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

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

OMB No. 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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

Name of foundation JOSEPH T AND HELEN M SIMPSON FOUNDATION		A Employer identification number 23-6242538	
Number and street (or P O box number if mail is not delivered to street address) ONE M T PLAZA 8TH FLOOR		B Telephone number (see page 10 of the instructions) (716) 842-5506	
City or town, state, and ZIP code BUFFALO, NY 14203		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,066,061	J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)		950			
	2	Check ☐ if the foundation is not required to attach Sch B					
	3	Interest on savings and temporary cash investments					
	4	Dividends and interest from securities.		104,533	104,531		
	5a	Gross rents					
	b	Net rental income or (loss) _____					
	6a	Net gain or (loss) from sale of assets not on line 10		177,994			
	b	Gross sales price for all assets on line 6a _____ 549,184					
	7	Capital gain net income (from Part IV , line 2)			177,994		
	8	Net short-term capital gain				0	
	9	Income modifications					
	10a	Gross sales less returns and allowances					
b	Less Cost of goods sold						
c	Gross profit or (loss) (attach schedule)						
11	Other income (attach schedule)						
12	Total. Add lines 1 through 11		283,477	282,525			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc		41,907	41,907		
	14	Other employee salaries and wages			0	0	0
	15	Pension plans, employee benefits			0	0	
	16a	Legal fees (attach schedule)					0
	b	Accounting fees (attach schedule)					
	c	Other professional fees (attach schedule)					0
	17	Interest					0
	18	Taxes (attach schedule) (see page 14 of the instructions)		1,095	1,095		0
	19	Depreciation (attach schedule) and depletion		0	0		
	20	Occupancy					
	21	Travel, conferences, and meetings			0	0	
	22	Printing and publications			0	0	
	23	Other expenses (attach schedule)		114,670	114,670		
	24	Total operating and administrative expenses. Add lines 13 through 23		157,672	157,672	0	0
25	Contributions, gifts, grants paid		250,550			250,550	
26	Total expenses and disbursements. Add lines 24 and 25		408,222	157,672	0	250,550	
27	Subtract line 26 from line 12						
a	Excess of revenue over expenses and disbursements		-124,745				
b	Net investment income (if negative, enter -0-)			124,853			
c	Adjusted net income (if negative, enter -0-)				0		

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	60,406	33,791	33,791
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,453,946	2,452,770	4,032,270
	c	Investments—corporate bonds (attach schedule).	97,050		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,611,402	2,486,561	4,066,061	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	2,611,402	2,486,561	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	2,611,402	2,486,561	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,611,402	2,486,561	

Part III

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	2,611,402
2	Enter amount from Part I, line 27a	2	-124,745
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,486,657
5	Decreases not included in line 2 (itemize) ▶ _____	5	96
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,486,561

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	177,994
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	340,900	4,349,430	0 078378
2009	431,900	4,402,733	0 098098
2008	507,825	6,405,134	0 079284
2007	458,660	7,693,923	0 059613
2006	400,576	6,912,442	0 05795

2	Total of line 1, column (d).	2	0 373324
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 074665
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	4,508,405
5	Multiply line 4 by line 3.	5	336,619
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,249
7	Add lines 5 and 6.	7	337,868
8	Enter qualifying distributions from Part XII, line 4.	8	250,550

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,497
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	2,497
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	2,497
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	0
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	2,497
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☐	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ PA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of M AND T BANK Telephone no (716) 842-5506 Located at ONE M T PLAZA BUFFALO NY ZIP+4 14203			
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.			
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
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 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☒	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
M AND T TRUST CO ONE M AND T PLAZA 8TH FLOOR BUFFALO, NY 14203	TRUSTEE 10	17,907		
HUGH J T SIMPSON 76 EMLYN LANE MECHANICSBURG, PA 17015	EXECUTIVE DIRECTOR 10	24,000		
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	4,442,463
b	Average of monthly cash balances.	1b	134,598
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,577,061
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	4,577,061
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	68,656
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,508,405
6	Minimum investment return. Enter 5% of line 5.	6	225,420

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	225,420
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	2,497
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,497
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	222,923
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	222,923
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	222,923

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	250,550
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	250,550
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	250,550
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				222,923
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 2009 , 20 , 20		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.	73,732			
b From 2007.	78,210			
c From 2008.	187,618			
d From 2009.	211,763			
e From 2010.	123,428			
f Total of lines 3a through e.	674,751			
4 Qualifying distributions for 2011 from Part XII, line 4 \$ 250,550				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.				222,923
e Remaining amount distributed out of corpus	27,627			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	702,378			
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 page 27 of the instructions.		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	73,732			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	628,646			
10 Analysis of line 9				
a Excess from 2007.	78,210			
b Excess from 2008.	187,618			
c Excess from 2009.	211,763			
d Excess from 2010.	123,428			
e Excess from 2011.	27,627			

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	250,550
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	104,533	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	177,994	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .				282,527	
13 Total. Add line 12, columns (b), (d), and (e).			13		282,527

[illegible]

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
--------------------------	--------------------------	---------------------------------

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Additional Data

Software ID:
Software Version:
EIN: 23-6242538
Name: JOSEPH T AND HELEN M SIMPSON FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
360 FRONTIER COMMUNICATIONS CORP		2009-07-30	2011-02-16
1000 GENZYME CORP GENERAL DIVISION		2009-02-18	2011-02-16
8000 HARSCO CORP COMMON		2003-01-02	2011-02-16
500 LOCKHEED MARTIN CORP COMMON		2004-03-15	2011-02-16
500 NOVARTIS AG-ADR COMMON		2005-09-26	2011-02-16
500 HEWLETT PACKARD CO COMMON ~		2006-11-07	2011-10-24
100000 JP MORGAN CHASE 5 750% 1/02/13		2009-03-23	2011-10-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,406		2,854	552
75,249		74,203	1,046
284,343		128,400	155,943
40,434		22,283	18,151
27,780		24,985	2,795
12,905		19,465	-6,560
104,798		99,000	5,798

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			552
			1,046
			155,943
			18,151
			2,795
			-6,560
			5,798

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALZHEIMERS DISEASE RESEAR 15825 SHADY GROVE RD STE ROCKVILLE,MD 20850	NONE	MEDICAL RESEARCH	PUBLIC SUPPORT	300
AMERICAN CANCER SOCIETY ALLENBURY PO BOX 7 BOILING SPRINGS,PA 17007	NONE	EDUCATIONAL	PUBLIC SUPPORT	1,000
AMERICAN HEART ASSOCIATIO N CAPITAL REGION DIVISIO 1019 MUMMA RD WORMLEYSBURG,PA 17043	NONE	EDUCATIONAL	PUBLIC SUPPORT	250
AMERICAN RED CROSS OF SUSQUEHANNA VALLEY 1804 N SIXTH ST HARRISBURG,PA 17110	NONE	CHARITABLE WORK	PUBLIC SUPPORT	2,000
ARTHRITIS FOUNDATION CENTRAL PA CHAPTER 3544 N PROGRESS AVE HARRISBURG,PA 17110	NONE	EDUCATIONAL	PUBLIC SUPPORT	500
BETHESDA MISSION 611 REILLY STREET HARRISBURG,PA 17102	NONE	CHARITABLE WORK	PUBLIC SUPPORT	1,500
BOYS AND GIRLS CLUB OF CENTRAL PA 1227 BERRYHILL STREET HARRISBURG,PA 17104	NONE	PUBLIC SUPPORT	PUBLIC SUPPORT	3,000
CAREPO BOX 13677 PHILADELPHIA,PA 19101	NONE	CHARITABLE WORK	PUBLIC SUPPORT	1,000
CHILDREN FIRST FAIR WINDS GIRL SCOUT COUNCIL PO BOX 64702 DETROIT,MI 48264	NONE	PUBLIC SUPPORT	PUBLIC SUPPORT	500
FRIENDS OF THE STATE MUSEUM KEYSTONE BUILDING HARRISBURG,PA 17120	NONE	EDUCATION	PUBLIC SUPPORT	400
HARRISBURG AREA RIVERBOAT SOCIETY PO BOX 910 HARRISBURG,PA 17108	NONE	EDUCATIONAL	PUBLIC SUPPORT	300
HARRISBURG CHORAL SOCIETY PO BOX 450 HARRISBURG,PA 17108	NONE	EDUCATIONAL	PUBLIC SUPPORT	200
HARRISBURG SYMPHONY ASSOCIATION 800 CORPORATE CIRCLE HARRISBURG,PA 17110	NONE	EDUCATIONAL	PUBLIC SUPPORT	2,500
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON,DC 20002	NONE	EDUCATIONAL	PUBLIC SUPPORT	2,500
JOSEPH T SIMPSON PUBLIC LIBRARY 16 N CHESTNUT ST MECHANICSBURG,PA 17055	NONE	EDUCATIONAL	PUBLIC SUPPORT	1,100
MARKET SQUARE CONCERTS 525 W WINDING HILL RD MECHANICSBURG,PA 17055	NONE	EDUCATION	PUBLIC SUPPORT	1,500
MCDANIEL COLLEGE 2 COLLEGE HILL WESTMINSTER,MD 21157	NONE	EDUCATION	PUBLIC SUPPORT	1,500
METROPOLITAN OPERA GUILD LINCOLN CENTER NEW YORK,NY 10023	NONE	EDUCATION	PUBLIC SUPPORT	1,000
NATL RIGHT TO WORK LEGAL DEFENSE FDTN 8001 BRADDOCK ROAD SPRINGFIELD,VA 22160	NONE	PUBLIC SUPPORT	PUBLIC SUPPORT	200
OPEN STAGE OF HARRISBURG 223 WALNUT ST HARRISBURG,PA 17101	NONE	EDUCATION	PUBLIC SUPPORT	750
PHILADELPHIA ORCHESTRA C/O SUSAN GOULD 1420 LOCUST ST PHILADELPHIA,PA 19102	NONE	EDUCATION	PUBLIC SUPPORT	1,000
SAVE THE CHILDREN PO BOX 9160 CHELSEA,MA 02150	NONE	CHARITABLE	PUBLIC SUPPORT	500
SILVER SPRING PRES CHURCH SILVER SPRING RD MECHANICSBURG,PA 17055	NONE	CHARITABLE	PUBLIC SUPPORT	5,000
SPECIAL OLYMPICS PA 4076 MARKET STREET CAMP HILL,PA 17011	NONE	CHARITABLE	PUBLIC SUPPORT	450
UNITED WAY OF THE CAPITAL REGION 2235 MILLENIUM WAY ENOLA,PA 17025	NONE	CHARITABLE	PUBLIC SUPPORT	35,000
YMCA FRONT AND NORTH STREETS HARRISBURG,PA 17101	NONE	CHARITABLE	PUBLIC SUPPORT	5,000
WXP N3025 WALNUT ST PHILADELPHIA,PA 19104	NONE	CHARITABLE	PUBLIC SUPPORT	200
ASSOC OF SMALL FOUNDATION 4905 DEL RAY AVENUE BETHESDA,MD 20814	NONE	CHARITABLE	PUBLIC SUPPORT	500
HOMELAND CENTER 1901 N FIFTH STREET HARRISBURG,PA 17102	NONE	CHARITABLE	PUBLIC SUPPORT	1,500
WEST SHORE E M 503 N 21 STREET CAMP HILL,PA 17011	NONE	CHARITABLE	PUBLIC SUPPORT	200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COMMUNITY LIFE TEAM1119 S CAMERON STREET HARRISBURG,PA 17104	NONE	PUBLIC SAFETY	PUBLIC SUPPORT	200
CYSTIC FIBROSIS FOUNDATION3805 PAXTON ST HARRISBURG,PA 17111	NONE	EDUCATION	PUBLIC SUPPORT	500
FAMILY & CHILDRENS SERVICES OF THE CAP REG121 LOCUST STREET HARRISBURG,PA 17101	NONE	CHARITABLE	PUBLIC SUPPORT	400
GUIDING EYES FORTHE BLIND611 GRANITE SPRING ROAD YORKTOWN HEIGHTS,NY 10598	NONE	CHARITABLE	PUBLIC SUPPORT	400
HARRISBURG SHAKESPEARE FESTIVAL605 STRAWBERRY SQUARE HARRISBURG,PA 17101	NONE	EDUCATION	PUBLIC SUPPORT	500
HELP HOSPITALIZED VETERANSPO BOX 96928 WASHINGTON,DC 20077	NONE	CHARITABLE	PUBLIC SUPPORT	200
HEMLOCK GIRL SCOUT COUNCIL INC350 HALE AVE HARRISBURG,PA 17104	NONE	SERVICE	PUBLIC SUPPORT	200
HISTORICAL SOCIETY OF DAUPHIN COUNTY219 S FRONT STREET HARRISBURG,PA 17101	NONE	EDUCATION	PUBLIC SUPPORT	200
LINCOLN INSTITUTE1001 CONNECTICUT AVE NW WASHINGTON,DC 20036	NONE	EDUCATION	PUBLIC SUPPORT	250
MECHANICSBURG AREA MEALS ON WHEELS INCPO BOX 1093 MECHANICSBURG,PA 17055	NONE	CHARITABLE	PUBLIC SUPPORT	500
MENTAL HEALTH ASSOC3 CROSSGATES DRIVE 120 MECHANICSBURG,PA 17055	NONE	EDUCATION	PUBLIC SUPPORT	450
NATIONAL CIVIL WAR MUSEUMPO BOX 1861 HARRISBURG,PA 17105	NONE	EDUCATION	PUBLIC SUPPORT	400
NATIONAL MS SOCIETY OF CENTRAL PAPO BOX 2067 HARRISBURG,PA 17105	NONE	EDUCATION	PUBLIC SUPPORT	200
NEW HOPE MINISTRIES15 STATE RD MECHANICSBURG,PA 17055	NONE	CHARITABLE	PUBLIC SUPPORT	1,500
PA RIGHT TO WORK DEFENSE AND EDUCATION FDN225 STATE ST HARRISBURG,PA 17101	NONE	EDUCATION	PUBLIC SUPPORT	200
PROJECT HOPEPO BOX 96005 WASHINGTON,DC 20077	NONE	CHARITABLE	PUBLIC SUPPORT	200
SONSHINE MINISTRIESPO BOX 3006 HARRISBURG,PA 17105	NONE	EDUCATION	PUBLIC SUPPORT	3,500
ST JUDE CHILDRENS RESEARCH HOSPITALPO BOX 1818 MEMPHIS,TN 38101	NONE	CHARITABLE	PUBLIC SUPPORT	300
US SKI TEAM FOUNDATIONPO BOX 97254 WASHINGTON,DC 20077	NONE	CHARITABLE	PUBLIC SUPPORT	200
UCP CENTRAL PA925 KUBDA KABE CAMP HILL,PA 17011	NONE	EDUCATION	PUBLIC SUPPORT	900
UPPER ALLEN TOWNSHIP FIRE COMPANY104 GETTYSBURG PIKE MECHANICSBURG,PA 17055	NONE	CHARITABLE	PUBLIC SUPPORT	200
USOPO BOX 1445 MERRIFIELD,VA 22116	NONE	CHARITABLE	PUBLIC SUPPORT	200
WEDNESDAY CLUB SCHOLARSHIP FUND301 MARKET STREET HARRISBURG,PA 17101	NONE	EDUCATION	PUBLIC SUPPORT	500
WESLEY PRE-SCHOOLFILBERT AND SIMPSON ST MECHANICSBURG,PA 17055	NONE	EDUCATION	PUBLIC SUPPORT	250
WETA2775 S QUINCY ST ARLINGTON,VA 22206	NONE	CHARITABLE	PUBLIC SUPPORT	250
CENTRAL PA FOOD BANK3908 COREY HARRISBURG,PA 17109	NONE	CHARITABLE	PUBLIC SUPPORT	1,000
BILL OF RIGHTS INSTITUTE200 NORTH GLEBE RD SUITE 1050 ARLINGTON,VA 22203	NONE	N/A	PUBLIC SUPPORT	300
COMMONWEALTH FOUNDATION 225 STATE STREET SUITE 302 HARRISBURG,PA 17101	NONE	N/A	PUBLIC AWARENESS	1,000
FOUNDATION FOR ENHANCING COMMUNITIEPO BOX 678 HARRISBURG,PA 17108	NONE	N/A	PUBLIC AWARENESS	2,750
FUND FOR AMERICAN STUDIES 1706 NE HAMPSHIRE AVENUE WASHINGTON,DC 20009	NONE	N/A	EDUCATIONAL	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STATE STREET ACADEMY OF MUSIC110 STATE STREET HARRISBURG,PA 17101	NONE	N/A	EDUCATION	500
WORLD SURGICAL FOUNDATION C/O NANCY COHEN2600 N THIRD ST HARRISBURG,PA 17110	NONE	N/A	CHARITABLE	1,000
CAPITAL AREA SCHOOL FOR THE ARTS223 WALNUT ST HARRISBURG,PA 17101	NONE	N/A	EDUCATION	1,000
CENTRAL PA YOUTH BALLET5 NORTH ORANGE ST SUITE 3 CARLISLE,PA 17013	NONE	N/A	PUBLIC SUPPORT	500
CUMBERLAND COUNTY HISTORICAL SOCIETY21 N PLATT STREET CARLISLE,PA 17013	NONE	N/A	PUBLIC SUPPORT	1,000
CULTURAL ENRICHMENT FUND 301 MARKET ST HARRISBURG,PA 17108	NONE	N/A	PUBLIC SUPPORT	4,000
RONALD MCDONALD HOUSE745 W GOVERNOR RAOD HERSHEY,PA 17033	NONE	N/A	PUBLIC SUPPORT	800
TAX FOUNDATION2001 L STREET NW WASHINGTON,DC 20077	NONE	N/A	PUBLIC INTEREST	200
CHILDRENS MIRACLE NETWORK-PENN STATE CHILDRENS HOSPITAL500 UNIVERSITY DRIVE HERSHEY,PA 17033	NONE	NONE	PROVIDE MEDICAL CARE FOR CHILDREN	300
WYOMING SEMINARY201 NORTH SPRAGUE AVE KINGSTON,PA 18704	NONE	N/A	EDUCATION	1,000
NATIVITY SCHOOL OF HARRISBURG2135 NORTH 6TH ST HARRISBURG,PA 17110	NONE	NONE	EDUCATION	500
SIDNEY KIMMEL CANCER CENTER JOHNS HOPKINS MEDICAL CENTER401 N BROADWAY BALTIMORE,MD 21231	NONE	N/A	CANCER CARE AND RESEARCH	500
VERMONT ACADEMY20 PLEASANT ST SAXTONS RIVER,VT 05154	NONE	EDUCATION	PUBLIC SUPPORT	1,000
US FUND FOR UNICEF333 EAST 38TH STREET NEW YORK,NY 10016	NONE	CHARITABLE	PUBLIC SUPPORT	1,000
LEUK & LYMP SOC CENT PA CHAP 800 CORPORATE CIRCLE SUITE 100 HARRISBURG,PA 171109346	NONE	CHARITABLE	PUBLIC SUPPORT	200
WCNYPO BOX 2400 SYRACUSE,NY 13220	NONE	EDUCATION	PUBLIC SUPPORT	200
PINNACLE HEALTH FOUNDATION P O BOX 8700 HARRISBURG,PA 171058700	NONE	CHARITABLE	PUBLIC SUPPORT	120,500
DAUPHIN COUNTY LIBRARY SYSTEMS101 WALNUT ST HARRISBURG,PA 17101	NONE	EDUCATION	PUBLIC SUPPORT	500
SALVATION ARMY INC OF HBGPO BOX 2205 HARRISBURG,PA 171052205	NONE	N/A	PUBLIC SUPPORT	3,500
MESSIAH COLLEGEPO BOX 3010 GRANTHAM,PA 17027	NONE	EDUCATION	PUBLIC SUPPORT	1,000
GOODWILL IND OF CENTRAL PENNAP O BOX 3155 HARRISBURG,PA 17105	NONE	CHARITABLE	PUBLIC SUPPORT	1,500
HUMANE SOCIETY OF HARRISBURG7790 GRAYSON ROAD HARRISBURG,PA 17111	NONE	PUBLIC SAFETY	PUBLIC SUPPORT	500
YOUNG WOMEN'S CHRISTIAN ASSOC OF GRTR HARRISBURG JOHN CRAIN KUNKEL CENTER HARRISBURG,PA 17103	NONE	CHARITABLE	PUBLIC SUPPORT	2,000
METHODIST HOME FOR CHILDREN 5120 SIMPSON FERRY ROAD MECHANICSBURG,PA 17050	NONE	CHARITABLE	PUBLIC SUPPORT	750
THEATRE HARRISBURG513 HURLOCK STREET HARRISBURG,PA 171101489	NONE	EDUCATION	PUBLIC SUPPORT	2,500
CUMB-PERRY ASSN RET CIT CTR IND262 SILVER SPRING ROAD MECHANICSBURG,PA 17055	NONE	EDUCATION	PUBLIC SUPPORT	1,000
TRI-CNTY MENTAL HEALTH ASSN NKAMENTAL HEALTH ASSN OF CAPITAL REGIO MARYSVILLE,PA 17053	NONE	N/A	MENTAL HEALTH EDUCATION AND SUPPORT	250
WITFCAPITAL CAMPAIGN HARRISBURG,PA 17111	NONE	EDUCATION	PUBLIC SUPPORT	2,500
TRINITY HIGH SCHOOL3601 SIMPSON FERRY ROAD CAMP HILL,PA 17011	NONE	N/A	EDUCATION	2,000
TEEN CHALLENGE-HARRISBURG PO BOX 3143 HARRISBURG,PA 17105	NONE	EDUCATION	PUBLIC SUPPORT	400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GAUDENZIA1910 N SECOND STREET HARRISBURG,PA 17102	NONE	CHARITABLE	PUBLIC SUPPORT	300
HOSPICE OF CENTRAL PENNSYLVANIA1320 LINGLESTOWN ROAD HARRISBURG,PA 17110	NONE	MEDICAL SUPPORT	PUBLIC SUPPORT	1,500
HARRISBURG ACADEMYATTN DAVID ZETT WORMLEYSBURG,PA 17043	NONE	EDUCATION	PUBLIC SUPPORT	200
BIG BROTHERS BIG SISTERS OF CAP REG1500 NORTH 2ND STREET HARISBURG,PA 17102	NONE	EDUCATION	PUBLIC SUPPORT	200
HUMMELSTOWN HISTORICAL SOCIETYN ROSANNA NORTH ALLEY HUMMELSTOWN,PA 17036	NONE	EDUCATION	PUBLIC SUPPORT	250
SUSQUEHANNA ART MUSEUM301 MARKET STREET HARRISBURG,PA 17101	NONE	EDUCATION	PUBLIC SUPPORT	250
CONCERTANTE1000 NORTH FRONT STREET SUITE 503 WORMLEYSBURG,PA 17043	NONE	EDUCATION	PUBLIC SUPPORT	300
WORLD YOUTH CRUSADE FOR FREEDOM710 PINE ST SUITE 100 HERNDON,VA 22070	NONE	EDUCATION	PUBLIC SUPPORT	500
LEADERSHIP INSTITUTE1101 NORTH HIGHLAND STREET ARLINGTON,VA 22201	NONE	EDUCATION	PUBLIC SUPPORT	2,000
WASHINGTON LEGAL FDN2009 MASSACHUSETTS AVE NW WASHINGTON,DC 20036	NONE	CHARITABLE	PUBLIC SUPPORT	500
FOUNDATION ENDOWMENT611 CAMERON STREET ALEXANDRIA,VA 22314	NONE	N/A	EDUCATIONAL	500
CITIZENS AGAINST GOVT WASTEPO BOX 96564 WASHINGTON,DC 20077	NONE	EDUCATION	PUBLIC SUPPORT	350
NATIONAL PARKINSON FOUNDATIONPO BOX 02-5163 MIAMI,FL 331025163	NONE	CHARITABLE	PUBLIC SUPPORT	200
ST LABRE INDIAN SCHOOLPO BOX 216 ASHLAND,MT 590030216	NONE	EDUCATION	PUBLIC SUPPORT	700
SOUTHWEST INDIAN FOUNDATION PO BOX 86 GALLUP,NM 87302	NONE	EDUCATION	PUBLIC SUPPORT	200
Total  3a				250,550

**TY 2011 Investments Corporate
Bonds Schedule**

Name: JOSEPH T AND HELEN M SIMPSON FOUNDATION
EIN: 23-6242538

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JP MORGAN CHASE 5.75% 01/02/13		

TY 2011 Investments Corporate
Stock Schedule

Name: JOSEPH T AND HELEN M SIMPSON FOUNDATION
EIN: 23-6242538

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COLGATE PALMOLIVE COMPANY	41,259	73,912
PEPSICO INC	44,087	66,350
JOHNSON & JOHNSON	65,721	78,696
WELLS FARGO & COMPANY	40,324	55,120
CHEVRONTEXACO CORP	76,440	212,800
BOEING COMPANY	29,864	44,010
HARSCO CORP	145,541	658,860
TEVA PHARMACEUTICALS	29,295	40,360
MICROSOFT CORP	26,864	25,960
AMGEN INC	47,520	51,368
EXPRESS SCRIPTS INC	31,709	178,760
J P MORGAN CHASE & CO	27,108	23,275
CISCO SYSTEMS INC	53,564	72,320
INTERNATIONAL BUSINESS MACHINE	49,833	91,940
HARBOR INT'L FUND #11	281,339	308,428
EMERSON ELECTRIC	77,528	139,770
VERIZON COMMUNICATIONS	43,760	60,180
EXXON MOBIL	35,570	84,760
CONOCOPHILLIPS	96,401	221,671
ABBOTT LABORATORIES	41,590	56,230
LOCKHEED MARTIN		
EXELON	33,401	43,370
UNITED TECHNOLOGIES	42,872	58,472
TARGET CORP	43,600	40,976
CVS	58,640	108,883
PROCTOR AND GAMBLE	56,847	66,710
BAXTER INTERNATIONAL	38,220	49,480
GENZYME		
GILEAD SCIENCES	55,850	81,860
NOVARTIS AG		
EOG RESOURCES	50,533	68,957
SCHLUMBERGER LTD	54,330	47,817
GOLDMAN SACHS GROUP	81,240	45,215
APPLE COMPUTER INC	36,616	162,000
HEWLETT PACKARD CO		
QUALCOMM INC	37,750	54,700
CRM MID CAP VALUE FUND	178,042	172,914
FEDERATED STRAT VAL FUND	52,127	37,899
PHILIP MORRIS INTERNATIONAL	30,646	62,784
SOUTHWESTERN ENERGY CO	16,417	12,776
INTUITIVE SURGICAL INC	32,302	138,903
FRONTIER COMMUNICATIONS		
RS GLOBAL NATURAL RESOURCES	37,748	38,828
AIR PRODUCTS & CHEMICALS	28,212	25,557
DUPONT E I DE NE MOURS	21,912	18,312
FREEPORT MCMORAN COPPER & GOLD	21,840	14,716
NATIONAL OILWELL VARCO	40,490	33,995
METLIFE INC	23,590	15,590
T ROWE PRICE GRP	28,064	22,780
GOOGLE INC	31,164	32,295
VANGUARD SM CAP VALUE #860	35,000	31,711

TY 2011 Other Decreases Schedule

Name: JOSEPH T AND HELEN M SIMPSON FOUNDATION

EIN: 23-6242538

Description	Amount
RETURN OF CAPITAL FRONTIER	95
ROUNDING	1

TY 2011 Other Expenses Schedule

Name: JOSEPH T AND HELEN M SIMPSON FOUNDATION

EIN: 23-6242538

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NON-ALLOCABLE EXPENSE -	114,670	114,670		0

TY 2011 Taxes Schedule**Name:** JOSEPH T AND HELEN M SIMPSON FOUNDATION**EIN:** 23-6242538

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	65	65		0
FOREIGN TAXES ON QUALIFIED FOR	1,030	1,030		0