Form **990-PF**

Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
THE MELVIN AND BREN SIMON CHARITABLE FOUNDATION NUMBER ONE

Number and street (or P.O box number if mail is not delivered to street address) | Room/suite
10110 DITCH ROAD

City or town, state, and ZIP code
CARMEL, IN 46032

A Employer identification number
35-2049367

B Telephone number
317-844-9467

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 24,525,486.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,300,000.		N/A	
	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	582,060.	582,060.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<39,617.>			
	b Gross sales price for all assets on line 6a 10,512,453.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	23,980.	21,942.		STATEMENT 2
	12 Total. Add lines 1 through 11	2,866,423.	604,002.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	20,850.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	30,837.	1,077.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	71,246.	71,246.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	122,933.	72,323.		0.
	25 Contributions, gifts, grants paid	3,775,206.			3,775,206.
	26 Total expenses and disbursements. Add lines 24 and 25	3,898,139.	72,323.		3,775,206.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,031,716.>			
	b Net investment income (if negative, enter -0-)		531,679.		
	c Adjusted net income (if negative, enter -0-)			N/A	

123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2011)

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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	88,536.	2,048,754.	2,048,754.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	328,459.	252,773.	272,313.
	b Investments - corporate stock STMT 8	452,827.	2,548,246.	2,551,964.
	c Investments - corporate bonds STMT 9	17,772,608.	8,785,448.	8,767,398.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ OTHER INVESTMENTS)	6,185,074.	10,020,305.	10,885,057.
	16 Total assets (to be completed by all filers)	24,827,504.	23,655,526.	24,525,486.
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	24,827,504.	23,655,526.	
	30 Total net assets or fund balances	24,827,504.	23,655,526.	
	31 Total liabilities and net assets/fund balances	24,827,504.	23,655,526.	

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	24,827,504.
2	Enter amount from Part I, line 27a	2	<1,031,716.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	23,795,788.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	140,262.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,655,526.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	10,512,453.		10,552,070.	<39,617.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				<39,617.>

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** <39,617.>

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	2,625,972.	26,950,198.	.097438
2009	2,850,553.	27,818,353.	.102470
2008	5,364,653.	49,439,945.	.108508
2007	5,884,862.	49,684,822.	.118444
2006	1,406,583.	40,452,656.	.034771

2	Total of line 1, column (d)	2	.461631
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	.092326
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	25,135,814.
5	Multiply line 4 by line 3	5	2,320,689.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,317.
7	Add lines 5 and 6	7	2,326,006.
8	Enter qualifying distributions from Part XII, line 4	8	3,775,206.

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 ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b		1	5,317.
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	5,317.
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	5,317.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 11,704.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	11,704.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	6,387.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	6,387. **Refunded** ▶	11	0.

Part VII-A **Statements Regarding Activities**

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BREN SIMON Telephone no. ▶ 317-844-9467

Located at ▶ 10110 DITCH ROAD, CARMEL, IN ZIP+4 ▶ 46032

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

			Yes	No
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		X
	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

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

(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
BREN SIMON 10110 DITCH ROAD CARMEL, IN 46032	TRUSTEE 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	24,186,860.
b	Average of monthly cash balances	1b	1,331,733.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	25,518,593.
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	25,518,593.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	382,779.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,135,814.
6	**Minimum investment return.** Enter 5% of line 5	6	1,256,791.

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

1	Minimum investment return from Part X, line 6	1	1,256,791.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 5,317.		
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b 83.		
c	Add lines 2a and 2b	2c	5,400.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,251,391.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,251,391.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,251,391.

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	3,775,206.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,775,206.
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	5,317.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,769,889.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,251,391.
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 534,136.				
b From 2007 3,443,935.				
c From 2008 2,905,873.				
d From 2009 2,850,553.				
e From 2010 2,632,100.				
f Total of lines 3a through e	12,366,597.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 3,775,206.				
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) **	3,775,206.			
d Applied to 2011 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,251,391.			1,251,391.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	14,890,412.			
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	14,890,412.			
10 Analysis of line 9:				
a Excess from 2007 2,726,680.				
b Excess from 2008 2,905,873.				
c Excess from 2009 2,850,553.				
d Excess from 2010 2,632,100.				
e Excess from 2011 3,775,206.				

** SEE STATEMENT 10

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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:

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE				3,775,206.
Total			▶ 3a	3,775,206.
b *Approved for future payment*				
SEE ATTACHED SCHEDULE				8,246,666.
Total			▶ 3b	8,246,666.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	582,060.	
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	900000	1,554.	01	23,980.	
8 Gain or (loss) from sales of assets other than inventory			18	<39,617.>	
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)		1,554.		566,423.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	567,977.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

▶ [signature] 11-5-12 ▶ TRUSTEE

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARK N. BERNSTEIN	MARK N. BERNSTEIN	11/09/12		P00045271

Firm's name ▶ KSM BUSINESS SERVICES, INC. Firm's EIN ▶ 35-2123203

Firm's address ▶ P.O. BOX 40857
INDIANAPOLIS, IN 46240-0857 Phone no. (317) 580-2000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization
THE MELVIN AND BREN SIMON CHARITABLE FOUNDATION NUMBER ONE

Employer identification number
35-2049367

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).

Name of organization	Employer identification number
THE MELVIN AND BREN SIMON CHARITABLE FOUNDATION NUMBER ONE	35-2049367

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	MELVIN SIMON & ASSOCIATES 225 WEST WASHINGTON STREET INDIANAPOLIS, IN 46204-3438	$ 2,300,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE MELVIN AND BREN SIMON CHARITABLE FOUNDATION NUMBER ONE	35-2049367

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
		$	

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

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

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

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

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

Name of organization

THE MELVIN AND BREN SIMON CHARITABLE FOUNDATION NUMBER ONE

Employer identification number

35-2049367

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

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	STIFEL 4407 - ISHARES SILVER TRUST	P	01/30/09	02/08/11
b	STIFEL 8077 - ALLSTATE CORP	P	05/03/11	09/06/11
c	STIFEL 8077 - ALLSTATE CORP	P	06/21/11	09/06/11
d	STIFEL 8077 - CUMMINS INC	P	09/06/11	11/29/11
e	STIFEL 8077 - FRONTIER COMMUNICATIONS	P	04/08/11	08/25/11
f	STIFEL 8077 - PENNEY JC COMPANY INC	P	07/21/11	11/29/11
g	STIFEL 9606 - SEE ATTACHED	P		
h	STIFEL 9606 - SEE ATTACHED	P		
i	SEAMANS GLOBAL K-1			
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

	(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	234,888.		100,655.	134,233.
b	15,867.		22,248.	<6,381.>
c	8,544.		10,511.	<1,967.>
d	26,733.		25,280.	1,453.
e	18,852.		20,849.	<1,997.>
f	19,662.		20,618.	<956.>
g	2,512,532.		2,563,926.	<51,394.>
h	7,656,897.		7,767,702.	<110,805.>
i			20,281.	<20,281.>
j	18,478.			18,478.
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				134,233.
b				<6,381.>
c				<1,967.>
d				1,453.
e				<1,997.>
f				<956.>
g				<51,394.>
h				<110,805.>
i				<20,281.>
j				18,478.
k				
l				
m				
n				
o				

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	<39,617.>
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

123591
05-01-11

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	128,204.	18,478.	109,726.
INTEREST	462,491.	0.	462,491.
KC PARTNERS	7,072.	0.	7,072.
SEAMANS GLOBAL QP	2,771.	0.	2,771.
TOTAL TO FM 990-PF, PART I, LN 4	600,538.	18,478.	582,060.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
KC PARTNERS INCOME	2,078.	2,078.	
SEAMANS GLOBAL INCOME	19,553.	19,553.	
US TREASURY	484.	0.	
MISC INCOME	311.	311.	
KC PARTNERS INCOME - UBIT	1,554.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	23,980.	21,942.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	20,850.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	20,850.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES FROM K-1'S	490.	490.		0.
FOREIGN TAXES	587.	587.		0.
TAX PAYMENTS	29,760.	0.		0.
TO FORM 990-PF, PG 1, LN 18	30,837.	1,077.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXPENSES FROM SEAMANS GLOBAL K-1	7,877.	7,877.		0.
EXPENSES FROM KC PARTNERS K-1	28,887.	28,887.		0.
INVESTMENT FEES	34,482.	34,482.		0.
TO FORM 990-PF, PG 1, LN 23	71,246.	71,246.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
BOOK TAX DIFFERENCES RELATED TO KC PARTNERS K-1	136,383.
BOOK TAX DIFFERENCES RELATED TO SEAMANS GLOBAL K-1	3,879.
TOTAL TO FORM 990-PF, PART III, LINE 5	140,262.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS	X		252,773.	272,313.
MUNICIPAL BONDS		X	0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS			252,773.	272,313.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			252,773.	272,313.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	2,548,246.	2,551,964.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,548,246.	2,551,964.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	8,785,448.	8,767,398.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,785,448.	8,767,398.

Melvin and Bren Simon Charitable Foundation #1
Holdings
12/31/2011

Description	Book Value	FMV
Corporate Stock - Part II, Line 10b		
AT&T Inc	21,181	21,168
Anheuser busch	28,047	30,495
Bristol Myers Squibb	31,497	40,526
CVS Caremark Corp	20,085	22,429
Cablevision Sys Corp	29,824	28,440
Calpine Corp New	979	1,110
Centurylink Inc	39,624	37,200
Chevron Corp	20,374	21,280
Cisco Systems	19,776	21,696
Coca-Cola Co	29,781	31,486
Diageo Plc	28,254	30,597
General Mills Inc	21,106	22,226
Goldcorp Inc	21,152	17,700
Imperial Tobacco Grp	21,420	22,602
Intel Corp	30,742	33,950
Johnson & Johnson	29,066	29,511
Kimberly Clark Corp	21,294	23,907
Kinross Gold Corp	19,812	14,820
Kraft Foods	29,553	33,624
Mastercard Inc	20,812	27,962
Microsoft Corp	38,833	40,238
Nestle S A Spnsd Adr	31,227	28,855
Newmont Mining Corp	19,619	22,504
Old Co Lukoil	32,538	25,270
Pfizer Inc	30,577	32,460
Procter & Gamble Co	20,689	22,348
Quanta Services Inc	53,218	56,004
Rayonier Inc	22,429	24,547
Rogers Communications Inc	29,828	31,771
Siliconware Precision	30,276	20,928
Telephone & Data Systems	42,232	35,715
Time Warner Inc	20,217	19,877
Vodafone Group	39,138	42,045
Transocean Limited	21,193	13,437
Market Vectors Etf Trust	19,915	17,280
FPA FDS TR FPA Crescent Portfolio	1,029,258	978,671
Lifepoint Inc.	93,300	2
Goldcorp Inc	40,217	40,931
Iamgold Corp	123,119	88,760
Newmont Mining Corp	69,211	72,012
SPDR Gold Trust	256,836	425,572
Total Corporate Stock	2,548,246	2,551,964
Corporate Bonds - Part II, Line 10c		
ACACIA FEDL SAVINGS BANK	98,088	99,631
Ally Bank	20,433	20,418
Ally Bank	23,173	23,268
Ally Bank	50,000	51,265
ALLY BANK	19,000	19,056
ALLY BANK	26,000	26,704
ALLY BANK	50,000	49,972
American Express	15,450	15,056
AMERICAN EXPRESS BK FSB	126,712	126,147
American Express Centurion Bank	25,000	24,928
American Express Centurion Bank	36,664	36,373
AMERICAN EXPRESS CR CORP	16,616	15,767
AMERICAN FEDERAL BANK	50,000	51,275
AMES COMMUNITY BANK	75,000	77,002
Bank America	22,569	22,254
BANK AMERICA FUNDING	32,805	30,880
BANK OF AMERICA	5,043	4,787
BANK OF AMERICA	10,757	9,588
Bank of Northern MI	15,000	15,115
BANK OF NORTHERN MI	50,175	51,427
Bank One Corp	80,485	79,199
BAR HARBOR BANK & TRUST	20,882	20,942
Barclays Bank Deleware	73,218	73,184
Barclays Bank Deleware	30,799	30,764
Barclays Bank Deleware	25,613	25,592
Barclays Bank Deleware	26,230	26,082
BB&T Corp	54,791	53,530
Beal Bank USA Las Vegas	50,000	50,000

Beal Bank USA Las Vegas	50,000	49,954
BMW Bank North America	10,340	10,075
BMW Bank North America	91,526	92,384
BMW Bank North America	90,000	93,094
Boeing Capital Corp	21,655	20,180
Branch BKG & TR Company	77,400	75,329
Brand Banking Company	177,100	178,489
BUSINESS BK OF ST LOUIS	14,981	15,429
Byron Bank	100,000	101,651
CAPITAL BANK	51,294	51,994
Capmark Bank	50,544	50,089
CAROLINA PREMIER BANK	30,578	30,920
CELTIC BANK	100,850	102,880
Centurytel	10,393	10,046
Cit Bank	15,575	15,523
Cit Bank	25,000	24,957
Cit Bank	40,000	39,951
Cit Bank	20,571	20,637
CITIBANK NA	27,219	26,974
Citizens Bank	100,425	101,522
Coastal BK & TR Florida	200,000	200,284
Columbus BK & TR Company	100,000	101,084
Comcast	59,580	52,141
COMMERCE BANK	75,000	76,505
Community Bank & Trust	100,500	100,737
COMMUNITY FIRST BANK	10,504	10,503
Compass Bank	50,000	49,965
Discover Bank	7,306	7,326
Discover Bank	40,000	39,942
Discover Bank	100,000	101,804
Doral Bank	25,000	25,385
Doral Bank	39,234	39,587
DOW CHEMICAL CO	21,016	20,521
DOW CHEMICAL CO	25,803	25,652
DUKE REALTY LTD PARTRSHP	32,139	31,409
ENERBANK USA	10,349	10,317
ENERBANK USA	30,000	30,917
Federal Express Corp	59,065	51,936
Fedl Natl Mtg Assn	29,890	29,643
FIRST AMERICAN BANK	100,000	102,660
First Business Bank	91,526	91,920
First Cent BK McCook NA	93,675	92,670
FIRST FED S&L BUCKS CNTY	15,185	15,429
FIRST FEDERAL SVGS BANK	90,000	92,714
First NA	19,740	19,652
Firstbank Puerto Rico	10,046	10,021
Firstbank Puerto Rico	50,000	50,758
FLORIDA BANK	75,000	76,976
Flushing Savings	20,597	20,606
FORD MOTOR CREDIT	81,286	79,525
Fortunebank	65,000	65,560
FSGBANK NA	83,285	83,090
FSGBANK NA	150,949	153,488
GE Capital Financial	25,775	25,732
GE CAPITAL FINL INC	41,774	41,572
GE Money Bank	20,370	20,610
GE Money Bank	33,875	33,041
GE Money Bank	100,000	101,105
General Electric Cap Co	27,524	27,091
General Electric Cap Corp	54,882	53,333
General Electric Cap Corp	17,201	17,209
General Electric Cap Corp	50,655	50,749
General Electric Cap Corp	54,180	52,106
General Electric Cap Corp	42,547	42,163
General Electric Cap Corp	10,780	10,225
General Electric Cap Corp	10,105	9,948
General Electric Cap Corp	28,733	26,913
General Electric Cap Corp	81,796	80,876
GENOA BANKING COMPANY	75,775	77,122
GOLD COAST BANK	50,991	50,592
Goldman Sachs Group	156,755	153,050
Goldman Sachs Bank	92,629	94,290
Goldman Sachs Bank	27,355	27,246
Goldman Sachs Group	32,118	30,594
Goldman Sachs Group	54,054	50,849
Goldman Sachs Group	54,098	50,880
HARRIS NA	20,000	20,024
HERITAGE BANK	26,250	26,198
Indiana MI Power Company	27,255	26,027
Inland Bank & Trust	75,000	76,193

International Bank	75,000	75,320
ISB COMMUNITY BANK	150,000	153,635
JP Morgan Chase & Co	52,805	51,867
JP Morgan Chase & Co	53,693	52,271
JP Morgan Chase & Co	53,327	52,181
JP Morgan Chase & Co	28,166	27,534
JP Morgan Chase & Co	108,110	104,376
Katahdin Trust Co	10,457	10,462
M&I Bank FSB	23,439	23,507
M&I Bank FSB	22,090	21,915
M&I MARSHALL&ISLEY	100,000	105,689
Merrick Bank	75,000	75,333
MID WISCONSIN BANK	77,053	77,627
Midfirst Bank	15,128	15,188
Midfirst Bank	46,099	46,532
Midfirst Bank	99,410	96,920
MIDFIRST BANK FSB	27,195	26,788
Morgan Stanley	107,345	100,015
NATIONAL BK OF COMMERCE	25,882	25,822
Noble Holding Intl Limited	39,801	39,029
Oriental Bank & Trust	92,598	93,887
Paragon Commercial Bank	175,957	177,564
PARAGON COMMERCIAL BANK	51,255	50,914
Paragon National Bank	90,000	90,979
PRIME BANK	49,318	50,041
PRUDENTIAL FINANCIAL INC	36,622	36,285
QUEENSBOROUGH NATL BK&TR	50,000	51,273
QUEENSBOROUGH NATL BK&TR	100,000	105,283
REPUBLIC BANK	90,450	90,135
REPUBLIC BANK INC	26,130	25,987
REPUBLIC BANK INC	26,440	26,342
Sallie Mae Bank	35,175	35,150
Scotiabank DE PR	47,941	46,049
SIGNATURE BANK	90,000	92,849
SIMON PROPERTY GROUP INC	81,167	79,943
SOUTHSIDE BANK STEP	10,005	10,021
SOUTHWEST AIRLINES	161,085	160,083
SOUTHWEST BANK ST LOUIS	27,073	26,791
Standard Federal Bank	38,509	38,067
STATE BANK	30,580	30,954
State Bank of India	26,080	25,749
Sunsouth Bank	90,000	90,896
TOWN NORTH BANK NA	155,250	155,918
Transocean	53,202	51,400
Twin City Bank	90,000	90,757
UINTA BANK	36,517	36,931
United Community Bank	99,593	99,397
Unitedhealth Group	106,489	100,741
USAA Federal Savings Bank	15,479	15,650
VERIZON NEW ENG INC	60,297	58,817
Wainwright Bank & Trust	8,333	8,265
Wells Fargo & Co	53,813	53,533
Total Corporate Bonds	8,785,448	8,767,398

U.S. and State Government Obligations - Part II, Line 10a

US Treas - TIPS	252,773	272,313
Total U.S. Gov't Obligations	252,773	272,313

Other Investments - Part II, Line 15

Dialectic Offshore	500,000	558,378
IVA Flobal Fund Cayman	1,000,000	954,852
Kingstown Partners Offshore	1,000,000	908,897
KC Partners Investment Fund	1,344,951	1,379,656
Galtere International Fund	832,300	1,027,741
Glenrock Global Partners	1,247,250	1,455,474
Mayo Capital Partners	1,500,000	1,469,694
Passport Offshore	389,322	712,275
Seamans Global Bond Fund QP	564,700	581,422
Portfolio Advisors	641,782	692,311
Hawkeye Capital	1,000,000	1,144,360
Total Other Investments	10,020,305	10,885,057

FORM 990-PF ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS STATEMENT 10

PURSUANT TO REGULATIONS SECTION 53.4942(A)-3(D)(2), TAXPAYER ELECTS TO TREAT THE EXCESS QUALIFYING DISTRIBUTIONS AS A DISTRIBUTION OUT OF CORPUS.

Melvin and Bren Simon Charitable Foundation #1

Grants and Contributions Approved for Future Payment

For the Year 2011

	Grant/Contribution Recipient	If recipient is an individual relationship to foundation	Foundation status of recipient	Purpose of grant or contribution	Amount
6 remaining installments	Riley Hospital for Children 702 Barnhill Drive Indianapolis, IN 46202	N/A	501(c)(3)	Riley Hospital for Children	3,000,000
5 remaining installments	Indianapolis Museum of Art 1200 W 38th Street Indianapolis, IN 46208	N/A	501(c)(3)	CEO/Director Chair Endowment	2,500,000
6 remaining installments	Gleaners Food Bank 1102 East 16th Street Indianapolis, IN 46202	N/A	501(c)(3)	Food Bank Donation	600,000
4 remaining installments	National Democratic Institute 2030 M Street, NW Washington D.C. 20038	N/A	501(c)(3)	Madeleine K Albright Grant	400,000
1 remaining installments	William J. Clinton Foundation P.O. Box 1104 Little Rock, AR 72203	N/A	501(c)(3)	Contribution to General Fund	100,000
1 remaining installments	Etz Chaim Sephardic Congregation P.O. Box 80004 Indianapolis, IN 46280	N/A	501(c)(3)	Annual Pledge	50,000
1 remaining installments	Children's Bureau, Inc. 615 North Alabama St, Ste 426 Indianapolis, IN 46204	N/A	501(c)(3)	Annual Pledge	50,000
3 remaining installments	Indianapolis Museum of Art 1200 W 38th Street Indianapolis, IN 46208	N/A	501(c)(3)	Art & Nature Park Project	75,000
1 remaining installments	Juvenile Diabetes Research Foundation 8440 Woodfield Crossing Blvd Ste 201 Indianapolis, IN 46240	N/A	501(c)(3)	Annual Pledge	5,000
4 remaining installments	U.S. Department of State 2201 C Street NW Washington, DC 20520	N/A	501(c)(3)	Diplomatic Reception Rooms	800,000
2 remaining installments	U.S. Institute of Peace Inc. 2301 Constitution Avenue, NW Washington, DC 20037	N/A	501(c)(3)	Endowment Fund	666,666
					8,246,666

Melvin and Bren Simon Charitable Foundation #1
Schedule of Disbursements
For the Year 2011

Grant/Contribution Recipient	If recipient is an individual relationship to foundation	Foundation status of recipient	Purpose of grant or contribution	Amount
Children's Bureau, Inc. 615 North Alabama St, Ste 426 Indianapolis, IN 46204	N/A	501(c)(3)	Annual Pledge	50,000
Endowment of the United States Institute of Peace Incorp 2301 Constitution Ave, NW Washington, D.C. 20037	N/A	501(c)(3)	Operations	333,334
Etz Chaim Sephardic Congregation P.O. Box 80004 Indianapolis, IN 46280	N/A	501(c)(3)	Annual Pledge	50,000
Gleaners Food Bank 1102 East 16th Street Indianapolis, IN 46202	N/A	501(c)(3)	Food Bank Donation	100,000
Indiana Plan 3530 S. Rural Street Indianapolis, IN 46237	N/A	501(c)(3)	Operations	5,000
Indianapolis Museum of Art 1200 W 38th Street Indianapolis, IN 46208	N/A	501(c)(3)	CEO/Director Chair Endowment	1,097,872
Indianapolis Star 307 N. Pennsylvania Street Indianapolis, IN 46204	N/A	501(c)(3)	Operations	3,500
Indianapolis Symphony Orchestra 32 E Washington St., Suite 600 Indianapolis, IN 46204	N/A	501(c)(3)	Opening Night Gala	5,000
Indy Reads 2450 N. Meridian Street Indianapolis, IN 46208	N/A	501(c)(3)	Contribution to General Fund	1,500
Jewish Federation of Greater Indianapolis 615 N Alabama Indianapolis, IN 46204	N/A	501(c)(3)	Annual Campaign	440,000

Melvin and Bren Simon Charitable Foundation #1
Schedule of Disbursements
For the Year 2011

Juvenile Diabetes Research Foundation 8440 Woodfield Crossing Blvd Ste 201 Indianapolis, IN 46240	N/A	501(c)(3)	Annual Pledge	5,000
National Multiple Sclerosis Society 7301 Georgetown Road, Suite 112 Indianapolis, IN 46268	N/A	501(c)(3)	Operations	1,000
National Democratic Institute 2030 M Street, NW Washington D.C. 20038	N/A	501(c)(3)	Operations	100,000
Riley Children's Foundation 30 S Meridian St., #200 Indianapolis, IN 46204	N/A	501(c)(3)	Operations	500,000
Second Helpings 1121 Southeastern Avenue Indianapolis, IN 46202	N/A	501(c)(3)	Harvest at Home Donation	2,000
Southern Poverty Law Center 400 Washington Ave Montgomery, AL 36104	N/A	501(c)(3)	Contribution to General Fund	1,000
UCLA Foundation 10920 Wilshire Blvd, Suite 900 Los Angeles, CA 90024	N/A	501(c)(3)	Operations	775,000
US Dept of State 2201 C Street NW Washington, DC 20520	N/A	501(c)(3)	Annual Pledge	200,000
Union Rescue Mission 545 S. San Pedro Street Los Angeles, CA 90013	N/A	501(c)(3)	Operations	5,000
William J. Clinton Foundation 55 West 125th Street New York, NY 10027	N/A	501(c)(3)	Read My Pins Exhibit	100,000
Total				3,775,206

	Total
Closing Balance - Net Cash Equivalents	$2,952,420.49

CHECKWRITING EXPENSE SUMMARY

Expense Category	Expense Code	Year-to-date	Pct. of total
Undefined	N/A	-2,832,816.36	100.00%
Expense Summary		**-$2,832,816.36**	**100.00%**

SECURITIES TRANSFERRED

Securities Transferred In/Out

Date	Activity	Quantity	Description	Total
10/10/2011	Journal	-68.000	CALPINE CORP NEW CUSIP: 131347304	-979.20
Total Securities Transferred In/Out				**-979.20**

REALIZED GAINS/(-)LOSSES

This section provides estimated realized gains or losses for informational purposes only, and should not be used for tax preparation without the assistance of your tax advisor. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. To calculate gains or losses, the trading tax relief method indicated on the first page of this statement was used, unless another method was in effect at the time of the trade. We suggest you review this information for accuracy and contact your Financial Advisor with any questions.

Equities	Closing Transaction	Date acquired	Date sold	Quantity	Cost basis	Sale proceeds	Realized gain/(-)loss**
CALPINE CORP NEW CUSIP: 131347304	CASH IN LIEU	08/26/11	08/26/11	0.030	Incomplete	0.41	N/A (ST)
CALPINE CORP NEW CUSIP: 131347304	CASH IN LIEU	09/13/11	09/13/11	0.191	Incomplete	2.80	N/A (ST)
Total Equities					**$0.00**	**$3.21**	**$0.00**

Municipal Bonds	Closing Transaction	Date acquired	Date sold	Quantity	Cost basis	Sale proceeds	Realized gain/(-)loss**
HENDERSON CNTY KY SER B B/E B/Q CUSIP: 424794CB9	REDEEMED	12/06/10	11/01/11	75,000	75,000.00	75,000.00	N/A (ST)
Total Municipal Bonds					**$75,000.00**	**$75,000.00**	**$0.00**

** Please note "Realized gain/(-)loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.

REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date acquired	Date sold	Quantity	Cost basis	Sale proceeds	Realized gain/(-)loss**
AFLAC INC SENIOR NOTE B/E CUSIP: 001055AE2		12/01/10	01/14/11	100,000	104,380.00	102,695.00	-1,685.00 (ST)
ALCOA INC BOND B/E CUSIP: 013817AH4	REDEEMED	05/13/10	08/28/11	58,000	61,485.00	62,344.78	859.78 (LT)
ALLY BANK MIDVALE UT CTF DEP CUSIP: 02004MH30		09/16/10 09/17/10	04/04/11 04/04/11	102,000 26,000	104,065.44 26,530.07	102,210.21 26,053.59	-1,855.23 (ST) -476.48 (ST)
				128,000	130,595.51	128,263.80	-2,331.71
ALLY BANK MIDVALE UT CTF DEP CUSIP: 02004MMN0	REDEEMED	02/17/10	08/12/11	25,000	25,000.00	25,000.00	N/A (LT)
AMERICAN CHARTRD BK STEP SCHAUMBURG IL CTF DEP CUSIP: 025121HP2	REDEEMED	02/09/10	02/18/11	100,000	100,000.00	100,000.00	N/A (LT)
AMERN EXPR CENTURION BK SALT LAKE CITY UT CD CUSIP: 02586THY3	REDEEMED	08/27/09	03/18/11	69,000	70,032.24	69,000.00	-1,032.24 (LT)
AMERN EXPR CENTURION BK SALT LAKE CITY UT CD CUSIP: 02586TMN1		01/29/10	03/29/11	83,000	85,905.00	85,918.57	13.57 (LT)
ANHEUSER BUSCH COMPANIES INC SENIOR NOTE CUSIP: 035229CY7		07/19/10	04/04/11	30,000	32,991.80	32,320.00	-671.80 (ST)
ATLANTIC SOUTHERN BANK MACON GA CTF DEP CUSIP: 048874HA2	REDEEMED	03/10/09	03/28/11	75,000	75,000.00	75,000.00	N/A (LT)
BMW BANK NORTH AMERICA SALT LAKE CITY UT CD CUSIP: 05568PNM5		01/22/10	04/04/11	27,000	27,780.70	27,382.39	-398.31 (LT)
BMW BANK NORTH AMERICA SALT LAKE CITY UT CD CUSIP: 05568PSX6		01/22/10	04/04/11	10,000	10,109 96	9,986.48	-123.48 (LT)
BNB BANK NA FT LEE NJ CTF DEP CUSIP: 05570NCG1		08/27/09	03/29/11	75,000	75,047.51	74,801.50	-246.01 (LT)
BANK OF AMERICA CORP SENIOR NOTE B/E CUSIP: 060505AQ7		02/08/10 02/12/10	03/29/11 03/29/11	50,000 50,000	54,271.50 54,216.50	52,635.00 52,635.00	-1,636.50 (LT) -1,581.50 (LT)

** Please note "Realized gain/(-)loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.

MELVIN AND BREN SIMON
CHARITABLE FOUNDATION #1
ATTN TANYA CARSON

January 1 -
December 31, 2011
Account Number:

IA71 4047-9606

REALIZED GAINS/(-)LOSSES - continued

Corporate/Government Bonds	Closing Transaction	Date acquired	Date sold	Quantity	Cost basis	Sale proceeds	Realized gain/(-)loss**
				100,000	108,488.00	105,270.00	-3,218.00
BANK AMERICA CORP		03/31/10	03/29/11	25,000	26,414.00	26,202.58	-211.42 (ST)
SENIOR NOTE B/E		06/21/10	03/29/11	50,000	52,607.50	52,405.17	-202.33 (ST)
CUSIP: 060505AX2							
				75,000	79,021.50	78,607.75	-413.75
BANK AMERICA FUNDING CORPORATION MEDIUM TERM CUSIP: 06051GDW6		04/21/10	04/04/11	30,000	31,904.90	31,495.00	-409.90 (ST)
BANK OF AMERICA NA STEP CHARLOTTE NC CTF DEP CUSIP: 06051VUP9		09/21/10	04/04/11	50,000	50,000.00	48,870.00	-1,130.00 (ST)
BANK OF THE COMMONWEALTH NORFOLK VA CTF DEP CUSIP: 061602AL2		05/27/09	03/29/11	30,000	31,177.80	30,019.00	-1,158.80 (LT)
BANK OF THE COMMONWEALTH NORFOLK VA CTF DEP CUSIP: 061602JW9		06/16/09	03/29/11	50,000	50,000.00	49,890.00	-110.00 (LT)
BANK OF THE COMMONWEALTH NORFOLK VA CTF DEP CUSIP: 061602KD9	REDEEMED	11/22/10	09/28/11	50,000	51,715.07	50,000 00	-1,715.07 (ST)
BANK OF THE COMMONWEALTH NORFOLK VA CTF DEP CUSIP: 061602LW6	REDEEMED	03/30/10	09/28/11	100,000	100,000.00	100,000.00	N/A (LT)
BANK OF DEERFIELD DEERFIELD WI CTF DEP CUSIP: 061785BN0		06/28/10	01/07/11	60,000	59,859.00	59,896.00	37.00 (ST)
BARCLAYS BANK DELAWARE WILMINGTON DE RETAIL CD CUSIP: 06740KAH0	REDEEMED	07/28/09	08/05/11	150,000	150,000.00	150,000.00	N/A (LT)
BARCLAYS BANK DELAWARE WILMINGTON DE CTF DEP CUSIP: 06740KEG8		09/22/10	04/04/11	27,000	27,977.54	27,108.86	-868.68 (ST)
BAYTREE NATL B&T COMPANY LAKE FOREST IL CTF DEP CUSIP: 073234DE3		09/03/09	03/29/11	31,000	32,443.62	31,010.50	-1,433.12 (LT)
BAYTREE NATL B&T COMPANY LAKE FOREST IL CTF DEP CUSIP: 073234DM5		07/28/09	03/29/11	50,000	52,369.52	50,349.50	-2,020 02 (LT)

** Please note "Realized gain/(-)loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.

REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date acquired	Date sold	Quantity	Cost basis	Sale proceeds	Realized gain/(-)loss**
BORDER STATE BANK GREENBUSH MN CTF DEP CUSIP: 099703AT7	REDEEMED	05/27/09	12/27/11	25,000	26,575.97	25,000.00	-1,575.97 (LT)
BRANCH BKG & TR COMPANY	REDEEMED	03/10/09	03/18/11	75,000	75,000.00	75,000.00	N/A (LT)
WINSTON SALEM NC CTF DEP CUSIP: 105133EJ7	REDEEMED	01/21/10	03/18/11	20,000	20,372.00	20,000.00	-372.00 (LT)
				95,000	95,372.00	95,000.00	-372.00
BRIDGEVIEW BANK GROUP BRIDGEVIEW IL CTF DEP CUSIP. 108551HW5		05/26/09	03/29/11	90,000	90,000.00	90,004.00	4.00 (LT)
BUSEY BANK FORT MYERS FL CTF DEP CUSIP· 12316RBQ6		05/26/09	03/29/11	40,000	39,962.40	39,846.60	-115.80 (LT)
CAPITAL ONE BANK GLEN ALLEN VA CTF DEP CUSIP: 14041AXE4		12/16/10	04/04/11	19,000	20,887.33	20,227.57	-659.76 (ST)
CAPITAL ONE BANK USA NA GLEN ALLEN VA CTF DEP CUSIP: 140420EE6		07/28/09	03/29/11	66,000	69,181.20	66,974.70	-2,206.50 (LT)
CAPMARK BANK MIDVALE UT CTF DEP CUSIP: 1406534P8		07/09/09	03/29/11	125,000	125,000.00	125,308.75	308.75 (LT)
CAPMARK BANK MIDVALE UT CTF DEP CUSIP: 140653N93	REDEEMED	03/10/09	03/18/11	75,000	75,000.00	75,000.00	N/A (LT)
CENTURYTEL INC SENIOR NOTE SERIES M B/E CUSIP· 156700AJ5		11/08/10	04/04/11	50,000	54,166.00	52,082.50	-2,083.50 (ST)
CENTURYTEL INC		09/30/10	04/04/11	47,000	50,116.40	50,005.57	-110 83 (ST)
NOTE B/E CUSIP: 156700AL0		12/08/10	04/04/11	50,000	53,246.50	53,197.43	-49.07 (ST)
				97,000	103,362.90	103,203.00	-159.90
CHEVY CHASE BANK FSB MC LEAN VA CTF DEP CUSIP: 166784PU6	REDEEMED	05/26/09	03/24/11	83,000	85,597.80	83,000.00	-2,597.80 (LT)
CIT BANK SALT LAKE CITY UT CD CUSIP: 17284P2J3		01/21/10	04/04/11	50,000	51,004.30	50,735.50	-268.80 (LT)

** Please note "Realized gain/(-)loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.

REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date acquired	Date sold	Quantity	Cost basis	Sale proceeds	Realized gain/(-)loss**
CIT BANK SALT LAKE CITY UT CD CUSIP: 17284P2X2	REDEEMED	03/10/09	03/18/11	75,000	75,000.00	75,000.00	N/A (LT)
CIT BANK SALT LAKE CITY UT CD CUSIP: 17284PN27		09/03/09	03/29/11	98,000	100,997.76	97,887.26	-3,110.50 (LT)
CITIZENS BANK LOGAN OH CTF DEP CUSIP: 174000BK4		05/27/09	04/04/11	75,000	78,113.06	77,305.57	-807.49 (LT)
CITIZENS DEPOSIT BANK ARLINGTON KY CTF DEP CUSIP: 17453FAR3		09/23/10	04/04/11	78,000	78,987.80	77,632.30	-1,355.50 (ST)
COLE TAYLOR BANK CHICAGO IL CTF DEP CUSIP: 193296RK8	REDEEMED	07/09/09	05/31/11	40,000	41,216.00	40,000.00	-1,216.00 (LT)
COLE TAYLOR BANK CHICAGO IL CTF DEP CUSIP: 193296SS0	REDEEMED	05/27/09	08/01/11	65,000	67,561.40	65,000.00	-2,561.40 (LT)
COLE TAYLOR BANK CHICAGO IL CTF DEP CUSIP: 193296VQ0		11/08/10	04/04/11	55,000	57,136.25	56,299 05	-837.20 (ST)
COLUMBUS BK & TR COMPANY COLUMBUS GA CTF DEP CUSIP: 198882FH0	REDEEMED	01/22/10	07/25/11	25,000	25,361.59	25,000.00	-361.59 (LT)
COMMONWEALTH BUSINESS BK LOS ANGELES CA CTF DEP CUSIP: 2027503H6	REDEEMED	03/10/09	01/25/11	75,000	75,000.00	75,000.00	N/A (LT)
COMPASS BANK BIRMINGHAM AL CTF DEP CUSIP: 20449ES64		01/21/10	03/29/11	63,000	64,134 00	63,065.94	-1,068.06 (LT)
COMPASS BANK BIRMINGHAM AL CTF DEP CUSIP: 20449ET22		06/16/09	04/04/11	90,000	90,000.00	90,121.00	121.00 (LT)
COMPASS BANK BIRMINGHAM AL CTF DEP CUSIP: 20449EU87		07/09/09	04/04/11	100,000	100,000.00	100,285.00	285.00 (LT)
CONESTOGA BANK CHESTER SPRINGS PA CD CUSIP: 20701PAE4		06/16/09	04/04/11	90,000	90,000.00	90,220.00	220.00 (LT)

** Please note "Realized gain/(-)loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.

REALIZED GAINS/(-)LOSSES** continued

Corporate/Government Bonds	Closing Transaction	Date acquired	Date sold	Quantity	Cost basis	Sale proceeds	Realized gain/(-)loss**
CORNERSTONEBANK ATLANTA GA CTF DEP CUSIP: 21923ULV3	REDEEMED	07/09/09	07/18/11	150,000	150,000.00	150,000.00	N/A (LT)
DIRECTV HOLDINGS LLC / FINANCING INC SENIOR CUSIP: 25459HAG0		12/06/10	04/04/11	50,000	56,380.00	55,040.00	-1,340.00 (ST)
DISCOVER BANK GREENWOOD DE CTF DEP CUSIP: 25469JQ36		01/22/10	04/04/11	50,000	51,500.00	51,388.38	-111.62 (LT)
DISCOVER BANK GREENWOOD DE CTF DEP CUSIP: 25469JS34		01/21/10	04/04/11	50,000	51,507.25	51,273.95	-233.30 (LT)
DISCOVER BANK GREENWOOD DE CTF DEP CUSIP: 25469JUY3		07/28/09	03/29/11	82,000	86,018.00	83,251.24	-2,766.76 (LT)
DORAL BANK CATANO PR CTF DEP CUSIP: 25811LBC2	REDEEMED	03/10/09	03/14/11	75,000	75,000.00	75,000.00	N/A (LT)
DORAL BANK CATANO PR CTF DEP CUSIP: 25811LFQ7		07/28/09	03/29/11	75,000	75,000.00	75,092.50	92.50 (LT)
DOW CHEMICAL COMPANY NOTES CUSIP: 260543BR3		02/08/10	04/04/11	75,000	81,994.25	79,877.50	-2,116.75 (LT)
DOW CHEMICAL COMPANY INTERNOTES B/E SEMI CUSIP: 26054LHJ5	REDEEMED	08/05/10	06/15/11	10,000	10,118.00	10,000.00	-118.00 (ST)
DOW CHEMICAL COMPANY INTERNOTES B/E SEMI CUSIP: 26054LHQ9	REDEEMED	05/03/10	06/15/11	25,000	25,480.00	25,000.00	-480.00 (LT)
DUKE RLTY LTD PARTNRSHIP NOTE B/E CUSIP: 264411AB5		11/02/10	03/29/11	55,000	58,860.50	57,332.50	-1,528.00 (ST)
EASTERN SAVINGS BANK FSB HUNTS VALLEY MD CTF DEP CUSIP: 27689NEK2	REDEEMED	09/03/09	09/06/11	75,000	79,380 00	75,000.00	-4,380.00 (LT)
EMPIRE NATIONAL BANK ISLANDIA NY CTF DEP CUSIP: 291883AB2	REDEEMED	06/16/09	06/30/11	90,000	90,000.00	90,000.00	N/A (LT)

** Please note "Realized gain/(-)loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.

REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date acquired	Date sold	Quantity	Cost basis	Sale proceeds	Realized gain/(-)loss**
ENERBANK USA SALT LAKE CITY UT CD CUSIP: 29266NLU9		08/16/09	04/04/11	90,000	90,000.00	90,175.00	175.00 (LT)
EVABANK EVA AL CTF DEP CUSIP: 29888PAM2		05/27/09	04/04/11	47,000	49,702.45	47,267.60	-2,434.85 (LT)
EVERGREEN STATE BANK STOUGHTON WI CTF DEP CUSIP: 30033VDL0	REDEEMED	06/16/09	02/03/11	90,000	90,000.00	90,000.00	N/A (LT)
FIRESIDE BANK PLEASANTON CA CTF DEP CUSIP: 318233KW2	REDEEMED	05/27/09	04/21/11	70,000	75,407.07	70,000.00	-5,407.07 (LT)
FIRST BANK & TRUST BROOKINGS SD CTF DEP CUSIP: 31904PBX3	REDEEMED	06/20/08	12/28/11	100,000	100,000.00	100,000.00	N/A (LT)
FIRST BANK HIGHLAND PARK HIGHLAND PARK IL CTF DEP CUSIP: 3191403V9	REDEEMED	03/10/09	03/18/11	75,000	75,000.00	75,000.00	N/A (LT)
FIRST CHICAGO BK & TRUST ITASCA IL CTF DEP CLLB CUSIP: 31948KEE1		06/16/09	04/28/11	90,000	90,000.00	89,860.00	-140.00 (LT)
FIRST COMMERCIAL BANK TAMPA FL CTF DEP CUSIP: 319821AH7	REDEEMED	05/26/09	05/12/11	90,000	93,441.60	90,000.00	-3,441.60 (LT)
FIRST NATIONAL BANK MILTON FL CTF DEP CUSIP: 320957AL7	REDEEMED	09/03/09	07/18/11	97,000	101,967.13	97,000.00	-4,967.13 (LT)
FIRST NB RIVER FALLS RIVER FALLS WI CTF DEP CUSIP: 32111JCL9	REDEEMED	05/27/09	03/10/11	90,000	90,000.00	90,000.00	N/A (LT)
FIRST SOUTH BANK SPARTANBURG SC CTF DEP CUSIP: 33644DCK8	REDEEMED	07/28/09	08/08/11	75,000	75,000.00	75,000.00	N/A (LT)
FIRST VIRGINIA CMNTY BK FAIRFAX VA CTF DEP CUSIP: 337478AC5	REDEEMED	05/27/09	06/06/11	90,000	90,000.00	90,000.00	N/A (LT)
FIRSTBANK OF PUERTO RICO SANTURCE PR CTF DEP CUSIP: 337629N21	REDEEMED	05/27/09	12/27/11	54,000	55,204.05	54,000.00	-1,204.05 (LT)

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REALIZED GAINS/(-)LOSSES - continued

Corporate/Government Bonds	Closing Transaction	Date acquired	Date sold	Quantity	Cost basis	Sale proceeds	Realized gain/(-)loss**
FORD MOTOR CREDIT NOTES CUSIP: 845397TY9	REDEEMED	12/06/10	10/25/11	35,000	36,580.00	35,000.00	-1,580.00 (ST)
FREEDOM FINANCIAL BANK W DES MOINES IA CTF DEP CUSIP: 35637RBV8	REDEEMED	06/20/08	06/24/11	100,000	100,000.00	100,000.00	N/A (LT)
FRONTIER BANK ROCK RAPIDS IA CTF DEP CUSIP: 359067BQ7	REDEEMED	06/16/09	07/01/11	90,000	90,000.00	90,000.00	N/A (LT)
GE MONEY BANK DRAPER UT CD CUSIP: 36159SPD7		09/15/10	04/04/11	73,000	73,961.30	72,967.26	-994.04 (ST)
GENERAL ELECTRIC CAPITAL CORP MEDIUM TERM NOTE CUSIP: 36962GT38	REDEEMED	02/11/10	11/15/11	50,000	53,139.50	50,000.00	-3,139.50 (LT)
GOLD COAST BANK CHICAGO IL CTF DEP CUSIP: 38058KAK2	REDEEMED	06/16/09	06/27/11	90,000	90,000.00	90,000.00	N/A (LT)
GRANGE BANK COLUMBUS OH CTF DEP CUSIP: 387021EK0	REDEEMED	05/26/09	05/31/11	57,000	60,235.32	57,000.00	-3,235.32 (LT)
GREER STATE BANK GREER SC CTF DEP CUSIP: 397505CF3		06/16/09	04/26/11	90,000	90,000.00	90,040.00	40.00 (LT)
GULF COAST BANK & TRUST NEW ORLEANS LA CTF DEP CUSIP: 402194CS1	REDEEMED	05/26/09	05/20/11	90,000	90,002.85	90,000.00	-2.85 (LT)
HSBC BANK USA NA STEP MC LEAN VA CTF DEP CUSIP: 40431A2B7		08/26/10	03/29/11	50,000	53,636.84	51,145.00	-2,491.84 (ST)
HSBC BANK USA NA STEP MCLEAN VA CTF DEP CUSIP: 40431A5G3		11/22/10	03/29/11	47,000	48,316.17	46,901.00	-1,415.17 (ST)
HSBC BANK USA NA WILMINGTON DE CTF DEP CUSIP: 40431AZU9		11/29/10	03/29/11	48,000	50,949.18	49,819.00	-1,130.18 (ST)
HERITAGE BK OF COMMERCE SAN JOSE CA CTF DEP CUSIP: 42721EHS1		06/16/09	04/26/11	90,000	90,000.00	90,646.60	646.60 (LT)

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REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date acquired	Date sold	Quantity	Cost basis	Sale proceeds	Realized gain/(-)loss**
INTEGRA BANK NA EVANSVILLE IN CTF DEP CUSIP: 45820VDD3		05/27/09	03/29/11	50,000	52,102.10	50,283.00	-1,819.10 (LT)
INTEGRA BANK NA EVANSVILLE IN CTF DEP CUSIP: 45820VFR0	REDEEMED	11/29/10	08/03/11	50,000	51,785.76	50,000.00	-1,785.76 (ST)
INTEGRA BANK NA EVANSVILLE IN CTF DEP CUSIP: 45820VGC2	REDEEMED	06/25/10	08/03/11	90,000	91,301.33	90,000.00	-1,301.33 (LT)
INTERVEST NATIONAL BANK NEW YORK NY CTF DEP CUSIP: 46115DCR5		05/27/09	03/29/11	75,000	78,653.62	76,574.50	-2,079.12 (LT)
JPMORGAN CHASE & COMPANY SENIOR NOTE CUSIP: 46625HGY0		01/20/11	03/29/11	50,000	55,848.00	54,670.00	-1,178.00 (ST)
KEYBANK NA CLEVELAND OH CTF DEP CUSIP: 49306SJC1	REDEEMED	03/10/09	03/18/11	75,000	75,000.00	75,000.00	N/A (LT)
LAKE CITY BANK WARSAW IN CTF DEP CUSIP: 508176BT0		01/22/10	03/29/11	50,000	50,000.00	49,936.00	-64.00 (LT)
LEHMAN BROS COML BANK SALT LAKE CITY UT CD CUSIP: 52520KVE4	REDEEMED	09/03/09	06/30/11	25,000	26,214.72	25,000.00	-1,214.72 (LT)
MB FINANCIAL BANK N A CHICAGO IL CTF DEP CUSIP: 55266CHH2	REDEEMED	05/27/09	09/29/11	45,000	47,160.00	45,000.00	-2,160.00 (LT)
M&I MARSHALL & ILSLEY BK MILWAUKEE WI CTF DEP CUSIP: 55405PFM6		12/16/10	04/26/11	49,000	52,562.40	51,663.64	-898.76 (ST)
MACON BANK INC FRANKLIN N C CTF DEP CUSIP: 555534EZ5	REDEEMED	03/10/09	03/18/11	75,000	75,000.00	75,000.00	N/A (LT)
MARLIN BUSINESS BANK SALT LAKE CITY UT CD CUSIP: 57116ABG2	REDEEMED	03/10/09	03/18/11	75,000	75,000.00	75,000.00	N/A (LT)
MERCANTILE BANK MICHIGAN GRAND RAPIDS MI CTF DEP CUSIP: 58740XVD9	REDEEMED	06/16/09	03/25/11	90,000	90,000.00	90,000.00	N/A (LT)

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REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date acquired	Date sold	Quantity	Cost basis	Sale proceeds	Realized gain/(-)loss**
MERIDIAN BANK NA WICKENSBURG AZ CTF DEP CUSIP: 589581HH3	REDEEMED	07/09/09	08/09/11	25,000	26,418.50	25,000.00	-1,418.50 (LT)
MID CAROLINA BANK BURLINGTON NC CTF DEP CUSIP: 59523VCV5	REDEEMED	05/27/09	04/13/11	55,000	54,917.50	55,000.00	82.50 (LT)
MIDWEST COMMUNITY BANK FREEPORT IL CTF DEP CUSIP: 598315AJ8		05/26/09	04/26/11	90,000	90,000.00	90,048.10	48.10 (LT)
MORGAN STANLEY DEAN WITTER DISCOVER & CO MED CUSIP: 61745EV81		08/19/10	02/18/11	15,000	15,342.50	15,145.00	-197.50 (ST)
NCB FSB HILLSBORO OH CTF DEP CUSIP: 628825GC9		02/08/10	04/26/11	75,000	77,608.50	77,356.87	-251.63 (LT)
NASDAQ OMX GROUP INC SENIOR NOTE B/E CUSIP: 631103AC2		11/08/10	03/29/11	50,000	52,997.00	49,577.50	-3,419.50 (ST)
		12/06/10	03/29/11	50,000	52,108.50	49,577.50	-2,531.00 (ST)
				100,000	105,105.50	99,155.00	-5,950.50
NATIONAL CITY BANK CLEVELAND OH CTF DEP CUSIP: 635349FX6	REDEEMED	05/26/09	04/18/11	90,000	92,837.01	90,000.00	-2,837.01 (LT)
NEXBANK SSB DALLAS TX CTF DEP CUSIP: 653344AZ4	REDEEMED	07/28/09	08/08/11	150,000	150,000.00	150,000.00	N/A (LT)
OGLETHORPE BANK BRUNSWICK GA CTF DEP CUSIP: 67703PAK9	REDEEMED	05/26/09	01/19/11	90,000	90,041.26	90,000.00	-41.26 (LT)
PLANTERS BANK INC HOPKINSVILLE KY CTF DEP CUSIP: 72741PBT3		09/15/10	03/29/11	85,000	87,105.35	84,876.00	-2,229.35 (ST)
PRIVATE BANK BUCKHEAD ATLANTA GA CTF DEP CUSIP: 74271NAN6	REDEEMED	05/26/09	09/29/11	90,000	94,117.14	90,000.00	-4,117.14 (LT)
PROVIDENT SVGS BANK FSB RIVERSIDE CA CTF DEP CUSIP: 744039AF5	REDEEMED	05/26/09	05/27/11	90,000	90,000.00	90,000.00	N/A (LT)
RED MOUNTAIN BANK NA BIRMINGHAM AL CTF DEP CUSIP: 756785CF6	REDEEMED	03/10/09	03/25/11	75,000	75,000.00	75,000.00	N/A (LT)

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REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date acquired	Date sold	Quantity	Cost basis	Sale proceeds	Realized gain/(-)loss**
REPUBLIC BANK BOUNTIFUL UT CTF DEP CUSIP: 760310MS8	REDEEMED	06/16/09	10/14/11	50,000	52,163.24	50,000.00	-2,163.24 (LT)
SALLIE MAE BANK MURRAY UT CTF DEP CUSIP: 795450KB0		01/21/10	04/26/11	23,000	23,701.50	23,404.17	-297.33 (LT)
SALLIE MAE BANK MURRAY UT CTF DEP CUSIP: 795450LJ2	REDEEMED	01/21/10	05/31/11	25,000	25,515.00	25,000.00	-515.00 (LT)
SCHWAB CHARLES CORP NEW SENIOR NOTE CUSIP: 808513AC9		02/14/11	04/26/11	50,000	54,689.50	54,595.00	-94.50 (ST)
SCHWAB CHARLES CORP SENIOR MEDIUM TERM NOTE CUSIP: 80851QDA9		02/03/11	03/29/11	45,000	52,128.50	49,990.00	-2,138.50 (ST)
SECURITY STATE BANK HOWARD LAKE MN CTF DEP CUSIP: 815042BJ4		02/16/10	01/07/11	50,000	50,000.00	50,520.00	520.00 (ST)
SOUTHPORT BANK KENOSHA WI CTF DEP CUSIP: 844655CD0	REDEEMED	07/28/09	08/03/11	100,000	100,000.00	100,000 00	N/A (LT)
STATE BANK OF INDIA CHICAGO IL CTF DEP CUSIP: 856283QY5		12/08/10	03/30/11	75,000	75,942.50	74,088.42	-1,854.08 (ST)
STATE BK OF LONG ISLAND NEW HYDE PARK NY CTF DEP CUSIP: 856320AV8	REDEEMED	06/16/09	12/29/11	90,000	90,000.00	90,000.00	N/A (LT)
SUMMIT COMMUNITY BANK MOOREFIELD WV CTF DEP CUSIP: 86604XDQ8	REDEEMED	05/26/09	06/13/11	75,000	77,587.50	75,000.00	-2,587.50 (LT)
SUMMIT COMMUNITY BANK MOOREFIELD WV CTF DEP CUSIP. 86604XFS0		11/29/10	03/29/11	50,000	51,628.83	50,790.00	-838.83 (ST)
SUMMIT CMNTY BANK INC MOOREFIELD WV CTF DEP CUSIP: 86604XGD2		06/23/10	03/29/11	45,000	45,135.00	44,599.00	-536.00 (ST)
SUMMIT CMNTY BANK INC MOOREFIELD WV CTF DEP CUSIP: 86604XGL4		09/21/10 09/22/10	03/30/11 03/30/11	75,000 25,000	75,518.75 25,176.25	74,077.50 24,692.50	-1,441.25 (ST) -483.75 (ST)
				100,000	100,695.00	98,770.00	-1,925.00

** Please note "Realized gain/(-)loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.

REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date acquired	Date sold	Quantity	Cost basis	Sale proceeds	Realized gain/(-)loss**
SUPERIOR BANK BIRMINGHAM AL CTF DEP CUSIP: 86806LED6	REDEEMED	01/29/10	04/20/11	100,000	100,412.68	100,000.00	-412.68 (LT)
TOWN NORTH BANK N A DALLAS TX CTF DEP CUSIP: 89213THM7	REDEEMED	01/22/10	12/19/11	37,000	38,362.71	37,000.00	-1,362.71 (LT)
UNITEDHEALTH GROUP INC NOTES B/E CUSIP: 91324PAP7	REDEEMED	02/17/10	03/15/11	75,000	78,368.75	75,000.00	-3,368.75 (LT)
VERIZON NEW JERSEY INC NOTE CUSIP: 92344UAA3		01/21/10	03/30/11	72,000	77,744.84	74,680.88	-3,063.96 (LT)
		03/31/10	03/30/11	69,000	74,180.00	71,569.19	-2,610.81 (ST)
				141,000	151,924.84	146,250.07	-5,674.77
VERIZON NEW YORK INC DEBENTURE SERIES A CUSIP: 92344XAA7	REDEEMED	02/08/10	11/28/11	63,000	69,676.70	64,411.20	-5,265.50 (LT)
VERIZON VIRGINIA INC NOTES SEMI CUSIP: 92345NAA8		04/20/10	04/26/11	25,000	26,442.50	26,363.50	-79.00 (LT)
VERIZON FLA INC NOTE CUSIP: 923474AA8		05/13/10	03/30/11	75,000	82,145.75	80,320.00	-1,825.75 (ST)
WACHOVIA MORTGAGE FSB LAS VEGAS NV CTF DEP CUSIP: 929781EG3	REDEEMED	07/28/09	07/11/11	150,000	157,650.00	150,000.00	-7,650.00 (LT)
WACHOVIA CORPORATION SUBORDINATED NOTE B/E CUSIP: 929903AE2		12/08/10	03/30/11	66,000	70,772.18	70,021.00	-751.18 (ST)
WELLS FARGO & CO NEW SUBORDINATED NOTES CUSIP: 949746FS5		12/06/10	03/30/11	75,000	80,420.75	79,459.05	-961.70 (ST)
		12/16/10	03/30/11	19,000	19,941.70	20,129.63	187.93 (ST)
		12/20/10	03/30/11	15,000	15,911.30	15,891.82	-19.48 (ST)
				109,000	116,273.75	115,480.50	-793.25
WELLS FARGO COMPANY SUBORDINATED NOTE B/E CUSIP: 949746JE2		01/06/11	03/29/11	20,000	21,605.40	21,248.57	-356.83 (ST)
		01/20/11	03/29/11	50,000	54,192.50	53,121.43	-1,071.07 (ST)
				70,000	75,797.90	74,370 00	-1,427.90
WELLS FARGO & COMPANY NEW SENIOR NOTE B/E CUSIP: 949746NW7		02/08/10	04/26/11	50,000	54,380.00	52,920.00	-1,460.00 (LT)

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REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date acquired	Date sold	Quantity	Cost basis	Sale proceeds	Realized gain/(-)loss**
WEYERHAEUSER COMPANY	REDEEMED	02/05/10	06/02/11	75,000	81,074.75	78,708.75	-2,366.00 (LT)
NOTE B/E	REDEEMED	02/10/10	06/02/11	41,000	44,131.25	43,027.45	-1,103.80 (LT)
CUSIP: 962166BP8	REDEEMED	05/13/10	06/02/11	75,000	80,442.50	78,708.75	-1,733.75 (LT)
				191,000	205,648.50	200,444.95	-5,203.55
WORLD SAVINGS BANK FSB OAKLAND CA CTF DEP CUSIP: 98154MHS1		09/03/09	03/30/11	50,000	53,149.02	50,874.50	-2,274.52 (LT)
XEROX CORPORATION SENIOR NOTE CUSIP. 984121BN2	REDEEMED	07/29/10	08/15/11	10,000	10,630.70	10,000.00	-630.70 (LT)
Total Corporate/Government Bonds					**$10,256,627.63**	**$10,094,425.82**	**-$162,201.81**
Total Realized Gains/(-)Losses					**$10,331,627.63**	**$10,169,429.03**	**-$162,201.81**
Total Net Short-Term (ST)					**$2,563,926.01**	**$2,512,531.55**	**-$51,397.67**
Total Net Long-Term (LT)					**$7,767,701.62**	**$7,656,897.48**	**-$110,804.14**
Total Net Other-Term (OT)					**0.00**	**0.00**	**$0.00**

** Please note "Realized gain/(-)loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.

- 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: THE MELVIN AND BREN SIMON CHARITABLE FOUNDATION NUMBER ONE	Employer identification number (EIN) or [X] 35-2049367
	Number, street, and room or suite no. If a P.O. box, see instructions: P.O. BOX 4530	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions: BASALT, CO 81621	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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.

- The books are in the care of ▶ TRACY FORRISTALL P.O. BOX 4530 - BASALT, CO 81621

  Telephone No. ▶ 970-963-5898 FAX No. ▶ 970-963-5905
- 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
WAITING ON ADDITIONAL THIRD PARTY INFORMATION.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 7,500.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 11,704.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification 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 ▶ [signature] Title ▶ CPA Date ▶ 8/3/12

123842
01-06-12

● 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 THE MELVIN AND BREN SIMON CHARITABLE FOUNDATION NUMBER ONE	Employer identification number (EIN) or [X] 35-2049367
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 4530	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BASALT, CO 81621	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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.

● The books are in the care of ▶ TRACY FORRISTALL P.O. BOX 4530 - BASALT, CO 81621

Telephone No. ▶ 970-963-5898 FAX No. ▶ 970-963-5905

● 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
WAITING ON ADDITIONAL THIRD PARTY INFORMATION.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 7,500.
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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 ▶ CPA Date ▶ 8/3/12

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