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Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2011

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

For calendar year 2011, or tax year beginning , 2011, and endingJOHN M. SIMPSON FOUNDATION
30 N LA SALLE ST #1232
CHICAGO, IL 60602-3344**A** Employer identification number
36-6071621**B** Telephone number (see the instructions)
(312) 726-3110**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 ☒ 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, column (c), line 16) **J** Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
\$ 5,582,657. (Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)**1** Contributions, gifts, grants, etc., received (att sch)

9,015.

2 Ck ☐ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments

196.

196.

4 Dividends and interest from securities

132,459.

132,459.

5a Gross rents.**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10

36,024.

b Gross sales price for all assets on line 6a 369,913.**7** Capital gain net income (from Part IV, line 2)

36,024.

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/(loss) (att sch)**11** Other income (attach schedule)

SEE STATEMENT 1

136.

136.

12 Total. Add lines 1 through 11

177,830.

168,815.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule)**b** Accounting fees (attach sch) SEE ST 2

12,665.

12,665.

c Other prof fees (attach sch)**17** Interest**18** Taxes (attach schedule)(see instrs) SEE STM 3

7,369.

3,069.

19 Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

SEE STATEMENT 4

6,867.

6,867.

24 Total operating and administrative expenses. Add lines 13 through 23

26,901.

22,601.

25 Contributions, gifts, grants paid PART XV

300,000.

300,000.

26 Total expenses and disbursements. Add lines 24 and 25

326,901.

22,601.

0.

300,000.

27 Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements

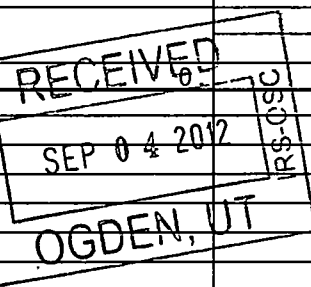
-149,071.

b Net investment income (if negative, enter -0-)

146,214.

c Adjusted net income (if negative, enter -0-)

0.



618 20

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	13,072.	11,718.	11,718.
	2	Savings and temporary cash investments	609,567.	593,763.	593,763.
	3	Accounts receivable	369.		
		Less: allowance for doubtful accounts		369.	369.
	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 instructions)			
	7	Other notes and loans receivable (attach sch)			
		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 (attach schedule)	1,363,550.	1,363,550.	1,681,551.
	b	Investments — corporate stock (attach schedule)	1,784,578.	1,677,292.	2,550,036.
	c	Investments — corporate bonds (attach schedule)			
	LIABILITIES	11	Investments — land, buildings, and equipment basis		
		Less: accumulated depreciation (attach schedule)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule)	657,075.	612,433.	745,220.
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.)	4,427,842.	4,259,125.	5,582,657.
17		Accounts payable and accrued expenses	487.		
18		Grants payable	75,000.	45,000.	
19	Deferred revenue				
20	Loans from officers, directors, trustees, & other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)	75,487.	45,000.		
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	4,352,355.	4,214,125.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	4,352,355.	4,214,125.	
	31	Total liabilities and net assets/fund balances (see instructions)	4,427,842.	4,259,125.	

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	4,352,355.
2	Enter amount from Part I, line 27a	2	-149,071.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 5	3	30,001.
4	Add lines 1, 2, and 3	4	4,233,285.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 6	5	19,160.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,214,125.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 7				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	36,024.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).		3	0.

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 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 (column (b) divided by column (c))
2010	280,000.	5,734,451.	0.048828
2009	262,711.	5,317,245.	0.049407
2008	323,729.	6,382,404.	0.050722
2007	337,771.	7,089,830.	0.047642
2006	315,000.	6,461,527.	0.048750

2 Total of line 1, column (d)	2	0.245349
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	0.049070
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,968,509.
5 Multiply line 4 by line 3	5	292,875.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,462.
7 Add lines 5 and 6	7	294,337.
8 Enter qualifying distributions from Part XII, line 4	8	300,000.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,462.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,462.
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	1,462.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	3,258.	
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	3,258.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,796.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 1,796. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>SIMPSON ESTATES INC.</u> Telephone no <u>(312) 726-3110</u> Located at <u>30 N LA SALLE ST SUITE 1232 CHICAGO IL</u> ZIP + 4 <u>60602-3344</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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 <u></u>			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
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)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
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

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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 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 instructions)? ☐ **5b** N/A

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

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

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? ☐ Yes ☒ No **6b** X

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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.

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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	5,218,395.
b	Average of monthly cash balances	1b	841,005.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,059,400.
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	6,059,400.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	90,891.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,968,509.
6	Minimum investment return. Enter 5% of line 5	6	298,425.

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	298,425.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,462.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,462.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	296,963.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	296,963.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	296,963.

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	300,000.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	300,000.
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 instructions)	5	1,462.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	298,538.

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				296,963.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	7,383.			
c From 2008	7,819.			
d From 2009				
e From 2010				
f Total of lines 3a through e	15,202.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 300,000.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				296,963.
e Remaining amount distributed out of corpus	3,037.			
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	18,239.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	18,239.			
10 Analysis of line 9:				
a Excess from 2007	7,383.			
b Excess from 2008	7,819.			
c Excess from 2009				
d Excess from 2010				
e Excess from 2011	3,037.			

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

N/A

- | 1 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 <input type="checkbox"/> 4942(j)(3) or <input checked="" type="checkbox"/> 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

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 | Tax year | Prior 3 years | | | (e) Total |
| | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| 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 organization 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))
- SEE STATEMENT 9

- 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 10				
Total			3a	300,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	196.	
4 Dividends and interest from securities			14	132,459.	
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			14	136.	
8 Gain or (loss) from sales of assets other than inventory			18	36,024.	
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)				168,815.	
13 Total. Add line 12, columns (b), (d), and (e)				13	168,815.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

JOHN M. SIMPSON FOUNDATION

Employer identification number

36-6071621

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

JOHN M. SIMPSON FOUNDATION

36-6071621

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SUSAN S. CAVENDER 30 N. LA SALLE ST. SUITE 1232 CHICAGO, IL 60602-3344	\$ 10,042.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	PATRICIA S. O'KIEFFE 30 N. LA SALLE ST SUITE 1232 CHICAGO, IL 60602-3344	\$ 10,034.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

36-6071621

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	137 SHARES SCHLUMBERGER LTD. COMMON STOCK		
		\$ 10,042.	12/09/11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	890 SHARES WASTE MANAGEMENT INC. COMMON STOCK		
		\$ 10,034.	12/09/11
(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
		\$	

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

JOHN M. SIMPSON FOUNDATION

Employer identification number

36-6071621

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 cols (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.)
 Use duplicate copies of Part III if additional space is needed.

► \$ N/A

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

JOHN M. SIMPSON FOUNDATION

36-6071621

CAPITAL GAIN (LOSS) SUMMARY - 2010

PARTNERSHIP GAINS & (LOSSES):

SIMGLO, L.P. (36-3860054)

Short Term Capital Gain (Loss)	(6,776)
Long Term Capital Gain (Loss)	5,622

SGF, L.L.C. (36-4181745)

Short Term Capital Gain (Loss)	
Long Term Capital Gain (Loss)	2

FLAG VENTURE PARTNERS II, L.P. (06-1478807)

Short Term Capital Gain (Loss)	(9)
Long Term Capital Gain (Loss)	6,588

FLAG PRIVATE EQUITY L.P. (06-1582343)

Short Term Capital Gain (Loss)	(14)
Long Term Capital Gain (Loss)	15,237

FG-AFII, L.P. (58-2543471)

Long Term Capital Gain (Loss)

TOTAL PARTNERSHIP GAINS (LOSSES)	20,650
CAPITAL GAIN DISTRIBUTIONS	5,704
NET SEC. 1231 GAINS (LOSSES)	(15)
SEC. 1256 STRADDLE GAINS (LOSSES)	0
TOTAL CAPITAL GAINS & LOSSES	26,339

SECURITY		QUAN	AVG COST	TOTAL COST	UNIT VALUE	UNIT DIV	TOTAL VALUE	TOTAL DIV
APPLE INC	(AAPL)	220.00	94.31	20,748.50	405.000	0.00	89,100.00	0.00
ALEXION PHARMA	(ALXN)	700.00	27.44	26,208.88	71.500	0.00	50,050.00	0.00
AMER SUPERCONDUC FUR	(AMSC)	1,840.00	10.87	19,992.16	3.690	0.00	6,789.60	0.00
BOMBARDIER CL B	(BOMB)	14,035.00	2.15	30,284.52	2.950	0.10	55,428.25	1,403.50
BERKSHIRE HATH CL B	(BRKB)	1,050.00	9.61	10,095.70	76.300	0.00	80,115.00	0.00
BORG WARNER A	(BWA)	1,160.00	30.74	35,812.87	53.740	0.00	70,114.00	0.00
A M CASTLE & CO (R)	(CAS)	23,720.00	4.00	94,833.44	9.460	0.00	224,391.20	0.00
CME GROUP	(CME)	130.00	32.59	43,366.73	243.670	5.60	31,677.10	728.00
WALL DISNEY CO.	(DIS)	1,160.00	42.29	49,098.72	37.600	0.60	43,500.00	696.00
DEVON ENERGY	(DEVN)	1,455.00	24.08	35,037.20	62.000	0.68	90,210.00	989.40
ENSTAK GROUP	(ESGR)	306.00	85.30	25,988.98	98.200	0.00	29,460.00	0.00
FANUC CORPORATION	(FANUF)	570.00	82.82	47,208.73	153.110	0.40	87,272.70	228.00
GOOGLE INC	(GOOG)	81.00	595.50	48,235.44	645.900	0.00	52,317.90	0.00
HARDING LOEV EMERU	(HLEMX)	555.27	15.59	8,659.91	42.370	0.20	23,531.15	111.07
ICICI BANK	(ICBN)	1,280.00	38.18	48,955.06	26.420	0.52	33,850.40	664.80
INTEL CORP	(INTC)	2,440.00	21.24	51,824.38	24.250	0.84	59,170.00	2,049.60
ILLINOIS TOOL WORKS	(ITW)	2,080.00	3.27	6,805.68	46.710	1.44	97,156.80	2,995.20
ST JOE CORP	(SJB)	1,930.00	33.80	65,235.99	14.660	0.00	28,293.80	0.00
LEUCADIA NATIONAL	(LNU)	2,180.00	21.63	47,147.73	22.740	0.25	49,573.20	545.00
MATTHEWS PAC TIGER	(MATPX)	5,704.81	16.09	91,798.45	20.730	0.20	115,978.69	1,140.96
MCDONALD'S CORP.	(MCD)	600.00	81.45	48,870.24	100.330	2.80	60,198.00	1,680.00
MONSANTO CO	(MON)	650.00	72.74	47,280.68	70.070	1.20	45,545.50	780.00
MICROSOFT CORP	(MSFT)	2,280.00	32.92	75,061.50	25.960	0.80	59,188.80	1,824.00
NIDEEG CORP	(NIDNF)	510.00	89.51	45,650.56	86.950	1.60	44,344.50	510.00
NATIONAL OILWELL V	(NOV)	770.00	27.07	20,846.83	67.990	0.44	52,352.30	338.80
NORTHERN TRUST CO	(NTRS)	1,400.00	41.32	57,853.04	39.660	1.12	55,524.00	1,568.00
NOVO-NORDISK ADR	(NVO)	740.00	26.17	19,363.47	115.260	1.26	85,292.40	1,006.30
NUVARTIS AG	(NVS)	1,070.00	56.26	60,197.77	57.170	2.36	61,171.90	2,525.20
FLUM CREEK TIMBER	(FCL)	2,280.00	27.11	61,815.54	36.560	1.68	83,356.80	3,830.40
PRUCTER & GAMBLE	(PG)	1,160.00	5.48	6,352.45	66.710	2.10	77,383.60	2,436.00
PRAXAIR CORP	(PX)	122.00	13.60	1,658.90	106.900	2.00	13,041.80	244.00
REGENERON PHARMA	(REGN)	440.00	55.09	24,239.56	55.430	0.00	24,389.20	0.00
ROLLS ROYCE GROUP	(RYGEY)	1,880.00	37.54	70,574.23	57.730	1.20	108,532.40	2,256.00
SCHLUMBERGER, LID	(SLR)	261.00	0.48	126.39	68.310	1.00	17,828.91	261.00
SENTRY INC	(SNMX)	4,380.00	10.14	44,408.88	3.480	0.00	15,242.40	0.00
MOLSON-GOORS	(TAP)	1,125.00	44.61	50,188.05	43.540	1.12	48,982.50	1,280.00
UNITED TECHNOLOGIES	(UTX)	670.00	75.29	50,446.31	73.090	1.70	48,970.30	1,139.00
WASTE MANAGEMENT INC	(WM)	2,050.00	27.97	57,330.23	32.710	1.42	67,055.50	2,911.00
WAL-MART CO.	(WMT)	1,350.00	47.53	63,763.33	59.760	1.46	80,676.00	1,971.00
EXXON MOBIL CORP	(XOM)	1,292.00	15.77	20,368.70	84.760	1.88	109,509.92	2,428.96
GENSHLY INTL INC	(XRAY)	2,100.00	22.02	46,256.39	24.990	0.20	77,479.00	420.00
U.S. TREASURY NOTE	(USTN)	4,6250-02/29/12	98.09	45,230.60	100.710		251,775.00	11,362.50
U.S. TREASURY NOTE	(USTN)	4,7500 05/15/14	100.81	302,431.20	110.450		331,350.00	14,250.00
U.S. TREASURY NOTE	(USTN)	4,1250 05/15/15	96.37	48,185.50	112.180		56,090.00	2,062.50
U.S. TREASURY BOND	(USTB)	7,2500-05/15/17	93.27	181,015.63	128.240		243,656.00	7,775.00
U.S. TREASURY BOND	(USTB)	7,5000 11/15/16	91.60	91,687.50	131.870		121,870.00	7,500.00
U.S. TREASURY BOND	(USTB)	8,0000 11/15/21	114.63	171,937.50	156.300		234,450.00	12,000.00
U.S. TREASURY NOTE	(USTN)	6,0000 02/15/20	107.69	323,062.50	144.120		432,360.00	18,000.00

3,040,841.77
4,231,586.52
129,992.09

Corporate Stocks
1,677,291.94
2,550,035.52
U.S. Govt obligations
1,363,549.83
1,681,551.00
3,040,841.77
4,231,586.52

Client 66071621

JOHN M. SIMPSON FOUNDATION

36-6071621

8/29/12

12 20PM

Other Income Producing Activities
Other investment income [O]

FOREIGN TAX REFUND	\$	425.
SIMGLO L.P. - FOREIGN CURRENCY LOSS		-111.
FLAG PRIVATE EQUITY - TRADE OR BUS LOSS		-238.
FLAG PRIV EQUITY - OTHER PORTFOLIO INC		8.
FLAG PRIV EQUITY - OTHER PASSIVE INC		10.
FLAG VENTURE PTRS - OTHER PORTFOLIO INC		39.
FLAG VENTURE PTRS - OTHER PASSIVE INC		3.
Total	\$	<u>136.</u>

Balance Sheet
Other (Form 990-PF)[O]

SIMGLO L.P.	\$	521,983.
FLAG VENTURE PARTNERS II, L.P.		23,358.
FLAG PRIVATE EQUITY, L.P.		48,615.
FG-AFII L.P.		18,477.
Total	\$	<u>612,433.</u>

FMV of Assets (990-PF)
Other [O]

SIMGLO L.P.	\$	654,770.
FLAG VENTURE PARTNERS II, L.P.		23,358.
FLAG PRIVATE EQUITY L.P.		48,615.
FG-AFII L.P.		18,477.
Total	\$	<u>745,220.</u>

2011.

FEDERAL STATEMENTS

PAGE 1

CLIENT 66071621

JOHN M. SIMPSON FOUNDATION

36-6071621

8/28/12

03:03PM

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 136.	\$ 136.	
TOTAL	\$ 136.	\$ 136.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & MANAGEMENT FEES	\$ 12,665.	\$ 12,665.		
TOTAL	\$ 12,665.	\$ 12,665.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	\$ 4,300.			
FOREIGN INCOME TAXES	3,065.	\$ 3,065.		
FRANCHISE TAXES	4.	4.		
TOTAL	\$ 7,369.	\$ 3,069.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	\$ 25.	\$ 25.		
INVESTMENT FEES	125.	125.		
PORTFOLIO DEDUCT - FLAG PRIV EQUITY	1,382.	1,382.		
PORTFOLIO DEDUCT - FLAG VENT PTRS II	169.	169.		
PORTFOLIO DEDUCT - SIMGLO	5,166.	5,166.		
TOTAL	\$ 6,867.	\$ 6,867.	\$ 0.	\$ 0.

2011

FEDERAL STATEMENTS

PAGE 2

CLIENT 66071621

JOHN M. SIMPSON FOUNDATION

36-6071621

8/28/12

03 03PM

STATEMENT 5
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

DECREASE IN PLEDGES PAYABLE	\$	30,000.
ROUNDING		1.
TOTAL	\$	30,001.

STATEMENT 6
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

BOOK-TAX DIFFERENCE PTRSPS	\$	14,544.
UNREALIZED DEPRECIATION -PTRSP INT		4,616.
TOTAL	\$	19,160.

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	380 NINTENDO CO	PURCHASED	11/19/2010	11/10/2011
2	23 APPLE INC	PURCHASED	10/24/2008	3/03/2011
3	3420 AES CORP	PURCHASED	8/27/2007	11/10/2011
4	266 BORG WARNER A	PURCHASED	9/25/2008	3/03/2011
5	1280 ITT INDUSTRIES	PURCHASED	10/24/2008	2/08/2011
6	LUCENT TECHNOLOGIES	PURCHASED	1/26/2000	6/01/2011
7	MOTOROLA, INC	PURCHASED	11/01/2000	8/01/2011
8	600 NINTENDO CO	PURCHASED	4/16/2010	11/10/2011
9	480 NYSE EURONEXT COM	PURCHASED	6/01/2006	4/21/2011
10	430 NYSE EURONEXT COM	PURCHASED	7/29/2008	4/21/2011
11	810 NYSE EURONEXT COM	PURCHASED	1/13/2010	4/21/2011
12	1220 PETROBRAS ADR	PURCHASED	10/29/2007	6/14/2011
13	2110 QUANTA SERVICES	PURCHASED	5/26/2005	6/14/2011
14	RAYTHEON LITIGATION	PURCHASED	1/01/2005	2/15/2011
15	RAYTHEON LITIGATION	PURCHASED	1/01/2005	9/13/2011
16	4600 TENET HEALTHCARE	PURCHASED	11/20/2009	3/03/2011
17	SEE ATTACHED SCHEDULE	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	7,524.		12,658.	-5,134.				\$ -5,134.
2	8,218.		2,169.	6,049.				6,049.
3	39,104.		63,585.	-24,481.				-24,481.
4	20,419.		8,776.	11,643.				11,643.
5	77,083.		48,351.	28,732.				28,732.
6	2.		0.	2.				2.
7	31.		0.	31.				31.
8	11,880.		25,094.	-13,214.				-13,214.
9	18,642.		30,232.	-11,590.				-11,590.
10	16,700.		20,325.	-3,625.				-3,625.
11	31,458.		21,047.	10,411.				10,411.
12	40,528.		57,951.	-17,423.				-17,423.
13	39,687.		19,264.	20,423.				20,423.

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STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
14	10.		0.	10.				\$ 10.
15	-3.		0.	-3.				-3.
16	32,291.		24,437.	7,854.				7,854.
17	26,339.		0.	26,339.				26,339.
							TOTAL	\$ 36,024.

STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
PATRICK J HERBERT III 30 N LA SALLE ST CHICAGO, IL 60602	PRESIDENT 0	\$ 0.	\$ 0.	\$ 0.
DEBRA M COY 30 N LA SALLE ST CHICAGO, IL 60602	SECRETARY 0	0.	0.	0.
MAXWELL F YOUNGQUIST 30 N LA SALLE ST CHICAGO, IL 60602	TREASURER 0	0.	0.	0.
PATRICIA S O'KIEFFE 30 N LA SALLE ST CHICAGO, IL 60602	DIRECTOR 0	0.	0.	0.
SUSAN S CAVENDER 30 N LA SALLE ST CHICAGO, IL 60602	DIRECTOR 0	0.	0.	0.
HOWARD B SIMPSON 30 N LA SALLE ST CHICAGO, IL 60602	DIRECTOR 0	0.	0.	0.
	TOTAL	\$ 0.	\$ 0.	\$ 0.

STATEMENT 9
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

PATRICIA S O'KIEFFE
SUSAN S CAVENDER

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STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE FOOD BASKET INC. - HI FOOD BANK 140-B HOLOMUA ST. HILO, HI 96720	NONE		UNRESTRICTED	\$ 25,000.
NORTH HAWAII HOSPICE INC. 65-1328 KAWAIHAE ROAD KAMUELA, HI 96743	NONE		UNRESTRICTED	7,500.
THE SALVATION ARMY 1001 N. RICHEY BLVD. TUCSON, AZ 85718	NONE		SAFE HOUSING PROGRAM	8,000.
PIMA PREVENTION PARTNERSHIP 3130 E. BROADWAY BLVD SUITE 180 TUCSON, AZ 85716	NONE		TEEN COURT	20,000.
WOMEN FOR WOMEN INTERNATIONAL 4455 CONNECTICUT AVE NW SUITE 200 WASHINGTON, DC 20008	NONE		UNRESTRICTED	20,000.
KAHILU THEATER FOUNDATION P.O. BOX 549 KAMUELA, HI 96743	NONE		UNRESTRICTED	2,500.
WEST HAWAII HUMANE SOCIETY P.O. BOX 2695 KAILUA-KONA, HI 96745	NONE		UNRESTRICTED	10,000.
NORTH HAWAII WOMEN & CHILDRENS SERVICES 65-1229A OPELA ROAD SUITE 2 KAMUELA, HI 96743	NONE		HRSS PROJECT	5,000.
HUMANE SOCIETY OF SOUTHERN ARIZONA 3450 N KELVIN BLVD TUCSON, AZ 85716	NONE		ANIMAL CRUELTY DIVISION MATCH PROGRAM	5,000.
FRIENDS OF THE FUTURE P.O. BOX 2655 KAMUELA, HI 96743	NONE		UNRESTRICTED	5,000.
FIVE MOUNTAINS HAWAII P.O. BOX 437200 KAMUELA, HI 96743	NONE		BABY STEPS PROGRAM	10,000.

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
COMMUNITY FOOD BANK 3003 S. COUNTRY CLUB ROAD TUCSON, AZ 85726	NONE		FOOD PROGRAM	\$ 10,000.
YOUTH ON THEIR OWN 1443 W. PRINCE ROAD TUCSON, AZ 85705	NONE		STIPEND PROGRAM	25,000.
PIMA FOUNDATION FOR YOUTH 2225 E. AJO WAY TUCSON, AZ 85713	NONE		UNRESTRICTED	2,000.
UPTOWN OPTIMIST CLUB P.O. BOX 12515 TUCSON, AZ 85732	NONE		RIF PROGRAM	10,000.
PLANNED PARENTHOOD OF HAWAII 1350 S. KING ST. SUITE 309 HONOLULU, HI 96814	NONE		KONA CLINIC	25,000.
FRIENDS OF THE CHILDRENS JUST. CTR OF WEST HAWAII 77-6403 NALANI ST KAILUA-KONA, HI 96740	NONE		UNRESTRICTED	10,000.
FAMILY SUPPORT SERVICES OF WEST HAWAII 75-127 LUNAPULE RD SUITE 11 KAILUA-KONA, HI 96740	NONE		UNRESTRICTED	20,000.
PRIMAVERA FOUNDATION 702 S. 6TH AVENUE TUCSON, AZ 85701	NONE		EMERGENCY SERVICES	20,000.
PBS HAWAII 2350 DOLE STREET HONOLULU, HI 96822	NONE		UNRESTRICTED	5,000.
CATHOLIC COMMUNITY SERVICES FNDN 140 W. SPEEDWAY BLVD. SUITE 230 TUCSON, AZ 85705	NONE		UNRESTRICTED	5,000.
REID PARK ZOOLOGICAL SOCIETY 1030 S. RANDOLPH WAY TUCSON, AZ 85716	NONE		EXPEDITION TANZANIA EXPANSION PROJECT	20,000.

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

OMB No 1545-1709

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

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns***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	Employer identification number (EIN) or
	JOHN M. SIMPSON FOUNDATION	<input checked="" type="checkbox"/> 36-6071621
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	30 N LA SALLE ST #1232	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	CHICAGO, IL 60602-3344	

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

04

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

- The books are in the care of ▶ SIMPSON ESTATES INC.

Telephone No ▶ (312) 726-3110 FAX No ▶ (312) 726-3143

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above.

The extension is for the organization's return for

▶ ☒ calendar year 20 11 or▶ ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

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

3a 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.	3a	\$	1,425.
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.	3b	\$	3,250.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

BAA For Paperwork Reduction Act Notice, see Instructions.Form **8868** (Rev 1-2012)