATION</b>	5	2,239,320.
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	<b>6</b>	<b>87,736,240.</b>

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>	P	Various	Various
<b>b PARTNERSHIPS &amp; OTHER INVESTMENTS</b>	P	Various	Various
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 8,426,220.		7,574,507.	851,713.
b 1,134,783.		23,476.	1,111,307.
c			
d			
e			

(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			851,713.
b			1,111,307.
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	1,963,020.
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	10,976,165.	58,143,365.	.188778
2009	11,929,729.	47,807,185.	.249538
2008	11,242,315.	51,882,150.	.216689
2007	10,032,009.	51,335,465.	.195421
2006	12,488,826.	45,924,991.	.271940

2 Total of line 1, column (d)	2	1.122366
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	.224473
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	62,506,865.
5 Multiply line 4 by line 3	5	14,031,104.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,761.
7 Add lines 5 and 6	7	14,051,865.
8 Enter qualifying distributions from Part XII, line 4	8	10,278,282.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	41,522.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	41,522.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	41,522.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	42,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	20,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	62,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	335.	
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	20,143.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 20,143. Refunded <input checked="" type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY, NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entry within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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) See Statement 10
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.wesimonfoundation.org
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
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
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.)
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(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)?
(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 checkboxes for items 1-5, with 'X' marks in the 'No' columns.

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

checkbox

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 checkboxes

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 checkboxes, with 'X' in the 'No' column.

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

6b

X

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

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

Yes No checkboxes, with 'X' in the 'No' column.

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

N/A

7b

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

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

Table with 5 columns: (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. Row 1 contains 'SEE STATEMENT 14-1'.

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

Table with 5 columns: (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. Row 1 contains 'SEE STATEMENT 14-2'.

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NEW VERNON ADVISORS, INC. 310 SOUTH STREET, PO BOX 1913, MORRISTOWN, NJ	STAFF & OVERHEAD FEES	531,000.
NEW VERNON ADVISORS, INC. 310 SOUTH STREET, PO BOX 1913, MORRISTOWN, NJ	ACCTG. & INVESTMENT ADVISORY FEES	189,665.
Total number of others receiving over \$50,000 for professional services		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments. See instructions.	
3 N/A	0.
<b>Total. Add lines 1 through 3</b>	<b>0.</b>

**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	55,728,214.
b	Average of monthly cash balances	1b	7,651,999.
c	Fair market value of all other assets	1c	78,533.
d	<b>Total</b> (add lines 1a, b, and c)	1d	63,458,746.
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	63,458,746.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	951,881.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	62,506,865.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	3,125,343.

**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	3,125,343.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	41,522.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	41,522.
3	<b>Distributable amount before adjustments.</b> Subtract line 2c from line 1	3	3,083,821.
4	Recoveries of amounts treated as qualifying distributions	4	33,606.
5	Add lines 3 and 4	5	3,117,427.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,117,427.

**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	10,278,282.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,278,282.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	10,278,282.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,117,427.
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	10,222,016.			
b From 2007	6,591,341.			
c From 2008	8,631,289.			
d From 2009	9,431,307.			
e From 2010	8,033,661.			
f Total of lines 3a through e	42,909,614.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 10,278,282.				
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				3,117,427.
e Remaining amount distributed out of corpus	7,160,855.			
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:	50,070,469.			
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	10,222,016.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	39,848,453.			
10 Analysis of line 9:				
a Excess from 2007	6,591,341.			
b Excess from 2008	8,631,289.			
c Excess from 2009	9,431,307.			
d Excess from 2010	8,033,661.			
e Excess from 2011	7,160,855.			

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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 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 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 11**
- b** The form in which applications should be submitted and information and materials they should include:
- c** Any submission deadlines:
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
SEE STATEMENT 12				8,575,865.
<b>Total</b>			<b>▶ 3a</b>	<b>8,575,865.</b>
<b>b Approved for future payment</b>				
SEE STATEMENT 13				9,426,584.
<b>Total</b>			<b>▶ 3b</b>	<b>9,426,584.</b>





**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

**WILLIAM E. SIMON FOUNDATION INC.**

Employer identification number

**13-6217788**

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 foundation

Check 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 <b>WILLIAM E. SIMON FOUNDATION INC.</b>	Employer identification number <b>13-6217788</b>
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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	SIMON CLAT NO. 1 U/W/O WILLIAM E SIMON 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	\$ 735,952.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	SIMON CLAT NO. 1 U/W/O WILLIAM E SIMON 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	\$ 500,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	SIMON CLAT NO. 2 U/W/O WILLIAM E SIMON 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	SIMON CLAT NO. 2 U/W/O WILLIAM E SIMON 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	\$ 267,293.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	SIMON CLAT NO. 3 U/W/O WILLIAM E SIMON 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	\$ 1,677,363.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	SIMON CLAT NO. 4 U/W/O WILLIAM E SIMON 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	\$ 264,847.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>WILLIAM E. SIMON FOUNDATION INC.</b>	Employer identification number <b>13-6217788</b>
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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
7	SIMON CLAT NO. 5 U/W/O WILLIAM E SIMON 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	\$ 837,551.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	SIMON CLAT NO. 5 U/W/O WILLIAM E SIMON 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	\$ 800,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	SIMON CLAT NO. 6 U/W/O WILLIAM E SIMON 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	\$ 350,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	SIMON CLAT NO. 7 U/W/O WILLIAM E SIMON 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	\$ 1,684,127.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	SIMON CLAT NO. 7 U/W/O WILLIAM E SIMON 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	\$ 1,500,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	SIMON CLAT NO. 8 U/W/O WILLIAM E SIMON 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	\$ 4,741.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>WILLIAM E. SIMON FOUNDATION INC.</b>	Employer identification number <b>13-6217788</b>
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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
13	SIMON CLAT NO. 9 U/W/O WILLIAM E SIMON 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	\$ 1,810,476.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	SIMON CLAT NO. 9 U/W/O WILLIAM E SIMON 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	\$ 100,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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 <b>WILLIAM E. SIMON FOUNDATION INC.</b>	Employer identification number <b>13-6217788</b>
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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
<u>2</u>	<u>PARTNERSHIP INTEREST IN SOUTH STREET</u> <u>CAPITAL II, LLC ALLOCABLE TO STW FIXED</u> <u>INCOME MANAGEMENT LTD.</u>	\$ <u>500,000.</u>	<u>06/03/11</u>
<u>4</u>	<u>PARTNERSHIP INTEREST IN SOUTH STREET</u> <u>CAPITAL II, LLC ALLOCABLE TO J.C.</u> <u>FLOWERS II, LP</u>	\$ <u>267,293.</u>	<u>06/03/11</u>
<u>8</u>	<u>PARTNERSHIP INTEREST IN SOUTH STREET</u> <u>CAPITAL II, LLC ALLOCABLE TO STW FIXED</u> <u>INCOME MANAGEMENT LTD.</u>	\$ <u>800,000.</u>	<u>06/03/11</u>
<u>11</u>	<u>PARTNERSHIP INTEREST IN SOUTH STREET</u> <u>CAPITAL II, LLC ALLOCABLE TO STW FIXED</u> <u>INCOME MANAGEMENT LTD.</u>	\$ <u>1,500,000.</u>	<u>06/03/11</u>
<u>14</u>	<u>PARTNERSHIP INTEREST IN SOUTH STREET</u> <u>CAPITAL II, LLC ALLOCABLE TO STW FIXED</u> <u>INCOME MANAGEMENT LTD.</u>	\$ <u>100,000.</u>	<u>06/03/11</u>
		\$	

Name of organization

Employer identification number

**WILLIAM E. SIMON FOUNDATION INC.**

**13-6217788**

**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**


(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**


(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**


(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**


Form 990-PF	Other Income		Statement	1
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
MISCELLANEOUS INCOME	63,288.	63,288.		
CHANGE IN INTEREST IN CHARITABLE LEAD ANNUITY TRUSTS	<5,864,872.>	0.		
Total to Form 990-PF, Part I, line 11	<5,801,584.>	63,288.		

Form 990-PF

Accounting Fees

Statement 2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
DOWEN J. FLANAGAN & COMPANY	15,500.	7,500.		7,500.
Go Form 990-PF, Pg 1, ln 16b	15,500.	7,500.		7,500.

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
ACCOUNTING & INVESTMENT				
ADVISORY FEES	189,665.	189,665.		0.
STAFF & OVERHEAD FEES	500,500.	0.		531,000.
CONSULTANT FEES	91,390.	0.		70,390.
To Form 990-PF, Pg 1, ln 16c	781,555.	189,665.		601,390.

Form 990-PF

Taxes

Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAXES	41,590.	0.		0.
NEW YORK FILING FEE	1,500.	0.		1,500.
FOREIGN TAXES	5,643.	5,643.		0.
Go Form 990-PF, Pg 1, ln 18	48,733.	5,643.		1,500.

Form 990-PF	Other Expenses			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MISCELLANEOUS EXPENSE	87,796.	18,245.		63,668.
BANK FEES	96,617.	96,617.		0.
MEALS	14,437.	0.		10,689.
POSTAGE & DELIVERY	6,011.	0.		5,842.
PORTFOLIO DEDUCTIONS	282,146.	282,146.		0.
INSURANCE	2,036.	0.		2,036.
Go Form 990-PF, Pg 1, ln 23	489,043.	397,008.		82,235.

WILLIAM E. SIMON FOUNDATION  
INVESTMENTS - SECURITIES  
PAGE 2, COLUMN (b) - LINE 10b  
DECEMBER 31, 2011

## MONEY MANAGERS:

## CORPORATE STOCK (LINE 10b)

BERKSHIRE HATHAWAY - A	3,442,650
BERKSHIRE HATHAWAY - B	190,750
INVESTORS BANK & TRUST - EPOCH	2,336,373
DEUSTCHE BANK - PILOT	2,765,594
GOLDMAN SACHS - RS INVESTMENTS: DYNAMIC EQ	941,703
	<hr/>
	9,677,070
	=====

WILLIAM E. SIMON FOUNDATION  
 INVESTMENTS - SECURITIES  
 PAGE 2, COLUMN (b) - LINE 13  
 DECEMBER 31, 2011

## OTHER INVESTMENTS (LINE 13)

VANGUARD ST CORP FUND (FIXED INCOME MUTUAL FUND)	148,660
GS LOCAL EMERGING MKTS DEBT FD (FIXED INCOME MUTUAL FUND)	979,329
US \$ FLOATING RATE FUND, LTD (FIXED INCOME MUTUAL FUND)	4,132,418
CGM TR FOCUS FUND (EQUITY MUTUAL FUND)	1,960,156
MORGAN STANLEY (EQUITY MUTUAL FUND)	893,034
WINTERGREEN PARTNERS OFFSHORE (EQUITY MUTUAL FUND)	3,446,539
CONVEXITY CAPITAL OFFSHORE, LP (HEDGE FUND)	3,271,047
ELLIOTT INTERNATIONAL LIMITED (HEDGE FUND)	6,737,042
FIA TIMBER PARTNERS, LP (REAL ESTATE)	882,549
FIA TIMBER PARTNERS II, LP (REAL ESTATE)	1,655,799
GIOVINE INVESTMENT PARTNERS (HEDGE FUND)	4,340,076
LATEEF: ALPHA PLUS (EQUITY MUTUAL FUND)	3,451,515
OCM OPPORTUNITIES FUND IV (DISTRESSED DEBT)	1,177,861
OCM OPPORTUNITIES FUND IV AIF (DELAWARE) (DISTRESSED DEBT)	95,780
SINO FINANCE GROUP, LLC (INVESTMENT PTRSHP)	1,455,238
SOUTH STREET CAPITAL, LP (INVESTMENT PTRSHP)	10,900,153
SOUTH STREET CAPITAL II, LLC (INVESTMENT PTRSHP)	3,232,486
SOWOOD ALPHA FUND, LP (HEDGE FUND)	71,480
WESASIA, LP (INVESTMENT PTRSHP)	13,360
WESLY CREEK, LLC (INVESTMENT PTRSHP)	246,557
	<hr/>
	49,091,079
	=====

Form 990-PF	Other Assets		Statement	8
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value	
INTEREST IN CHARITABLE LEAD ANNUITY TRUSTS	41,884,900.	36,020,028.	36,020,028.	
SECURITY DEPOSIT	61,816.	61,816.	61,816.	
FEDERAL EXCISE TAX RECEIVABLE	0.	1,000.	1,000.	
From Form 990-PF, Part II, line 15	41,946,716.	36,082,844.	36,082,844.	



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Form 990-PF	Explanation Concerning Part VII-A, Line 12	Statement	10
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Explanation

During 2011 the Foundation made a contribution to a donor advised fund as part of its Directors' Discretionary Program for Directors. This contribution was treated as a qualifying distribution. Contributions to this Fund are exclusively for charitable purposes under Section 170(c)(2)(B).



**WILLIAM E. SIMON FOUNDATION**

E.I. No. 13-6217788

2011 Form 990-PF

<u>Payment / Check Date</u>	<u>Payee Organization</u>	<u>Status of Recipient</u>	<u>Program Area</u>	<u>Amount</u>
3/1/2011	Abraham House PO Box 305 Mott Haven Station Bronx, New York 10454	Public Charity	Family	\$5,000.00
4/18/2011	Abraham House PO Box 305 Mott Haven Station Bronx, New York 10454	Public Charity	Family	\$75,000.00
6/27/2011	Academics in Motion 331 West 57th Street, #538 New York, New York 10019	Public Charity	Family	\$5,000.00
6/28/2011	Academics in Motion 331 West 57th Street, #538 New York, New York 10019	Public Charity	Family	\$5,000.00
10/18/2011	Acton Institute for the Study of Religion and Liberty 161 Ottawa NW Suite 301 Grand Rapids, Michigan 49503	Public Charity	Faith	\$2,500.00
1/11/2011	Adaptive Sports Foundation, Inc. c/o Windham Mountain CD Lane Road Windham, New York 12496	Public Charity	Others	\$500.00
3/1/2011	Adaptive Sports Foundation, Inc. c/o Windham Mountain CD Lane Road Windham, New York 12496	Public Charity	Others	\$25.00
9/26/2011	Afrika Tikkun USA 535 East 76th Street, 2A New York, New York 10021	Public Charity	Others	\$1,000.00
5/23/2011	AIDS Alive 1084 East Lancaster Ave Rosemont, Pennsylvania 19010	Public Charity	Others	\$2,000.00
4/25/2011	ALFRE Inc. 56 Mt. Kemble Avenue Morristown, New Jersey 07960-5152	Public Charity	Others	\$10,000.00
9/6/2011	All Hallows High School 111 East 164th Street Bronx, New York 10452	Public Charity	Education	\$25,000.00

**WILLIAM E. SIMON FOUNDATION**  
**E.I. No. 13-6217788**  
**2011 Form 990-PF**

<u>Payment / Check</u> <u>Date</u>	<u>Payee Organization</u>	<u>Status of Recipient</u>	<u>Program Area</u>	<u>Amount</u>
4/18/2011	Alliance for Lupus Research 28 West 44th Street Suite 501 New York, New York 10036	Public Charity	Others	\$1,000.00
4/18/2011	Alliance for School Choice 1660 L Street NW Suite 1000 Washington, District of Columbia 20036	Public Charity	Education	\$100,000.00
6/6/2011	American Cancer Society 30 Speen Street Framingham, Massachusetts 01701	Public Charity	Others	\$50.00
11/17/2011	American Red Cross P.O. Box 37295 Washington, District of Columbia 20013	Public Charity	Others	\$500.00
6/6/2011	American Spectator Foundation 1611 N. Kent Street Suite 901 Arlington, Virginia 22209	Public Charity	Others	\$25,000.00
7/5/2011	American Spectator Foundation 1611 N. Kent Street Suite 901 Arlington, Virginia 22209	Public Charity	Others	\$5,000.00
12/13/2011	American University Brandywine Building Washington, District of Columbia 20016-8020	Public Charity	Education	\$500.00
4/12/2011	Archdiocese of Newark 171 Clifton Avenue P.O. Box 9500 Newark, New Jersey 07104-9500	Public Charity	Faith	\$200.00
4/18/2011	Archdiocese of Newark 171 Clifton Avenue P.O. Box 9500 Newark, New Jersey 07104-9500	Public Charity	Education	\$99,400.00
2/14/2011	Arts for Healing 24 Grove Street P.O. Box 1693 New Canaan, Connecticut 06840	Public Charity	Others	\$5,000.00

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	Association of American Educators Foundation 27405 Puerta Real Suite 230			
4/18/2011	Mission Viejo, California 92691	Public Charity	Education	\$125,000.00
	Assumption College for Sisters 350 Bernardsville Road			
3/1/2011	Mendham, New Jersey 07945	Public Charity	Education	\$1,000.00
	Ave Maria University 5050 Ave Maria Blvd			
6/6/2011	Ave Maria, Florida 34142-9505	Public Charity	Education	\$25,000.00
	Ave Maria University 5050 Ave Maria Blvd			
9/19/2011	Ave Maria, Florida 34142-9505	Public Charity	Faith	\$50,000.00
	Baby Buggy 306 W 37th Street, 8th Floor			
5/10/2011	New York, New York 10018	Public Charity	Family	\$2,500.00
	Becket Fund for Religious Liberty 3000 K Street Suite 220			
3/1/2011	Washington, District of Columbia 22207-5109	Public Charity	Faith	\$5,000.00
	Berklee College of Music 1140 Boylston Street MS-1140 DEV			
1/11/2011	Boston, Massachusetts 02215-3693	Public Charity	Education	\$25,000.00
	Betty Ford Center 39000 Bob Hope Drive			
7/18/2011	Rancho Mirage, California 92270-3297	Public Charity	Others	\$2,500.00
	Big Brothers Big Sisters of Essex, Hudson, and Union Counties 500 Broad St., 2nd Floor			
11/17/2011	Newark, New Jersey 07102	Public Charity	Family	\$125,000.00
	Big Brothers Big Sisters of Morris, Bergen, Passaic and Sussex, Inc. 1259 Rt. 46 East, Building 3			
8/1/2011	Parsippany, New Jersey 07054	Public Charity	Family	\$15,000.00
	Birth Choice Napa 2045 Jefferson Street			
10/18/2011	Napa, California 94559	Public Charity	Family	\$1,000.00

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11/8/2011	Birth Haven Inc. 4 Academy Street Newton, New Jersey 07860	Public Charity	Family	\$1,000.00
11/8/2011	Birth Haven Inc. 4 Academy Street Newton, New Jersey 07860	Public Charity	Family	\$1,000.00
2/7/2011	Boy Scouts of America Greater New York Councils The Empire State Building 350 Fifth Avenue New York, New York 10118-0199	Public Charity	Family	\$15,000.00
2/14/2011	Boy Scouts of America Troop 729 c/o Fort Washington Collegiate Church 729 West 181st Street New York, New York 10033	Public Charity	Family	\$1,000.00
12/13/2011	Boys and Girls Clubs of Hudson County 1 Canal Street Jersey City, New Jersey 07302	Public Charity	Family	\$50,000.00
12/13/2011	Boys and Girls Clubs of Hudson County 1 Canal Street Jersey City, New Jersey 07302	Public Charity	Family	\$500.00
3/7/2011	Boys and Girls Clubs of Newark 500 Broad Street, 4th Floor Newark, New Jersey 07102	Public Charity	Family	\$5,000.00
3/15/2011	Branch Brook Park Alliance 115 Clifton Avenue Newark, New Jersey 07104	Public Charity	Others	\$500.00
11/17/2011	Breast Cancer Fund 1388 Sutter Street, Suite 400 San Francisco, California 94109	Public Charity	Others	\$5,000.00
11/17/2011	Bridges Outreach, Inc. P.O. Box 1444 Summit, New Jersey 07902-8444	Public Charity	Others	\$1,000.00
11/22/2011	Bucknell University Marts Hall Lewisburg, Pennsylvania 17837	Public Charity	Education	\$100,000.00
2/14/2011	Bucknell University Marts Hall Lewisburg, Pennsylvania 17837	Public Charity	Education	\$25,000.00

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2/14/2011	Bucknell University Marts Hall Lewisburg, Pennsylvania 17837	Public Charity	Education	\$10,000.00
8/1/2011	Buoniconti Fund to Cure Paralysis, Inc. 1095 NW 14th Terrace Miami, Florida 33136	Public Charity	Others	\$8,500.00
3/1/2011	Burlingame Community for Education Foundation P.O. Box 117730 Burlingame, California 94011	Public Charity	Education	\$28.00
3/15/2011	Camp Dudley 126 Dudley Road Westport, New York 12993	Public Charity	Others	\$5,000.00
11/29/2011	Canal Alliance 91 Larkspur Street San Rafael, California 94901	Public Charity	Family	\$12,000.00
9/19/2011	Cancer Support Community Central New Jersey 3 Crossroads Drive Bedminster, New Jersey 07921-2614	Public Charity	Others	\$1,000.00
1/24/2011	Capitol Ministries P.O. Box 222222 Santa Clarita, California 91322	Public Charity	Faith	\$1,000.00
1/18/2011	Catholic Charities Diocese of Metuchen P.O. Box 191 Metuchen, New Jersey 08840	Public Charity	Faith	\$200.00
9/26/2011	Catholic Charities of Los Angeles 1531 James M. Wood Blvd. Los Angeles, California 90015	Public Charity	Faith	\$10,000.00
9/19/2011	Catholic Charities of the Archdiocese of Newark 1160 Raymond Blvd. Newark, New Jersey 07102	Public Charity	Family	\$16,500.00
5/3/2011	Catholic Education Foundation Archdiocese of Los Angeles 3424 Wilshire Blvd. Los Angeles, California 90010	Public Charity	Education	\$2,500.00
11/22/2011	Catholic Information Center 1501 K Street, NW Washington, District of Columbia 20005	Public Charity	Faith	\$500.00

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4/18/2011	Catholic Relief Services 228 W. Lexington Street Baltimore, Maryland 21201-3413	Public Charity	Faith	\$25.00
4/18/2011	Centenary College 400 Jefferson Street Hackettstown, New Jersey 07840	Public Charity	Education	\$2,500.00
6/27/2011	Central Park Conservancy 14 East 60th Street New York, New York 10022	Public Charity	Others	\$100.00
10/18/2011	Cerebral Palsy of North Jersey 220 South Orange Avenue, Suite 300 Livingston, New Jersey	Public Charity	Others	\$500.00
4/25/2011	Chaplaincy Program of Morris County Correctional Facility, Inc. P.O. Box 9002 Morristown, New Jersey 07963-9002	Public Charity	Faith	\$5,000.00
12/6/2011	Children's Scholarship Fund 8 West 38th Street, 9th Floor New York, New York 10019-3404	Public Charity	Education	\$250,000.00
9/12/2011	Children's Scholarship Fund 8 West 38th Street, 9th Floor New York, New York 10019-3404	Public Charity	Education	\$366,666.00
2/7/2011	Christ the King Preparatory School 239 Woodside Avenue Newark, New Jersey 07104-3113	Public Charity	Education	\$25,000.00
1/11/2011	Church of Christ the King P.O. Box 368 Blue Mill Road New Vernon, New Jersey 07976	Public Charity	Faith	\$1,200.00
12/13/2011	Church of Christ the King P.O. Box 368 Blue Mill Road New Vernon, New Jersey 07976	Public Charity	Faith	\$500.00
4/12/2011	Church of Christ the King P.O. Box 368 Blue Mill Road New Vernon, New Jersey 07976	Public Charity	Faith	\$500.00
1/11/2011	Church of Saint Ann P.O. Box 405 Hampton, New Jersey 08827	Public Charity	Faith	\$100.00

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5/10/2011	Church of Saint Ann P.O. Box 405 Hampton, New Jersey 08827	Public Charity	Faith	\$100.00
3/21/2011	Church of Saint Jude the Apostle PO Box 1 Hamburg, New Jersey 07419	Public Charity	Faith	\$1,300.00
5/2/2011	Church of Saint Vincent Ferrer 869 Lexington Avenue New York, New York 10021-6680	Public Charity	Faith	\$50.00
5/23/2011	Church of Saint Vincent Ferrer 869 Lexington Avenue New York, New York 10021-6680	Public Charity	Faith	\$50.00
7/5/2011	Church of the Assumption 91 Maple Avenue Morristown, New Jersey 07960	Public Charity	Education	\$500.00
5/10/2011	Church of the Holy Spirit 318 Newark-Pompton Turnpike Pequannock, New Jersey 07440	Public Charity	Faith	\$50.00
11/22/2011	City Squash P.O. Box 619 Fordham Station Bronx, New York 10458	Public Charity	Family	\$5,000.00
11/17/2011	Civic Builders 304 Hudson Street, 3rd Floor New York, New York 10013	Public Charity	Education	\$100,000.00
11/17/2011	Clean Water Fund 1010 Vermont Avenue, NW Suite 1100 Washington, District of Columbia 20005	Public Charity	Others	\$5,000.00
6/27/2011	Colgate University 13 Oak Drive Hamilton, New York 13346	Public Charity	Education	\$100.00
10/18/2011	Collegiate Cultural Foundation 218 West State Street Media, Pennsylvania 19063	Public Charity	Family	\$1,500.00
12/6/2011	Common Sense Institute of New Jersey 2 Berry Lane Randolph, New Jersey 07869	Public Charity	Education	\$10,000.00

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12/20/2011	Common Sense Media 650 Townsend Street, Suite 375 San Francisco, California 94103	Public Charity	Others	\$5,000.00
1/11/2011	Community Food Pantry of Washington 40 East Church Street Washington, New Jersey 07882	Public Charity	Others	\$25.00
4/18/2011	Community Foundation of New Jersey P.O. Box 338 35 Knox Hill Road Morristown, New Jersey 07963-0317	Public Charity	Faith	\$25,000.00
4/4/2011	Community Preparatory School 126 Somerset Street Providence, Rhode Island 02907	Public Charity	Education	\$5,000.00
10/11/2011	Community Soup Kitchen of Morristown, Inc 36 South Street Morristown, New Jersey 07960	Public Charity	Others	\$20,000.00
2/14/2011	Community Soup Kitchen of Morristown, Inc 36 South Street Morristown, New Jersey 07960	Public Charity	Others	\$5,000.00
7/5/2011	Community Theatre at Mayo Center for the Performing Arts 100 South Street Morristown, New Jersey 07960	Public Charity	Others	\$2,000.00
10/11/2011	Court Appointed Special Advocates of Morris and Sussex Counties, Inc. 18 Cattano Avenue Morristown, New Jersey 07963-0264	Public Charity	Family	\$10,000.00
8/1/2011	Court Appointed Special Advocates of Morris and Sussex Counties, Inc. 18 Cattano Avenue Morristown, New Jersey 07963-0264	Public Charity	Family	\$10,000.00
1/24/2011	Covenant House New Jersey 330 Washington Street Newark, New Jersey 07102	Public Charity	Family	\$30,000.00
12/13/2011	Covenant House New Jersey 330 Washington Street Newark, New Jersey 07102	Public Charity	Family	\$1,000.00
12/6/2011	Covenant House New Jersey 330 Washington Street Newark, New Jersey 07102	Public Charity	Family	\$147,620.00

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3/1/2011	Crudem Foundation P.O. Box 804 Ludlow, Massachusetts 01056	Public Charity	Faith	\$5,000.00
5/10/2011	Cystic Fibrosis Foundation 6931 Arlington Road Bethesda, Maryland 20814	Public Charity	Others	\$25.00
1/11/2011	Day One P.O. Box 1507 Canal Street Station New York, New York 10013	Public Charity	Others	\$2,500.00
7/11/2011	Day One P.O. Box 1507 Canal Street Station New York, New York 10013	Public Charity	Others	\$1,000.00
11/22/2011	Deerfield Academy 7 Boyden Lane PO Box 87 Deerfield, Massachusetts 01342	Public Charity	Education	\$30,000.00
10/25/2011	Delbarton School 230 Mendham Road Morristown, New Jersey 07960-5089	Public Charity	Education	\$2,500.00
12/13/2011	Delbarton School 230 Mendham Road Morristown, New Jersey 07960-5089	Public Charity	Education	\$10,000.00
12/15/2011	Delbarton School 230 Mendham Road Morristown, New Jersey 07960-5089	Public Charity	Education	\$10,000.00
7/25/2011	Diocese of Birmingham in Alabama P.O. Box 12047 Birmingham, Alabama 35202-2047	Public Charity	Faith	\$25.00
9/26/2011	Diocese of Metuchen P.O. Box 191 Metuchen, New Jersey 08840	Public Charity	Faith	\$1,000.00
7/25/2011	Discalced Carmelite Friars 1525 Carmel Road Hubertus, Wisconsin 53033	Public Charity	Faith	\$250.00
4/18/2011	Discovery Orchestra P.O. Box 4064 Warren, New Jersey 07059	Public Charity	Others	\$2,500.00

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	Domestic Abuse and Sexual Assault Crisis Center P.O. Box 423			
11/8/2011	Belvidere, New Jersey 07823	Public Charity	Others	\$150.00
	Domus Foundation 83 Lockwood Avenue			
12/13/2011	Stamford, Connecticut 06902	Public Charity	Family	\$15,000.00
	Donors Trust 109 North Henry Street			
1/11/2011	Alexandria, Virginia 22314	Public Charity	Others	\$150,000.00
	Down the Block 32 Twin Oak Road			
12/20/2011	Short Hills, New Jersey 07078	Public Charity	Others	\$3,000.00
	Drew University 36 Madison Street			
6/6/2011	Madison, New Jersey 07940	Public Charity	Education	\$20,000.00
	Drumthwacket Foundation, Inc. 354 Stockton Street			
7/5/2011	Princeton, New Jersey 08540	Public Charity	Others	\$2,500.00
	Educators for Excellence 333 W. 39th Street, Suite 703			
2/7/2011	New York, New York 10018	Public Charity	Education	\$10,000.00
	Essex County Court Appointed Special Advocate, Inc. 212 Washington Street			
	Room 912			
7/5/2011	Newark, New Jersey 07102	Public Charity	Family	\$5,000.00
	Ethical Community Charter School 95 Broadway			
4/18/2011	Jersey City, New Jersey 07306-6304	Public Charity	Education	\$25,000.00
	Ethics and Public Policy Center 1730 M Street, NW			
	Suite 910			
4/18/2011	Washington, District of Columbia 20036	Public Charity	Faith	\$180,000.00
	Family Life Academy Charter School 14 West 170th Street			
12/13/2011	Bronx, New York 10452	Public Charity	Education	\$500.00

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8/1/2011	Family Life Academy Charter School 14 West 170th Street Bronx, New York 10452	Public Charity	Education	\$22,530.00
10/11/2011	Far Hills Country Day School P.O. Box 8 Far Hills, New Jersey 07931	Public Charity	Education	\$20,000.00
2/14/2011	Far Hills Country Day School P.O. Box 8 Far Hills, New Jersey 07931	Public Charity	Education	\$5,250.00
11/22/2011	Federalist Society for Law & Public Policy Studies 1015 18th Street, NW Suite 425 Washington, District of Columbia 20036	Public Charity	Faith	\$100,000.00
9/26/2011	Fellowship of Catholic University Students, Inc. P.O. Box 33656 Denver, Colorado 80233	Public Charity	Faith	\$2,500.00
10/18/2011	First Choice Women's Resource Center 82 Speedwell Avenue Morristown, New Jersey 07960	Public Charity	Family	\$1,000.00
4/18/2011	First Choice Women's Resource Center 82 Speedwell Avenue Morristown, New Jersey 07960	Public Charity	Family	\$25,000.00
4/18/2011	First Choice Women's Resource Center 82 Speedwell Avenue Morristown, New Jersey 07960	Public Charity	Family	\$25,000.00
1/11/2011	First Presbyterian Church of New Vernon PO Box 218 New Vernon, New Jersey 07976	Public Charity	Faith	\$15,000.00
2/14/2011	First Presbyterian Church of New Vernon PO Box 218 New Vernon, New Jersey 07976	Public Charity	Faith	\$10,000.00
1/31/2011	Fordham University Rose Hill Campus Bronx, New York 10458	Public Charity	Education	\$100.00
12/6/2011	Fordham University Rose Hill Campus Bronx, New York 10458	Public Charity	Education	\$1,000.00

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6/6/2011	Fordham University Rose Hill Campus Bronx, New York 10458	Public Charity	Education	\$100.00
12/20/2011	Foundation for Excellence in Education P.O. Box 10691 Tallahassee, Florida 32302	Public Charity	Education	\$25,000.00
12/13/2011	Foundation for Hospital Art 4238 Highborne Drive Marietta, Georgia 30066	Public Charity	Others	\$500.00
3/1/2011	Foundation for Hospital Art 4238 Highborne Drive Marietta, Georgia 30066	Public Charity	Others	\$650.00
1/11/2011	Foundation for Morristown Medical Center 475 South Street, First Floor Morristown, New Jersey 07960	Public Charity	Family	\$528,052.00
1/18/2011	Foundation for Morristown Medical Center 475 South Street, First Floor Morristown, New Jersey 07960	Public Charity	Others	\$200.00
11/8/2011	Foundation for Morristown Medical Center 475 South Street, First Floor Morristown, New Jersey 07960	Public Charity	Others	\$18,000.00
12/28/2011	Foundation for Morristown Medical Center 475 South Street, First Floor Morristown, New Jersey 07960	Public Charity	Others	\$40,000.00
2/14/2011	Foundation for Morristown Medical Center 475 South Street, First Floor Morristown, New Jersey 07960	Public Charity	Others	\$20,000.00
4/25/2011	Foundation for Morristown Medical Center 475 South Street, First Floor Morristown, New Jersey 07960	Public Charity	Others	\$25,000.00
3/7/2011	Franciscan Missionaries of the Eternal Word 5821 Old Leeds Road Irondale, Alabama 35210-2164	Public Charity	Faith	\$25.00
1/18/2011	Friends of Learning Community Charter School 2495 Kennedy Boulevard Jersey City, New Jersey 07304	Public Charity	Education	\$63,344.00

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7/25/2011	Friends of Learning Community Charter School 2495 Kennedy Boulevard Jersey City, New Jersey 07304	Public Charity	Education	\$87,500.00
10/11/2011	Friends of Millburn Library 200 Glen Avenue Millburn, New Jersey 07041	Public Charity	Others	\$1,000.00
5/23/2011	From Houses to Homes - Guatemala Inc. 12 Farmhouse Lane Morristown, New Jersey 07960	Public Charity	Others	\$2,000.00
7/25/2011	From Houses to Homes - Guatemala Inc. 12 Farmhouse Lane Morristown, New Jersey 07960	Public Charity	Others	\$5,000.00
1/11/2011	Frost Valley YMCA 2000 Frost Valley Road Claryville, New York 12725	Public Charity	Family	\$25,000.00
9/19/2011	Frost Valley YMCA 2000 Frost Valley Road Claryville, New York 12725	Public Charity	Others	\$25,000.00
4/4/2011	Ghana Children's Fund c/o Lisa Tuttle 74 Dogwood Lane New Canaan, Connecticut 06840	Public Charity	Others	\$5,000.00
9/19/2011	Gilda's Club Grand Rapids 1806 Bridge Street NW Grand Rapids, Michigan 49504	Public Charity	Others	\$5,000.00
11/29/2011	Gladney Center for Adoption 6300 John Ryan Drive Fort Worth, Texas 76132-4122	Public Charity	Family	\$15,000.00
2/7/2011	Good Counsel 411 Clinton Street Hoboken, New Jersey 07030-2780	Public Charity	Faith	\$500.00
11/17/2011	Good Grief 38 Elm Street Morristown, New Jersey 07960	Public Charity	Family	\$50,000.00
4/18/2011	Good Grief 38 Elm Street Morristown, New Jersey 07960	Public Charity	Family	\$100,000.00

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4/25/2011	Good Grief 38 Elm Street Morristown, New Jersey 07960	Public Charity	Family	\$10,000.00
8/1/2011	Good Shepherd Services 305 Seventh Avenue, 9th Floor New York, New York 10001	Public Charity	Family	\$25,000.00
9/19/2011	Good Shepherd Services 305 Seventh Avenue, 9th Floor New York, New York 10001	Public Charity	Family	\$25,000.00
4/18/2011	Grace Church Van Vorst 39 Erie Street Jersey City, New Jersey 07302	Public Charity	Family	\$50,000.00
1/11/2011	Greater Morristown YMCA 79 Horsehill Road Cedar Knolls, New Jersey 07927	Public Charity	Others	\$250.00
12/13/2011	Habitat for Humanity Newark David R. Zurheide Executive Director Newark Habitat for Humanity 298 South Orange Avenue Newark, NJ 07103	Public Charity	Others	\$500.00
12/13/2011	Hampton University Hampton, Virginia 23668	Public Charity	Family	\$10,000.00
9/12/2011	Harding Township Educational Foundation, Inc. P.O. Box 734 New Vernon, New Jersey 07976	Public Charity	Education	\$1,000.00
11/22/2011	Historical Society of the Town of Greenwich 39 Strickland Road Cos Cob, CT 06807	Public Charity	Others	\$2,500.00
12/13/2011	Hole in the Wall Gang Fund, Inc. 555 Long Wharf Drive New Haven, Connecticut 06511	Public Charity	Others	\$350.00
3/1/2011	Homeless Prenatal Program, Inc. 2500 18th Street San Francisco, California 94110	Public Charity	Family	\$5,000.00
10/25/2011	Homeless Solutions, Inc. 6 Dumont Place, 3rd Floor Morristown, New Jersey 07960	Public Charity	Others	\$5,000.00

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12/13/2011	Homeless Solutions, Inc. 6 Dumont Place, 3rd Floor Morristown, New Jersey 07960	Public Charity	Others	\$1,000.00
12/6/2011	Homeless Solutions, Inc. 6 Dumont Place, 3rd Floor Morristown, New Jersey 07960	Public Charity	Others	\$25,000.00
4/4/2011	Homeless Solutions, Inc. 6 Dumont Place, 3rd Floor Morristown, New Jersey 07960	Public Charity	Others	\$5,000.00
5/2/2011	Hoover Institution Stanford University Stanford, California 94305-6010	Public Charity	Faith	\$250,000.00
8/8/2011	Hoover Institution Stanford University Stanford, California 94305-6010	Public Charity	Family	\$25,000.00
5/23/2011	Hospital for Special Surgery 535 East 70th Street New York, New York 10021	Public Charity	Others	\$1,000.00
8/1/2011	Hudson Institute 1015 15th Street, NW Sixth Floor Washington, District of Columbia 20005	Public Charity	Others	\$15,000.00
1/11/2011	Hunts Point Alliance for Children P.O. Box 740190 Bronx, New York 10474	Public Charity	Family	\$25.00
1/11/2011	Hunts Point Alliance for Children P.O. Box 740190 Bronx, New York 10474	Public Charity	Family	\$25.00
1/11/2011	Hunts Point Alliance for Children P.O. Box 740190 Bronx, New York 10474	Public Charity	Family	\$25.00
11/8/2011	Hunts Point Alliance for Children P.O. Box 740190 Bronx, New York 10474	Public Charity	Family	\$50,000.00
8/1/2011	Hyde Leadership Charter School 730 Bryant Avenue Bronx, New York 10474	Public Charity	Education	\$25,000.00

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8/1/2011	Icahn Charter School 2 1640 Bronxdale Avenue Bronx, New York 10462	Public Charity	Education	\$25,000.00
6/6/2011	iMentor 30 Broad Street 9th Floor New York, New York 10004	Public Charity	Family	\$25,000.00
6/13/2011	In the Arena P.O. Box 381513 Cambridge, Massachusetts 02138	Public Charity	Others	\$5,000.00
2/14/2011	Inner-City Scholarship Fund 260 Franklin Street, Suite 630 Boston, Massachusetts 02110	Public Charity	Education	\$5,000.00
11/17/2011	Institute on Religion and Public Life 35 East 21st Street 6th Floor New York, New York 10010	Public Charity	Faith	\$75,000.00
11/17/2011	Intercollegiate Studies Institute 3901 Centerville Road Wilmington, Delaware 19807-1431	Public Charity	Faith	\$104,200.00
6/27/2011	Intercollegiate Studies Institute 3901 Centerville Road Wilmington, Delaware 19807-1431	Public Charity	Others	\$75,000.00
8/22/2011	Intercollegiate Studies Institute 3901 Centerville Road Wilmington, Delaware 19807-1431	Public Charity	Faith	\$2,500.00
11/17/2011	Interfaith Food Pantry 2 Executive Drive Morris Plains, New Jersey 07950	Public Charity	Others	\$5,000.00
1/24/2011	International Justice Mission P.O. Box 58147 Washington, District of Columbia 20037	Public Charity	Faith	\$475.00
8/15/2011	International Justice Mission P.O. Box 58147 Washington, District of Columbia 20037	Public Charity	Faith	\$250.00
2/14/2011	International Swimming Hall of Fame 1 Hall of Fame Drive Fort Lauderdale, Florida 33316	Public Charity	Others	\$2,500.00

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<u>Payment / Check</u> <u>Date</u>	<u>Payee Organization</u>	<u>Status of Recipient</u>	<u>Program Area</u>	<u>Amount</u>
1/11/2011	Jersey Battered Women's Services P.O. Box 1437 Morristown, New Jersey 07962	Public Charity	Family	\$375.00
5/10/2011	Jersey Battered Women's Services P.O. Box 1437 Morristown, New Jersey 07962	Public Charity	Family	\$2,000.00
7/18/2011	Jersey Battered Women's Services P.O. Box 1437 Morristown, New Jersey 07962	Public Charity	Family	\$5,000.00
8/1/2011	Jersey Battered Women's Services P.O. Box 1437 Morristown, New Jersey 07962	Public Charity	Family	\$25,000.00
5/2/2011	John Taylor Babbitt Foundation 72 Buxton Road Chatham, New Jersey 07928	Public Charity	Others	\$5,000.00
8/1/2011	Junior Achievement of Southern California 6250 Forest Lawn Drive Los Angeles, California 90068-1016	Public Charity	Education	\$10,000.00
5/2/2011	Kaleidoscope of Hope Foundation P.O. Box 1124 Madison, New Jersey 07940	Public Charity	Others	\$2,000.00
1/11/2011	Kemmerer Library Harding Township P.O. Box 283 New Vernon, New Jersey 07976	Public Charity	Others	\$30,000.00
9/26/2011	Kemmerer Library Harding Township P.O. Box 283 New Vernon, New Jersey 07976	Public Charity	Others	\$1,000.00
6/13/2011	Kent Place School 42 Norwood Avenue Summit, New Jersey 07902-0308	Public Charity	Education	\$25,000.00
7/25/2011	KIPP New York Inc. C/O KIPP Foundation 520 8th Avenue Suite 2005 New York, New York 10027	Public Charity	Education	\$100,000.00
3/1/2011	KQED P.O. Box 7618 San Francisco, California 94120	Public Charity	Others	\$1,000.00

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3/1/2011	KQED P.O. Box 7618 San Francisco, California 94120	Public Charity	Others	\$4,000.00
11/29/2011	LAMP Ministries 2704 Schurz Avenue Bronx, New York 10465-3173	Public Charity	Faith	\$10,000.00
5/10/2011	Leukemia & Lymphoma Society, Inc. 1311 Mamaroneck Avenue White Plains, New York 10605	Public Charity	Others	\$1,500.00
1/11/2011	Little Sisters of the Poor 140 Shepherd Lane Totowa, New Jersey 07512-2170	Public Charity	Faith	\$75.00
12/20/2011	Little Sisters of the Poor 140 Shepherd Lane Totowa, New Jersey 07512-2170	Public Charity	Faith	\$75.00
5/2/2011	Little Sisters of the Poor 140 Shepherd Lane Totowa, New Jersey 07512-2170	Public Charity	Faith	\$75.00
2/7/2011	Loomis Chaffee 4 Batchelder Road Windsor, Connecticut 06095	Public Charity	Education	\$500.00
12/6/2011	Loyola School 980 Park Avenue New York, New York 10028	Public Charity	Education	\$500.00
5/10/2011	Loyola School 980 Park Avenue New York, New York 10028	Public Charity	Education	\$1,000.00
9/19/2011	Loyola School 980 Park Avenue New York, New York 10028	Public Charity	Education	\$1,000.00
11/22/2011	Madison Square Boys and Girls Club 317 Madison Avenue Suite 1110 New York, New York 10017	Public Charity	Family	\$35,000.00
11/22/2011	Madison Square Boys and Girls Club 317 Madison Avenue Suite 1110 New York, New York 10017	Public Charity	Family	\$20,000.00

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10/25/2011	Make-A-Wish Foundation of New Jersey P.O. Box 4028 1034 Salem Road Union, New Jersey 07083	Public Charity	Others	\$25.00
8/15/2011	Manhattan Eye, Ear & Throat Hospital 210 East 64th Street New York, New York 10021	Public Charity	Others	\$8,500.00
11/8/2011	Manhattan Institute for Policy Research 52 Vanderbilt Avenue New York, New York 10017	Public Charity	Family	\$2,500.00
2/14/2011	Manhattan Institute for Policy Research 52 Vanderbilt Avenue New York, New York 10017	Public Charity	Family	\$5,000.00
6/6/2011	Manhattan Institute for Policy Research 52 Vanderbilt Avenue New York, New York 10017	Public Charity	Others	\$25,000.00
11/17/2011	Marin Montessori School 5200 Paradise Drive Corte Madera, California 94925-2107	Public Charity	Education	\$10,000.00
1/31/2011	Marine Corps Scholarship Foundation 145 West 45th Street, Suite 300 New York, New York 10036	Public Charity	Education	\$1,000.00
10/11/2011	Marine Corps Scholarship Foundation 145 West 45th Street, Suite 300 New York, New York 10036	Public Charity	Education	\$1,000.00
2/7/2011	Market Street Mission 9 Market Street Morristown, New Jersey 07960	Public Charity	Faith	\$5,000.00
12/6/2011	Massachusetts Audubon Society 208 South Great Road Lincoln, Massachusetts 01773	Public Charity	Others	\$25,000.00
5/23/2011	Massachusetts Audubon Society 208 South Great Road Lincoln, Massachusetts 01773	Public Charity	Others	\$50,000.00
10/11/2011	Massachusetts Society for the Prevention of Cruelty to Animals 350 S. Huntington Avenue Boston, Massachusetts 02130	Public Charity	Others	\$50.00

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10/11/2011	Matthew C. Sellitto Foundation P.O. Box 1 New Vernon, New Jersey 07676	Public Charity	Others	\$2,500.00
10/18/2011	Medical College of Wisconsin 8701 Watertown Plank Road P.O. Box 26509 Milwaukee, Wisconsin 53226-0509	Public Charity	Others	\$1,000.00
5/10/2011	Mendham Borough Library 10 Hilltop Road Mendham, New Jersey 07945	Public Charity	Others	\$500.00
11/17/2011	Mendham Independent Hook and Ladder Company 24 East Main Street Mendham, New Jersey 07945-1505	Public Charity	Others	\$1,000.00
4/18/2011	Mercy Center 377 East 145th Street Bronx, New York 10454	Public Charity	Family	\$180,000.00
1/24/2011	Metropolitan Golf Association Foundation 49 Knollwood Road Elmsford, New York 10523	Public Charity	Others	\$75.00
12/13/2011	Metropolitan Golf Association Foundation 49 Knollwood Road Elmsford, New York 10523	Public Charity	Others	\$1,000.00
1/11/2011	Morris Catholic High School 200 Morris Avenue Denville, New Jersey 07834	Public Charity	Education	\$750.00
12/13/2011	Morris Museum 6 Normandy Heights Road Morristown, New Jersey 07960	Public Charity	Others	\$2,500.00
12/20/2011	Morristown Partnership 14 Maple Avenue Suite 201 Morristown, New Jersey 07960	Public Charity	Others	\$1,000.00
10/11/2011	Morristown-Beard School 70 Whippany Road Morristown, New Jersey 07960	Public Charity	Education	\$20,000.00
2/14/2011	Morristown-Beard School 70 Whippany Road Morristown, New Jersey 07960	Public Charity	Education	\$5,250.00

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11/17/2011	Mount Tamalpais School 100 Havard Avenue Mill Valley, California 94941	Public Charity	Education	\$10,000.00
9/26/2011	Mount Tamalpais School 100 Havard Avenue Mill Valley, California 94941	Public Charity	Education	\$5,000.00
10/18/2011	Multiple Myeloma Research Foundation 383 Main Avenue 5th Floor Norwalk, Connecticut 06851	Public Charity	Others	\$500.00
7/25/2011	Muscular Dystrophy Association 3300 E. Sunrise Drive Tucson, Arizona 85718	Public Charity	Others	\$4,000.00
1/11/2011	Mustard Seed School 422 Willow Avenue Hoboken, New Jersey 07030	Public Charity	Education	\$1,250.00
12/20/2011	Mustard Seed School 422 Willow Avenue Hoboken, New Jersey 07030	Public Charity	Education	\$500.00
4/18/2011	Mustard Seed School 422 Willow Avenue Hoboken, New Jersey 07030	Public Charity	Education	\$5,000.00
4/25/2011	Mustard Seed School 422 Willow Avenue Hoboken, New Jersey 07030	Public Charity	Education	\$1,000.00
3/1/2011	Myelin Repair Foundation 18809 Cox Avenue Saratoga, California 95070	Public Charity	Others	\$5,000.00
4/18/2011	National Alliance for Public Charter Schools 1101 15th Street NW Suite 1010 Washington, District of Columbia 20005	Public Charity	Education	\$50,000.00
5/23/2011	National Childhood Cancer Foundation 440 East Huntington Drive Arcadia, California 91066	Public Charity	Others	\$500.00
11/29/2011	National Council for Adoption 225 North Washington Street Alexandria, Virginia 22314-2520	Public Charity	Family	\$5,000.00

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12/6/2011	National Council on Alcoholism and Drug Dependence, Inc. 244 East 58th Street, 4th Floor New York, New York 10022	Public Charity	Others	\$2,500.00
5/23/2011	National Multiple Sclerosis Society - New York City and Southern New York Chapter 733 Third Avenue 3rd Floor New York, New York 10017-3288	Public Charity	Others	\$50.00
9/19/2011	National Multiple Sclerosis Society - New York City and Southern New York Chapter 733 Third Avenue 3rd Floor New York, New York 10017-3288	Public Charity	Others	\$5,000.00
4/4/2011	National Pancreas Foundation 101 Federal Street Suite 1900 Boston, Massachusetts 012110	Public Charity	Others	\$5,000.00
11/29/2011	National Soccer Coaches Association of America 800 Ann Avenue Kansas City, Kansas 66101	Public Charity	Others	\$1,000.00
12/6/2011	Network for Teaching Entrepreneurship 120 Wall Street 29th Floor New York, New York 10005	Public Charity	Others	\$25,000.00
11/17/2011	New City Kids Church 240 Fairmount Avenue Jersey City, New Jersey 07306	Public Charity	Faith	\$75,000.00
12/13/2011	New City Kids Church 240 Fairmount Avenue Jersey City, New Jersey 07306	Public Charity	Faith	\$500.00
12/6/2011	New City Kids Church 240 Fairmount Avenue Jersey City, New Jersey 07306	Public Charity	Faith	\$1,000.00
5/10/2011	New City Kids Church 240 Fairmount Avenue Jersey City, New Jersey 07306	Public Charity	Faith	\$25,000.00

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7/18/2011	New City Kids Church 240 Fairmount Avenue Jersey City, New Jersey 07306	Public Charity	Faith	\$100.00
1/11/2011	New England College 7 Main Street Henniker, New Hampshire 03242-3293	Public Charity	Education	\$10,000.00
2/14/2011	New England College 7 Main Street Henniker, New Hampshire 03242-3293	Public Charity	Education	\$10,000.00
5/31/2011	New England College 7 Main Street Henniker, New Hampshire 03242-3293	Public Charity	Education	\$20,000.00
6/27/2011	New England College 7 Main Street Henniker, New Hampshire 03242-3293	Public Charity	Education	\$30,000.00
6/6/2011	New England College 7 Main Street Henniker, New Hampshire 03242-3293	Public Charity	Education	\$10,000.00
10/18/2011	New Jersey Performing Arts Center One Center Street Newark, New Jersey 07102	Public Charity	Others	\$1,000.00
5/23/2011	New Jersey Performing Arts Center One Center Street Newark, New Jersey 07102	Public Charity	Others	\$500.00
7/18/2011	New Jersey SEEDS 494 Broad Street, Suite 105 Newark, New Jersey 07102	Public Charity	Education	\$5,000.00
6/6/2011	New York City Mission Society 105 East 22nd Street New York, New York 10010-5494	Public Charity	Others	\$500.00
8/22/2011	New York Presbyterian Hospital 525 East 68th Street New York, New York 10021	Public Charity	Others	\$500.00
1/11/2011	New York Road Runners Foundation, Inc. 845 Third Avenue, 11th Floor New York, New York 10022	Public Charity	Family	\$3,600.00
10/11/2011	New York Road Runners Foundation, Inc. 845 Third Avenue, 11th Floor New York, New York 10022	Public Charity	Others	\$50.00

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2/14/2011	New York Road Runners Foundation, Inc. 845 Third Avenue, 11th Floor New York, New York 10022	Public Charity	Family	\$1,300.00
2/14/2011	New York University 25 West Fourth Street New York, New York 10012-1199	Public Charity	Education	\$100.00
11/18/2011	Newark Academy 91 South Orange Avenue Livingston, New Jersey 07039	Public Charity	Education	\$2,500.00
2/14/2011	Newark Academy 91 South Orange Avenue Livingston, New Jersey 07039	Public Charity	Education	\$10,000.00
7/5/2011	Newark Museum 49 Washington Street Newark, New Jersey 07102	Public Charity	Others	\$5,000.00
10/11/2011	Northern New Jersey Council Boy Scouts of America 25 Ramapo Valley Road P.O. Box 670 Oakland, New Jersey 07436	Public Charity	Family	\$10,000.00
3/7/2011	Oaks Christian School 31749 La Tienda Drive Westlake Village, California 91362	Public Charity	Education	\$5,000.00
1/13/2011	OLC School 248 Luis Marin Blvd Jersey City, New Jersey 07302	Public Charity	Education	\$544.70
10/11/2011	One Gift 310 South Street Morristown, New Jersey 07960	Public Charity	Others	\$25,000.00
1/11/2011	Our Lady of Good Counsel Church 155 West Parkway P.O. Box 218 Pompton Plains, New Jersey 07444	Public Charity	Faith	\$150.00
9/12/2011	Our Lady of Good Counsel Church 155 West Parkway P.O. Box 218 Pompton Plains, New Jersey 07444	Public Charity	Faith	\$150.00

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1/13/2011	Our Lady of Mercy School 254 Bartholdi Avenue Jersey City, New Jersey 07305	Public Charity	Education	\$544.70
1/11/2011	Our Lady of Mount Carmel Church 627 East 187th Street Bronx, New York 10458	Public Charity	Faith	\$500.00
10/18/2011	Our Lady of Mount Carmel Church 627 East 187th Street Bronx, New York 10458	Public Charity	Faith	\$5,000.00
5/23/2011	Our Lady of Mount Carmel Church 627 East 187th Street Bronx, New York 10458	Public Charity	Faith	\$750.00
12/13/2011	Outward Bound USA 100 Mystery Point Road Garrison, New York 10524-9757	Public Charity	Others	\$500.00
9/6/2011	Outward Bound USA 100 Mystery Point Road Garrison, New York 10524-9757	Public Charity	Others	\$5,000.00
10/11/2011	Overlook Hospital Foundation 36 Upper Overlook Road P.O. Box 220 Summit, New Jersey 07902-0220	Public Charity	Others	\$5,000.00
7/5/2011	P.G. Chambers School 15 Halko Drive Cedar Knolls, New Jersey 07927	Public Charity	Education	\$1,000.00
11/17/2011	Pacific Research Institute for Public Policy One Embarcadero Center Suite 350 San Francisco, California 94111	Public Charity	Education	\$75,000.00
10/11/2011	Parents Challenge 2 North Cascade Avenue Suite 1280 Colorado Springs, Colorado 80903	Public Charity	Education	\$1,000.00
9/19/2011	Parents Television Council 707 Wilshire Boulevard Suite 2075 Los Angeles, California 90017	Public Charity	Family	\$25,000.00

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9/19/2011	Parents Television Council 707 Wilshire Boulevard Suite 2075 Los Angeles, California 90017	Public Charity	Family	\$25,000.00
4/4/2011	Park Performing Arts Center 560 32nd Street Union City, New Jersey 07087	Public Charity	Faith	\$5,000.00
10/18/2011	Part of the Solution 2763 Webster Avenue Bronx, New York 10458-3708	Public Charity	Others	\$1,000.00
2/7/2011	Part of the Solution 2763 Webster Avenue Bronx, New York 10458-3708	Public Charity	Others	\$20,000.00
5/10/2011	Partnership for Inner-City Education 1011 First Avenue 18th Floor New York, New York 10022	Public Charity	Education	\$5,170.00
3/15/2011	Peck School 247 South Street Morristown, New Jersey 07960	Public Charity	Education	\$26,000.00
12/6/2011	Pelham Bay Assembly of God Church 1550 Research Avenue Bronx, New York 10465-1114	Public Charity	Faith	\$15,000.00
8/1/2011	Pepperdine University 24255 Pacific Coast Highway Malibu, California 90263-4443	Public Charity	Education	\$150,000.00
7/5/2011	Philanthropic Research, Inc. 4801 Courthouse Street Suite 220 Williamsburg, Virginia 23188	Public Charity	Others	\$5,000.00
11/29/2011	Philanthropy Roundtable 1730 M Street NW Suite 601 Washington, District of Columbia 20036	Public Charity	Others	\$10,000.00
9/26/2011	Philanthropy Roundtable 1730 M Street NW Suite 601 Washington, District of Columbia 20036	Public Charity	WES Prizes	\$370,000.00

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5/2/2011	Phillips Foundation 1 Massachusetts Avenue, NW Suite 620 Washington, District of Columbia 20001	Public Charity	Others	\$1,000.00
9/19/2011	Phoenix Center 16 Msgr. Owens Place Nutley, New Jersey 07110	Public Charity	Education	\$1,000.00
8/1/2011	Phoenix House Foundation Inc 164 West 74 Street New York, New York 10023	Public Charity	Others	\$5,000.00
4/25/2011	Pingry School P.O. Box 366 Martinsville, New Jersey 08836	Public Charity	Education	\$10,000.00
10/25/2011	Preschool Advantage P.O. Box 86 Morris Plains, New Jersey 07950	Public Charity	Education	\$1,000.00
11/29/2011	Preschool Advantage P.O. Box 86 Morris Plains, New Jersey 07950	Public Charity	Education	\$4,000.00
4/18/2011	Preschool Advantage P.O. Box 86 Morris Plains, New Jersey 07950	Public Charity	Education	\$2,500.00
4/4/2011	Preschool Advantage P.O. Box 86 Morris Plains, New Jersey 07950	Public Charity	Education	\$5,000.00
11/22/2011	Presentation High School 2281 Plummer Avenue San Jose, California 95125	Public Charity	Education	\$5,000.00
10/11/2011	Princeton University Department of Politics Princeton, New Jersey 08544-1013	Public Charity	Faith	\$135,000.00
10/12/2011	Prison Fellowship Ministries 44180 Riverside Parkway Lansdowne, Virginia 20176	Public Charity	Faith	\$83,333.00
10/18/2011	Project Self-Sufficiency 127 Mill Road Newton, NJ 07860	Public Charity	Others	\$500.00

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12/20/2011	Queen of Peace High School 191 Rutherford Place North Arlington, New Jersey 07031-6091	Public Charity	Education	\$1,000.00
8/22/2011	Research Down Syndrome 54 Blue Mill Road Morristown, New Jersey 07960	Public Charity	Others	\$2,500.00
1/13/2011	Resurrection School 189 Brunswick Street Jersey City, New Jersey 07302	Public Charity	Education	\$544.71
3/21/2011	Richard D. Frisbee III Foundation P.O. Box 344 New Canaan, Connecticut 06840	Public Charity	Family	\$5,000.00
11/29/2011	Rising Tide Capital 348 Martin Luther King Drive Jersey City, New Jersey 07305	Public Charity	Others	\$10,000.00
3/1/2011	Ritter House P.O. Box 3517 16 Ritter Street San Rafael, California 94901	Public Charity	Others	\$5,000.00
7/18/2011	Rutgers University Foundation Old Queen's Building 83 Somerset Street New Brunswick, New Jersey 08901-1281	Public Charity	Education	\$10,000.00
11/17/2011	Ruth Institute 663 South Rancho Santa Fe Road Suite 222 San Marcos, California 92078-3973	Public Charity	Family	\$2,500.00
12/6/2011	Sacred Heart League, Inc. 6050 Highway 161 North Walls, Mississippi 38680	Public Charity	Faith	\$30.00
5/23/2011	Sacred Heart League, Inc. 6050 Highway 161 North Walls, Mississippi 38680	Public Charity	Faith	\$30.00
1/13/2011	Sacred Heart School 183 Bayview Avenue Jersey City, New Jersey 07305	Public Charity	Education	\$544.70
4/12/2011	Sacred Heart School 183 Bayview Avenue Jersey City, New Jersey 07305	Public Charity	Education	\$50.00

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2/7/2011	Saint Aloysius School 223 West 132nd Street New York, New York 10027	Public Charity	Education	\$1,000.00
1/13/2011	Saint Aloysius School 721 West Side Avenue Jersey City, New Jersey 07306	Public Charity	Education	\$544.70
1/13/2011	Saint Anne School 255 Congress Street Jersey City, New Jersey 07307	Public Charity	Education	\$544.70
8/1/2011	Saint Augustine's Press 17917 Killington Way South Bend, Indiana 46614	Public Charity	Faith	\$2,500.00
5/2/2011	Saint Dominic Academy 2572 Kennedy Blvd. Jersey City, New Jersey 07304	Public Charity	Education	\$15,000.00
12/13/2011	Saint Hubert's Animal Welfare Center 575 Woodland Avenue PO Box 159 Madison, New Jersey 07940	Public Charity	Others	\$1,000.00
3/7/2011	Saint Hubert's Animal Welfare Center 575 Woodland Avenue PO Box 159 Madison, New Jersey 07940	Public Charity	Others	\$500.00
9/26/2011	Saint Ignatius School 740 Manida Street Bronx, New York 10474	Public Charity	Education	\$30,000.00
1/11/2011	Saint Joseph Church 216 Comly Road Lincoln Park, New Jersey 07035	Public Charity	Faith	\$150.00
5/2/2011	Saint Joseph Church 216 Comly Road Lincoln Park, New Jersey 07035	Public Charity	Faith	\$100.00
1/13/2011	Saint Joseph School 509 Pavonia Avenue Jersey City, New Jersey 07306	Public Charity	Education	\$544.70
1/11/2011	Saint Joseph's Indian School North Main Street Chamberlain, South Dakota 57326	Public Charity	Education	\$50.00

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4/18/2011	Saint Jude Children's Research Hospital P.O. Box 187 Memphis, Tennessee 38101	Public Charity	Others	\$25.00
4/18/2011	Saint Jude Children's Research Hospital P.O. Box 187 Memphis, Tennessee 38101	Public Charity	Others	\$25.00
4/18/2011	Saint Jude Children's Research Hospital P.O. Box 187 Memphis, Tennessee 38101	Public Charity	Others	\$25.00
4/18/2011	Saint Jude Children's Research Hospital P.O. Box 187 Memphis, Tennessee 38101	Public Charity	Others	\$25.00
4/18/2011	Saint Jude Children's Research Hospital P.O. Box 187 Memphis, Tennessee 38101	Public Charity	Others	\$25.00
4/18/2011	Saint Jude Children's Research Hospital P.O. Box 187 Memphis, Tennessee 38101	Public Charity	Others	\$25.00
1/11/2011	Saint Jude Church 40 Maxim Drive Hopatcong, New Jersey 07843	Public Charity	Faith	\$150.00
1/31/2011	Saint Jude Church 40 Maxim Drive Hopatcong, New Jersey 07843	Public Charity	Faith	\$375.00
11/1/2011	Saint Luke School 608 East 139th Street Bronx, New York 10454	Public Charity	Education	\$3,500.00
1/24/2011	Saint Mary Abbey 230 Mendham Road Morristown, New Jersey 07960	Public Charity	Faith	\$500.00
9/26/2011	Saint Michael's Medical Center 111 Central Avenue Newark, New Jersey 07102	Public Charity	Others	\$1,000.00
4/25/2011	Saint Monica Catholic Community 725 California Avenue Santa Monica, California 90403	Public Charity	Faith	\$46,000.00
1/13/2011	Saint Nicholas School 118 Ferry Street Jersey City, New Jersey 07307	Public Charity	Education	\$544.70

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1/13/2011	Saint Patrick/Assumption/ All Saints School 509 Bramhall Avenue Jersey City, New Jersey 07304	Public Charity	Education	\$544.70
3/15/2011	Saint Peter's College 2641 Kennedy Blvd. Jersey City, New Jersey 07306	Public Charity	Education	\$25,000.00
11/8/2011	Saint Peter's Preparatory School 144 Grand Street Jersey City, New Jersey 07302	Public Charity	Education	\$19,040.00
11/17/2011	Saint Vincent de Paul Society - San Rafael 820 B Street PO Box 150527 San Rafael, California 94915	Public Charity	Faith	\$25,000.00
12/13/2011	Saint Vincent de Paul Society - San Rafael 820 B Street PO Box 150527 San Rafael, California 94915	Public Charity	Faith	\$10,000.00
1/18/2011	Saint Vincent Martyr Church 26 Green Village Road Madison, New Jersey 07940	Public Charity	Faith	\$425.00
10/11/2011	Saint Vincent Martyr Church 26 Green Village Road Madison, New Jersey 07940	Public Charity	Faith	\$475.00
4/12/2011	Saint Vincent Martyr Church 26 Green Village Road Madison, New Jersey 07940	Public Charity	Faith	\$475.00
7/18/2011	Saint Vincent Martyr Church 26 Green Village Road Madison, New Jersey 07940	Public Charity	Faith	\$475.00
2/7/2011	Seeing Eye P.O. Box 375 Morristown, New Jersey 07963-0375	Public Charity	Others	\$25,000.00
6/6/2011	Semper Fi Fund 715 Broadway Street Quantico, Virginia 22134	Public Charity	Others	\$25,000.00
8/1/2011	Seton Hall University 400 South Orange Avenue South Orange, New Jersey 07079	Public Charity	Education	\$15,000.00

**WILLIAM E. SIMON FOUNDATION**

E.I. No. 13-6217788

2011 Form 990-PF

<u>Payment / Check Date</u>	<u>Payee Organization</u>	<u>Status of Recipient</u>	<u>Program Area</u>	<u>Amount</u>
1/18/2011	Shakespeare Theatre of New Jersey, Inc. 36 Madison Avenue Madison, New Jersey 07940	Public Charity	Education	\$2,500.00
4/25/2011	Skating Club of Morris New Jersey William G. Mennen Sports Arena 161 East Hanover Avenue Morristown, New Jersey 07962-1295	Public Charity	Others	\$5,000.00
9/19/2011	Soaring Heights Charter School 1 Romar Avenue Jersey City, New Jersey 07305	Public Charity	Education	\$48,750.00
1/18/2011	Somerset Hills YMCA 140 Mt. Airy Road Basking Ridge, New Jersey 07920-2098	Public Charity	Others	\$2,500.00
1/24/2011	Sound Body Sound Mind 11100 Santa Monica Blvd Suite 1910 Los Angeles, California 90025	Public Charity	Others	\$60,564.00
10/11/2011	Sound Body Sound Mind 11100 Santa Monica Blvd Suite 1910 Los Angeles, California 90025	Public Charity	Others	\$25,000.00
11/17/2011	Sound Body Sound Mind 11100 Santa Monica Blvd Suite 1910 Los Angeles, California 90025	Public Charity	Others	\$1,000.00
11/22/2011	Sound Body Sound Mind 11100 Santa Monica Blvd Suite 1910 Los Angeles, California 90025	Public Charity	Others	\$25,000.00
11/22/2011	Sound Body Sound Mind 11100 Santa Monica Blvd Suite 1910 Los Angeles, California 90025	Public Charity	Others	\$500.00
12/13/2011	Sound Body Sound Mind 11100 Santa Monica Blvd Suite 1910 Los Angeles, California 90025	Public Charity	Others	\$1,000.00
4/12/2011	Sound Body Sound Mind 11100 Santa Monica Blvd Suite 1910 Los Angeles, California 90025	Public Charity	Others	\$1,000.00

**WILLIAM E. SIMON FOUNDATION**

**E.L. No. 13-6217788**

**2011 Form 990-PF**

<u>Payment / Check Date</u>	<u>Payee Organization</u>	<u>Status of Recipient</u>	<u>Program Area</u>	<u>Amount</u>
1/31/2011	South Bronx Educational Foundation Inc. 843 Crotona Park North Bronx, New York 10460	Public Charity	Family	\$23,810.00
11/17/2011	South Bronx Educational Foundation Inc. 843 Crotona Park North Bronx, New York 10460	Public Charity	Family	\$50,000.00
9/26/2011	Southern Dominican Province 1421 North Causeway Blvd. Suite 200 Metairie, Louisiana 70001-4144	Public Charity	Faith	\$2,500.00
11/17/2011	Sovereign Military Order of Malta Western Association 465 California Street Suite 818 San Francisco, California 91404-1820	Public Charity	Faith	\$12,000.00
3/1/2011	Sovereign Military Order of Malta Western Association 465 California Street Suite 818 San Francisco, California 91404-1820	Public Charity	Faith	\$7,000.00
7/5/2011	Starlight Children's Foundation 1560 Broadway Suite 600 New York, New York 10036	Public Charity	Others	\$1,000.00
2/7/2011	Stevens Cooperative School 301 Garden Street Hoboken, New Jersey 07030	Public Charity	Education	\$25,000.00
11/22/2011	Streetsquash 40 West 116th Street New York, New York 10026	Public Charity	Family	\$5,000.00
4/18/2011	Streetsquash 40 West 116th Street New York, New York 10026	Public Charity	Family	\$5,000.00
11/22/2011	Student Sponsor Partners 286 Madison Avenue, Suite 1601 New York, New York 10017	Public Charity	Education	\$7,500.00
12/13/2011	Student Sponsor Partners 286 Madison Avenue, Suite 1601 New York, New York 10017	Public Charity	Education	\$1,500.00

**WILLIAM E. SIMON FOUNDATION**

E.I. No. 13-6217788

2011 Form 990-PF

<u>Payment / Check Date</u>	<u>Payee Organization</u>	<u>Status of Recipient</u>	<u>Program Area</u>	<u>Amount</u>
12/6/2011	Student Sponsor Partners 286 Madison Avenue, Suite 1601 New York, New York 10017	Public Charity	Education	\$575.00
2/7/2011	Student Sponsor Partners 286 Madison Avenue, Suite 1601 New York, New York 10017	Public Charity	Education	\$10,000.00
3/1/2011	Student Sponsor Partners 286 Madison Avenue, Suite 1601 New York, New York 10017	Public Charity	Education	\$300.00
5/10/2011	Student Sponsor Partners 286 Madison Avenue, Suite 1601 New York, New York 10017	Public Charity	Education	\$1,500.00
9/19/2011	Student Sponsor Partners 286 Madison Avenue, Suite 1601 New York, New York 10017	Public Charity	Education	\$1,500.00
9/6/2011	Student Sponsor Partners 286 Madison Avenue, Suite 1601 New York, New York 10017	Public Charity	Education	\$100,000.00
11/17/2011	Summer Search 90 Broad Street, Suite 202 New York, New York 10004	Public Charity	Family	\$10,000.00
12/6/2011	Summer Search 90 Broad Street, Suite 202 New York, New York 10004	Public Charity	Family	\$40,000.00
2/7/2011	Summer Search 90 Broad Street, Suite 202 New York, New York 10004	Public Charity	Family	\$15,000.00
9/6/2011	Swim Across America P.O. Box 217 Larchmont, New York 10538	Public Charity	Others	\$25.00
2/7/2011	Taproot Foundation 40 Worth Street, Suite 601 New York, New York 10013	Public Charity	Others	\$25,000.00
9/12/2011	Team Walker 316 Communipaw Avenue Jersey City, New Jersey 07304	Public Charity	Others	\$2,500.00
1/18/2011	TeenPride, Inc. P.O. Box 1606 Morristown, New Jersey 07962	Public Charity	Others	\$100.00

**WILLIAM E. SIMON FOUNDATION**

**E.I. No. 13-6217788**

**2011 Form 990-PF**

<u>Payment / Check Date</u>	<u>Payee Organization</u>	<u>Status of Recipient</u>	<u>Program Area</u>	<u>Amount</u>
11/1/2011	The Curran Principal Academy c/o Joseph D. Hansen 17 East 96th Street New York, New York 10128	Public Charity	Education	\$50,000.00
1/31/2011	The Willow School 1150 Pottersville Road Gladstone, New Jersey 07934	Public Charity	Education	\$5,000.00
7/18/2011	Thomas Aquinas College 10000 North Ojai Road Santa Paula, California 93060	Public Charity	Education	\$3,000.00
12/13/2011	Thomas B. Fordham Institute 1016 16th Street, NW 8th Floor Washington, District of Columbia 20036	Public Charity	Education	\$25,000.00
5/10/2011	Tibet House 22 West 15th Street New York, New York 10011	Public Charity	Others	\$5,000.00
12/6/2011	Tides Center P.O. Box 29907 San Francisco, California 94129	Public Charity	Others	\$700.00
11/8/2011	Tri-County Scholarship Fund 4 Century Drive 1st Floor Parsippany, New Jersey 07054	Public Charity	Education	\$1,000.00
6/6/2011	Tri-County Scholarship Fund 4 Century Drive 1st Floor Parsippany, New Jersey 07054	Public Charity	Education	\$10,000.00
8/22/2011	Tri-County Scholarship Fund 4 Century Drive 1st Floor Parsippany, New Jersey 07054	Public Charity	Education	\$5,000.00
2/7/2011	Trinitas Health Foundation 225 Williamson Street Elizabeth, NJ 07207	Public Charity	Others	\$10,000.00
4/18/2011	Trinitas Health Foundation 225 Williamson Street Elizabeth, NJ 07207	Public Charity	Others	\$5,000.00

**WILLIAM E. SIMON FOUNDATION**

E.I. No. 13-6217788

2011 Form 990-PF

<u>Payment / Check Date</u>	<u>Payee Organization</u>	<u>Status of Recipient</u>	<u>Program Area</u>	<u>Amount</u>
4/25/2011	Trinitas Health Foundation 225 Williamson Street Elizabeth, NJ 07207	Public Charity	Others	\$5,000.00
6/28/2011	UCLA Foundation 10920 Wilshire Blvd, 11th Floor Los Angeles, California 90024	Public Charity	Education	\$5,000.00
8/15/2011	United States Holocaust Memorial Museum 100 Raoul Wallenberg Place SW Washington, District of Columbia 20024	Public Charity	Others	\$25.00
1/24/2011	United States Squash Racquets Assoc 555 Eighth Avenue, Suite 1102 New York, New York 10018	Public Charity	Others	\$10,000.00
11/17/2011	University of California San Francisco Foundation Box 0248 San Francisco, California 94143-0248	Public Charity	Others	\$5,000.00
1/24/2011	University of Rochester Rochester, New York 14627	Public Charity	Education	\$20,000.00
11/8/2011	University of Rochester Rochester, New York 14627	Public Charity	Education	\$5,000.00
2/14/2011	University of Rochester Rochester, New York 14627	Public Charity	Education	\$10,000.00
9/26/2011	University of Rochester Rochester, New York 14627	Public Charity	Education	\$400,000.00
6/13/2011	University of Texas P.O. Box 7878 Austin, Texas 78713	Public Charity	Others	\$5,000.00
11/17/2011	University of Vermont Grasse Mount 411 Main Street Burlington, Vermont 05401-3470	Public Charity	Education	\$20,000.00
11/17/2011	University of Vermont Grasse Mount 411 Main Street Burlington, Vermont 05401-3470	Public Charity	Education	\$20,000.00
3/1/2011	University of Vermont Grasse Mount 411 Main Street Burlington, Vermont 05401-3470	Public Charity	Education	\$20,000.00

**WILLIAM E. SIMON FOUNDATION**

**E.I. No. 13-6217788**

**2011 Form 990-PF**

<u>Payment / Check Date</u>	<u>Payee Organization</u>	<u>Status of Recipient</u>	<u>Program Area</u>	<u>Amount</u>
10/11/2011	Vassar College 124 Raymond Avenue Poughkeepsie, New York 12604	Public Charity	Education	\$5,000.00
5/10/2011	Villanova University Development Office 800 Lancaster Avenue Villanova, Pennsylvania 19085-1673	Public Charity	Education	\$2,500.00
3/15/2011	Vroom Street Church 155 Vroom Street Jersey City, New Jersey 07306	Public Charity	Faith	\$19,500.00
3/7/2011	Washington Emergency Squad P.O. Box 4 Washington, New Jersey 07882	Public Charity	Others	\$100.00
7/18/2011	Wildlife Conservation Society 2300 Southern Blvd. Bronx, New York 10460-1068	Public Charity	Others	\$25.00
12/13/2011	Willow Creek Foundation 10 Liberty Ship Way, Suite 150 Sausalito, California 94965	Public Charity	Education	\$5,000.00
3/1/2011	Willow Creek Foundation 10 Liberty Ship Way, Suite 150 Sausalito, California 94965	Public Charity	Education	\$5,000.00
12/13/2011	Wilmington Fund 14 Castle Hill Wilmington, Vermont 05363	Public Charity	Others	\$10,000.00
6/6/2011	Witherspoon Institute 16 Stockton Street Princeton, New Jersey 08540	Public Charity	Faith	\$300,000.00
10/11/2011	Women Rising, Inc. 270 Fairmount Avenue Jersey City, New Jersey 07306	Public Charity	Family	\$50,000.00
12/13/2011	Worcester Academy 81 Providence Street Worcester, Massachusetts 01604	Public Charity	Education	\$1,000.00
1/11/2011	World Vision, Inc. P.O. Box 9716 Federal Way, Washington 98063	Public Charity	Others	\$35.00

WILLIAM E. SIMON FOUNDATION

E.I. No. 13-6217788

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<u>Payment / Check</u> <u>Date</u>	<u>Payee Organization</u>	<u>Status of Recipient</u>	<u>Program Area</u>	<u>Amount</u>
10/18/2011	World Vision, Inc. P.O. Box 9716 Federal Way, Washington 98063	Public Charity	Others	\$340.00
3/15/2011	World Vision, Inc. P.O. Box 9716 Federal Way, Washington 98063	Public Charity	Others	\$500.00
9/12/2011	World Vision, Inc. P.O. Box 9716 Federal Way, Washington 98063	Public Charity	Others	\$360.00
4/25/2011	Wyoming Presbyterian Church 432 Wyoming Avenue Millburn, New Jersey 07041	Public Charity	Faith	\$20,000.00
10/25/2011	Xavier High School 30 West 16th Street New York, New York 10011	Public Charity	Education	\$2,500.00
11/17/2011	Xavier High School 30 West 16th Street New York, New York 10011	Public Charity	Education	\$2,500.00
12/20/2011	YMCA of Greater New York 2 Castle Hill Road Bronx, New York 10473	Public Charity	Family	\$15,000.00
12/20/2011	YMCA-Palisades-Malibu 625 South New Hampshire Ave Los Angeles, California 90005	Public Charity	Family	\$11,936.00
7/11/2011	YMCA-Palisades-Malibu 625 South New Hampshire Ave Los Angeles, California 90005	Public Charity	Family	\$5,000.00
				<hr/> <b>\$8,575,865.31</b> <hr/>

## STATEMENT 13

William E. Simon Foundation  
 EIN 13-6217788  
 Grants Payable  
 12/31/2011

	<u>Totals</u>
All Hallows High School	50,000
Big Brothers Big Sisters of New York City	200,000
Bucknell University	200,000
Charter School Growth Fund	250,000
Children's Scholarship Fund	763,334
Community Foundation of New Jersey	400,000
Covenant House New Jersey	100,000
Ethics and Public Policy Center	360,000
Federalist Society	100,000
Foundation for Morristown Medical Center	2,571,948
Friends of Learning Community Charter School	87,500
Hamilton College	200,000
Heritage Foundation	225,000
Manhattan Institute	600,000
New City Kids Church	50,000
Pacific Research Institute	75,000
Pepperdine University	150,000
Philanthropy Roundtable	1,480,000
Princeton University	135,000
Saint Ignatius School	60,000
Saint Peter's Preparatory School	19,040
Sound Body Sound Mind Foundation	750,000
Student Sponsor Partners	100,000
Success Charter Network	500,000
Witherspoon Institute	300,000
Woodrow Wilson National Fellowship Foundation	<u>25,000</u>
Subtotal	9,751,822
Discounted Payable	<u>(325,238)</u>
Total Grants Payable	<u><u>9,426,584</u></u>

WILLIAM E. SIMON FOUNDATION

EIN: 13-6217788

## PART VIII, LINE 1

(A) NAME AND ADDRESS	(B) TITLE AND AVG. HOURS WORKED PER WEEK	(C) CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	(D) EXPENSE ACCT. OTHER ALLOWANCES	(E) COMPENSATION
J. PETER SIMON C/O WILLIAM E. SIMON & SONS, LLC 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	DIRECTOR/ CO-CHAIRMAN AS REQUIRED	0	0	0
WILLIAM E. SIMON, JR. C/O WILLIAM E. SIMON & SONS, LLC 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	DIRECTOR/ CO-CHAIRMAN/ ASST. SECRETARY AS REQUIRED	0	0	0
MARY B. SIMON STREEP C/O WILLIAM E. SIMON & SONS, LLC 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	DIRECTOR AS REQUIRED	0	0	0
CAROL LEIGH SIMON PORGES C/O WILLIAM E. SIMON & SONS, LLC 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	VICE PRESIDENT/ TREASURER DIRECTOR AS REQUIRED	0	0	0
AIMEE SIMON BLOOM C/O WILLIAM E. SIMON & SONS, LLC 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	VICE PRESIDENT/ SECRETARY DIRECTOR AS REQUIRED	0	0	0
JULIE SIMON MUNRO C/O WILLIAM E. SIMON & SONS, LLC 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	DIRECTOR AS REQUIRED	0	0	0
JOHANNA K. SIMON MORRIS C/O WILLIAM E. SIMON & SONS, LLC 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	DIRECTOR AS REQUIRED	0	0	0
DANIEL MOSLEY C/O WILLIAM E. SIMON & SONS, LLC 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	DIRECTOR AS REQUIRED	0	0	0
JAMES PIERESON C/O WILLIAM E. SIMON FOUNDATION 140 E. 45TH STREET NEW YORK, NY 10017	PRESIDENT/ DIRECTOR 40 HOURS	31,314	0	267,000
WILLIAM WACHENFELD C/O WILLIAM E. SIMON & SONS, LLC 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	DIRECTOR AS REQUIRED	0	0	0
MICHAEL OLIVERI C/O WILLIAM E. SIMON & SONS, LLC 310 SOUTH STREET, PO BOX 1913 MORRISTOWN, NJ 07962-1913	ASSISTANT TREASURER AS REQUIRED	0	0	0
TOTAL		<u>\$ 31,314</u>	<u>\$ -</u>	<u>\$ 267,000</u>

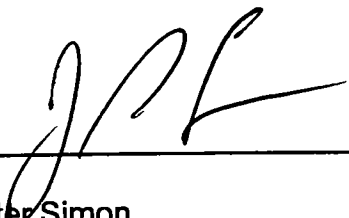
WILLIAM E. SIMON FOUNDATION

EIN. 13-6217788

PART VIII, LINE 2 (A) NAME AND ADDRESS	(B) TITLE AND AVG. HOURS WORKED PER WEEK	(C) CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	(D) EXPENSE ACCT. OTHER ALLOWANCES	(E) COMPENSATION
SARA FAY C/O WILLIAM E. SIMON FOUNDATION 140 E. 45TH STREET NEW YORK, NY 10017	40 HOURS	\$ 13,846		\$ 88,356
ALICE NEWTON C/O WILLIAM E. SIMON FOUNDATION 140 E. 45TH STREET NEW YORK, NY 10017	40 HOURS	\$ 13,743		\$ 87,752
ELIZABETH PERSING PALLA C/O WILLIAM E. SIMON FOUNDATION 140 E. 45TH STREET NEW YORK, NY 10017	40 HOURS	\$ 18,994		\$ 50,247
JENNIFER WOTOCHKEK C/O WILLIAM E. SIMON FOUNDATION 140 E. 45TH STREET NEW YORK, NY 10017	40 HOURS	\$ 6,895		\$ 106,382
TOTAL		\$ 53,478	\$ -	\$ 332,737

WILLIAM E. SIMON FOUNDATION INC.  
EIN: 13-6217788

I certify that the attached Sixth Amended and Restated  
By-Laws Dated April 12, 2011 are complete and accurate  
copies of the original documents.



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J. Peter Simon  
Director and Co-Chairman

**SIXTH AMENDED AND RESTATED**

**BY-LAWS DATED APRIL 12, 2011**

of the

**WILLIAM E. SIMON FOUNDATION, INC**

**ARTICLE I**

**Members**

**Section 1.** The Members of the Corporation shall consist of the persons who have signed the Certificate of Incorporation and such persons as may from time to time be admitted to membership as hereinafter provided.

**Section 2.** Any person may become a Member upon being elected by a majority vote of the Members present at any annual or special meeting of the Members at which there is a quorum present.

**Section 3.** Each Member shall continue to be a Member until his membership shall terminate by death or resignation, but the membership of any Member may be terminated at any time, with or without cause and with or without notice, either at a meeting or by action in writing, by a majority of all of the other Members.

**ARTICLE II**

**Meetings of Members**

**Section 1.** The annual meeting of the Members for the election of Directors, and for the transaction of such other business as may properly come before the meeting, shall be held at least once per annum on a date and time designated by the Members. Such annual meetings shall be general meetings and open of the transaction of any business within the powers of the Corporation without

special notice of such business, except in any case in which special notice is required by law, or by these By-Laws.

Section 2. Special meetings of the Members shall be called by the Secretary upon the request of the Board of Directors, or upon the written request of two Members and shall be held at such time as may be specified in such request, provided that the time so specified shall permit the giving of notice as hereinafter provided in Section 4 of this Article II.

Section 3. Each meeting of the Members shall be held at such place as shall be specified in the notice of such meeting, or waivers thereof.

Section 4. Notice of all meetings shall be given upon each member residing within the United States entitled to vote at such meetings, not less than ten nor more than forty days before the meeting. Such notice shall state the purpose or purposes for which the meeting is called, and the time when and the place where it is to be held. No notice of the time, place or purposes of any meeting need be given to any Member who attends such meeting in person or by proxy, or to any Member who, in writing executed and filed with the records of the Corporation, either before or after the holding of such meeting, waives such notice. Notice of all meetings of the Members shall be given to each Member by one of the following methods: (a) personal delivery of written notice; (b) first-class mail, postage paid; (c) telephone communication; (d) electronic mail (e-mail); or (e) facsimile. All such notices shall be given or sent to the Member's address, telephone number, e-mail address, or facsimile number as shown on the records of the Corporation.

Section 5. Each Member shall be entitled to one vote at all meetings of the Members of the Corporation. At all meetings of Members, each Member may vote either in person or by proxy, but no proxy shall be valid after the expiration of eleven months from the date of its execution unless the

Member executing it shall have specified therein its duration. Every proxy must be executed in writing by the Member or by his duly authorized attorney, but no proxy need be sealed, witnessed or acknowledged.

Section 6. At all meetings of the Members, the presence, in person or by proxy, of two-thirds of the Members shall be necessary and sufficient to constitute a quorum, and, except as otherwise provided by law or by these By-Laws, the act of the Members. In the absence of a quorum, a majority of the Members present in person or by proxy, or if no Member is present in person or by proxy, any officer entitled to preside at, or act as Secretary of, such meeting, without notice other than by announcement at the meeting, may adjourn the meeting from time to time, for a period of not more than thirty days at any one time, until a quorum shall attend.

Section 7. At each annual meeting of the Members, the Directors shall present a report, verified by the Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by the Corporation, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition, the amount applied, appropriated and expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made, and the names and places of residence of the persons who have been admitted to membership in the Corporation during such year; which report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

Section 8. Members may participate in a meeting of the Members through use of a conference telephone or similar communications equipment, so long as all Members participating in such meeting can hear one another.

Section 9. Any action permitted or required to be taken by the Members may be taken without a meeting, if the Members unanimously consent in writing to such action ("Written Consent of the Members"). Any Written Consent of the Members shall be filed with the minutes of the proceedings of the Members.

### ARTICLE III

#### Board of Directors

Section 1. The property, affairs and business of the Corporation shall be managed by the Board of Directors.

Section 2. The Board of Directors of the Corporation shall consist of not less than five or more than ten Directors. Such number may be increased or decreased by amendment of these By-Laws within the minimum and maximum number fixed in the Certificate of Incorporation. No director need be a Member of the corporation.

Section 3. The Directors, other than those named in the Certificate of Incorporation, shall be elected annually at the annual meetings of the Members, by a plurality of the votes cast, and each Director, whether elected at a an annual meeting or to fill a vacancy or otherwise, shall hold office until his successor shall have been elected, and shall qualify, or until his death or resignation, or until he shall have been removed in the manner hereinafter provided.

Section 4. If any vacancy shall occur in the Board of Directors for any cause, including an increase in the number of Directors, the vacancy may be filled by the remaining Directors, or a majority of them though less than a quorum.

Section 5. Any Director may be removed at any time, with or without cause and with or without notice, either at a meeting or by action in writing, by a majority of all Members of the Corporation.

#### ARTICLE IV

##### Meetings of Directors

Section 1. The annual meeting of the Board of Directors shall be held at least once per annum on such day as the Members determine.

Section 2. Regular meetings of the Board of Directors shall be held at such times and places as the Board may from time to time determine by resolution duly adopted at any meeting of the Board, and no further notice of any such meeting need be given.

Section 3. Special meetings of the Board of Directors shall be called by the Secretary upon the written request of two Directors, and shall be held at such time as may be specified in such request, provided that the time so specified shall permit the giving of notice as hereinafter provided in Section 5 of this Article IV.

Section 4. Each special meeting of the Board of Directors shall be held at such place as shall be specified in the notice of such meeting or waivers thereof.

Section 5. Notice of special meetings shall be given to each Director by one of the following methods: (a) personal delivery of written notice; (b) first-class mail, postage paid; (c) telephone

communication; (d) electronic mail (e-mail); or (e) facsimile. All such notices shall be given or sent to the Director's address, telephone number, e-mail address, or facsimile number as shown on the records of the Corporation at least two days before the day on which the meeting is to be held. No notice of the time, place or purposes of any meeting of the Board of Directors need be given to any Director who attends such meeting, or to any Director who, in writing, executed and filed with the records of the Corporation, either before or after the holding of such meeting, waives such notice.

Section 6. At all meetings of the Board of Directors the attendance of one-third of the Directors, but in no event less than two Directors, shall be necessary and sufficient to constitute a quorum, and, except as otherwise provided by law or by these By-Laws, the act of a majority of the Directors shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present, or if no Director is present, any officer entitled to preside at, or act as Secretary of, such meeting, without notice other than by announcement at the meeting, may adjourn the meeting from time to time, for a period of not more than thirty days at any one time, until a quorum shall attend.

Section 7. Action in Writing. Any action required or permitted to be taken at any meeting of the Board of Directors or any Committee thereof may be taken without a meeting, if all members of the Board or Committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or Committee.

Section 8. Directors may participate in a meeting of the Board through use of a conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another.

## ARTICLE V

### Executive Committee and Others

Section 1. The Board of Directors may, by resolution duly adopted at any meeting, appoint an Executive Committee consisting of such number of Directors as may be so appointed, but in no event less than three. Such Executive Committee, if appointed, shall have and may exercise during the intervals between meetings of the Board of Directors all of the powers of the Board of Directors in the management and control of the charitable activities, property, business and affairs of the Corporation which are not specifically required by law or by these By-Laws to be exercised by the full Board. The Directors appointed to the Executive Committee shall include the Co-Chairmen.

Section 2. Each member of the Executive Committee shall be and remain a member thereof and shall hold office until his successor shall have been appointed, or until he shall cease to be a Director, or until his death or resignation, or until he shall have been removed in the manner hereinafter provided.

Section 3. Except for the Co-Chairmen, any member of the Executive Committee may be removed at any time, with or without cause and with or without notice, by a vote of the majority of all Directors at any meeting of the Board of Directors. The Board of Directors may, by a resolution duly adopted at any meeting, dissolve the Executive Committee.

Section 4. If any vacancy shall occur in the Executive Committee, the vacancy may be filled at any meeting of the Board of Directors, or, in the interim between meetings of the Board of Directors may be filled by a majority of the remaining members of the Executive Committee, though less than a quorum.

Section 5. The Executive Committee may hold meetings at such time or times and at such place or places as it shall determine from time to time. Notice of meetings shall be given to each member of the Executive Committee by one of the following methods: (a) personal delivery of written notice; (b) first-class mail, postage paid; (c) telephone communication; (d) electronic mail (e-mail); or (e) facsimile. All such notices shall be given or sent to the member's address, telephone number, e-mail address, or facsimile number as shown on the records of the Corporation at least two days before the day on which the meeting is to be held. No notice of the time, place or purposes of any meeting of the Executive Committee need be given to any member who attends such meeting, or to any member who, in writing, executed and filed with the records of the Corporation, either before or after the holding of such meeting, waives such notice. The Executive Committee shall keep a record of such proceedings.

Section 6. At all meetings of the Executive Committee, the presence in person of members constituting a majority of the membership of the entire Executive Committee shall be necessary and sufficient to constitute a quorum, and except as otherwise provided by law or by these By-Laws, the act of a majority of the members present shall be the act of the Executive Committee.

Section 7. The Directors of the Corporation may from time to time, by resolution duly adopted at any meeting, appoint such other committees as they may deem advisable. The members of such committees need not be Members or Directors of the Corporation. Each such committee shall exercise such powers and perform such duties as may be delegated to it by the Board of Directors.

## ARTICLE VI

### Officers

Section 1. The elected officers of the Corporation shall be the Co-Chairmen, one or more Vice Presidents, a Secretary and a Treasurer. The Co-Chairmen shall be Members of the Corporation and no other officer need be a member of the Corporation. One person may hold any two of said offices.

Section 2. The Co-Chairmen shall be elected at the annual meeting or any special meeting of the Members and the other elected officers shall be elected at the annual meeting or any regular or special meeting of Directors by a majority vote of those present. Each such officer shall hold office until a successor is elected, or until his death or resignation, or until he shall have been removed. Any elected officer may be removed at any time, with or without cause and with or without notice, either at a meeting or by action in writing, by a majority of all the Directors of the Corporation. A vacancy in any elective office may be filled by the Directors of the Corporation at any meeting.

Section 3. The appointed officers of the Corporation shall be such Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers and additional officers as the Board of Directors may from time to time determine to appoint. All such appointed officers shall be appointed, hold office, and be subject to removal at the pleasure of the Board of Directors.

Section 4. The Co-Chairmen shall exercise general supervision over the business of the Corporation, subject, however, to the control of the Board of Directors. The Co-Chairmen shall preside at all meetings of the Members, of the Board of Directors, and of the Executive Committee, and in general shall perform all duties incident to the office of Chairman of the Corporation and such other duties as from time to time may be assigned to them by the Board of Directors, or by the Executive Committee, if any.

Section 5. In the absence or disability of one of the Co-Chairmen, the other Co-Chairmen shall act in the place of the absent or disabled Co-Chairmen and shall have such powers and perform such duties as may from time to time be prescribed for the Co-Chairmen under the By-laws of the Corporation.

Section 6. The Secretary shall keep the minute books and seal of the Corporation, record the minutes of the meetings of the Members and of the Board of Directors, and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the Board of Directors, or by the Executive Committee, if any.

Section 7. The Treasurer shall have custody of all property of the Corporation, and in general shall perform all duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him by the Board of Directors, or by the Executive Committee, if any.

Section 8. Officers and other persons authorized to receive or disburse funds of the Corporation may be required to furnish bonds for the faithful discharge of their duties, in such sums and with such surety and on such conditions as the Board of Directors, or the Executive Committee, if any, shall from time to time determine. The expense of such bonds shall be borne by the Corporation.

## ARTICLE VII

### Compensation of Officers

Section 1. No Director or other officer of the Corporation shall receive directly or indirectly any salary, compensation or emolument from the Corporation, either as such Director or officer, or in any other capacity, unless authorized at a meeting of the Board of Directors at which a quorum is present by the concurring vote of a majority of the Directors present at such meeting, nor shall any such Director or officer be interested directly or indirectly, in any contract relating to the operations

conducted by the Corporation, or in any contract for furnishing supplies thereto, unless authorized at a meeting of the Board of Directors at which a quorum is present by the concurring vote of a majority of the Directors present at such meeting.

#### ARTICLE VIII

##### Fiscal Year

The fiscal year of the Corporation shall coincide with the calendar year.

#### ARTICLE IX

##### Execution of Instruments

All documents, instruments or writings of any nature shall be signed, executed, sealed, verified, acknowledged and delivered by such officers, agents or employees of the Corporation and in such manner, as from time to time may be determined by the Board of Directors or by the Executive Committee, if any.

#### ARTICLE X

##### Seal

The corporate seal shall be circular in form and shall bear the name of the Corporation and words and figures denoting its organization under the laws of the State of New York and year thereof and otherwise shall be in such form as shall be approved from time to time by the Board of Directors.

#### ARTICLE XI

##### Cessation of Existence

The Trustees of the Foundation shall distribute all of its assets, pay all of its creditors and file a duly executed Certificate of Dissolution on or before December 31, 2029 unless otherwise ordered by a court of competent jurisdiction.

## ARTICLE XII

### Amendments

All By-Laws of the Corporation shall be subject to alteration or repeal, and new By-Laws may be made either (a) by the affirmative vote of a majority of the Members of the Corporation entitled to vote at any annual or special meeting, or (b) by the affirmative vote of at least a majority of the whole Board of Directors given at any meeting.

## ARTICLE XIII

### Indemnification of Directors and Officers

Section 1. The Corporation shall indemnify the Directors and officers of the Corporation against liability for monetary damages, costs and legal fees to the fullest extent permissible under New York law. To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under this Article XIII in defending against or responding to any proceeding covered hereunder shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is not entitled to be indemnified by the Corporation for those expenses.

Section 2. Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and Officers of the Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

## Application for Extension of Time To File an Exempt Organization Return

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

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

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

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

**Part I: Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>WILLIAM E. SIMON FOUNDATION INC.</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>13-6217788</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>140 EAST 45TH STREET, No. 14D</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10017</b>	

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

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

**WILLIAM E. SIMON & SONS LLC**

- The books are in the care of ▶ **310 SOUTH STREET, MORRISTOWN, NJ - 07962-1913**  
Telephone No. ▶ **973-898-0290** FAX No. ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶  calendar year **2011** or  
▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	<b>62,000.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>42,000.</b>
<b>c</b> Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>20,000.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions <b>WILLIAM E. SIMON FOUNDATION INC.</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>13-6217788</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>140 EAST 45TH STREET, No. 14D</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10017</b>	

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

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

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

**WILLIAM E. SIMON & SONS LLC**

• The books are in the care of  **310 SOUTH STREET, MORRISTOWN, NJ - 07962-1913**

Telephone No.  **973-898-0290** FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **November 15, 2012.**

5 For calendar year **2011**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

7 State in detail why you need the extension  
**ADDITIONAL TIME IS REQUIRED TO ACCUMULATE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	Ba	\$	<b>62,000.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	Bb	\$	<b>62,000.</b>
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	Bc	\$	<b>0.</b>

**Signature and Verification must be completed for Part II only.**

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

Signature   Title  **ASSISTANT TREASURER** Date  **8/1/12**