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 , 2011, and ending , 20

Name of foundation
HAROLD AND VIRGINIA SIMPSON FOUNDATION

A Employer identification number
86-6332558

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
22 BILTMORE ESTATES

B Telephone number (see instructions)
(602) 957-7206

City or town, state, and ZIP code
PHOENIX, AZ 85016

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,697,273.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ______
(Part I, column (d) must be on cash basis)

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

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	50.	50.		ATCH 1
	4	Dividends and interest from securities	25,402.	25,402.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	166,263.			
	b	Gross sales price for all assets on line 6a 1,007,285.				
	7	Capital gain net income (from Part IV, line 2)		166,263.		
	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) (attach schedule)				
	11	Other income (attach schedule)	-17,302.	-17,282.		ATCH 3
	12	**Total.** Add lines 1 through 11	174,413.	174,433.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	8,000.	800.		7,200.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) **	572.	572.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	28,512.	28,512.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	37,084.	29,884.		7,200.
	25	Contributions, gifts, grants paid	87,000.			87,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	124,084.	29,884.		94,200.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	50,329.			
	b	**Net investment income** (if negative, enter -0-)		144,549.		
	c	**Adjusted net income** (if negative, enter -0-)				

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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			
	2	Savings and temporary cash investments	133,352.	64,987.	64,987.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	961,707.	1,104,636.	1,185,584.
	c	Investments - corporate bonds (attach schedule) ATCH 7	241,798.	249,916.	242,477.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	274,383.	242,030.	204,225.
	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)	1,611,240.	1,661,569.	1,697,273.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	4,001,930.	4,001,930.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-2,390,690.	-2,340,361.	
	30	**Total net assets or fund balances** (see instructions)	1,611,240.	1,661,569.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,611,240.	1,661,569.	

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	1,611,240.
2	Enter amount from Part I, line 27a	2	50,329.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,661,569.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,661,569.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(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				

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	166,263.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	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 (col (b) divided by col (c))
2010	100,645.	1,888,025.	0.053307
2009	125,343.	1,998,450.	0.062720
2008	98,124.	2,927,099.	0.033523
2007	157,824.	2,831,168.	0.055745
2006	8,265.	2,026,738.	0.004078

2	**Total** of line 1, column (d)	2	0.209373
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	0.041875
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,793,086.
5	Multiply line 4 by line 3	5	75,085.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,445.
7	Add lines 5 and 6	7	76,530.
8	Enter qualifying distributions from Part XII, line 4	8	94,200.

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 ▶ ☒ and enter 1% of Part I, line 27b			1	1,445.
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	
3	Add lines 1 and 2			3	1,445.
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	1,445.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,000.		
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	1,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	445.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	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 ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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		
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) ▶ AZ,			
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

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 ▶ NONE

14 The books are in care of ▶ GAIL BRYAN Telephone no ▶ 602-957-7206

Located at ▶ 22 BILTMORE ESTATES PHOENIX, AZ ZIP + 4 ▶ 85023

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 |

			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)?	1b		X
	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)	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)*	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)? (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**

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

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** 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? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
ATTACHMENT 9		8,000.	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		0	0	0

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

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		0

Total number of others receiving over $50,000 for professional services . . . . ▶

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 THE HAROLD AND VIRGINIA SIMPSON FOUNDATION MAKES NO PROGRAM RELATED INVESTMENTS. NO DIRECT CHARITABLE ACTIVITIES ARE CARRIED ON BY THE FOUNDATION. ALL ADMINISTRATIVE EXPENSES	
2 INCURRED IN CONNECTION WITH OUR TAX EXEMPT PURPOSE WERE ALLOCATED TO GRANT MAKING ACTIVITIES. ALL OTHER EXPENSES OF THE FOUNDATION WERE PROPERLY ALLOCABLE BETWEEN INVESTMENT	
3 ACTIVITIES AND GRANT MAKING ACTIVITIES.	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	1,511,545.
b	Average of monthly cash balances			1b	75,973.
c	Fair market value of all other assets (see instructions)			1c	232,874.
d	**Total** (add lines 1a, b, and c)			1d	1,820,392.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	1,820,392.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	27,306.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,793,086.
6	**Minimum investment return.** Enter 5% of line 5			6	89,654.

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	89,654.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,445.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,445.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	88,209.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	88,209.
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	88,209.

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	94,200.
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	94,200.
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	1,445.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	92,755.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				88,209.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			92,536.	
b Total for prior years 20 09 ,20 08 ,20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 94,200.				
a Applied to 2010, but not more than line 2a			92,536.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				1,664.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f *Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012*				86,545.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

NOT APPLICABLE

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))

GAIL L. BRYAN

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*				
ATTACHMENT 10				
Total . . . . ▶ **3a**				87,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g *Fees and contracts from government agencies*					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	50.	
4 Dividends and interest from securities			14	25,402.	
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				-17,302.	
8 Gain or (loss) from sales of assets other than inventory			18	166,263.	
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)				174,413.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 174,413.

(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) (See instructions)

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		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

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

▶ Gail L Bryan | 5/7/12 ▶ Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
LINDA O. DOTY	Linda O. Doty CPA	5/2/2012		P00649754

Firm's name ▶ DOTY & ASSOCIATES — Firm's EIN ▶ 84-1022358

Firm's address ▶ 141 UNION BLVD., #450
LAKEWOOD, CO 80228-1838 — Phone no 303-985-0602

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust: HAROLD AND VIRGINIA SIMPSON FOUNDATION

Employer identification number: 86-6332558

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	818.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	-1,337.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-519.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	166,538.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	244.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	166,782.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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Part III Summary of Parts I and II **Caution:** *Read the instructions **before** completing this part*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			-519.
14 **Net long-term gain or (loss):**				
a Total for year	14a			166,782.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			166,263.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or b** $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19

20 Add lines 18 and 19 . . . 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . ▶ 21

22 Subtract line 21 from line 20 If zero or less, enter -0- . . . 22

23 Subtract line 22 from line 17 If zero or less, enter -0- . . . 23

24 Enter the **smaller** of the amount on line 17 or $2,300 . . . 24

25 Is the amount on line 23 equal to or more than the amount on line 24?
☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box
☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?
☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 . . . 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28

29 Subtract line 28 from line 27 . . . 29

30 Multiply line 29 by 15% (15) . . . 30

31 Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . 34

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust
HAROLD AND VIRGINIA SIMPSON FOUNDATION

Employer identification number
86-6332558

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	GOLDMAN SACHS 48014-NONCOV SEE ATTACHED			76,075.	74,000.	2,075.
	GOLDMAN SACHS 60999-COVERED SEE ATTACHED			108,381.	113,682.	-5,301.
	GOLDMAN SACHS 60999-WASH SALE ADJUSTMENT				-31.	31.
	GOLDMAN SACHS 60999-NONCOV SEE ATTACHED			116,388.	112,375.	4,013.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 818.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	GOLDMAN SACHS 48014-NONCOV SEE ATTACHED			154,539.	114,988.	39,551.
	GOLDMAN SACHS 60999-NONCOV SEE ATTACHED			551,902.	424,915.	126,987.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 166,538.

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	0 00	Net Covered Long-Term Gains (Losses)	0 00	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	2 075 51	Net NonCovered Long-Term Gains (Losses)	39,550 57		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**2,075 51**	**Total Long-Term Gains (Losses)**	**39,550 57**	**Total Ordinary Gains (Losses)**	**0 00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Short-Term Gains (Losses)							
GS INVESTMENT GRADE CREDIT FUND CLASS A SHARES (38143H852)	05/18/2010	03/02/2011	7,982 74	76,075 51	0 00	74,000 00	2,075 51
Net NonCovered Short-Term Gains (Losses)				**76,075.51**	**0.00**	**74,000.00**	**2,075 51**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GS INVESTMENT GRADE CREDIT FUND CLASS A SHARES (38143H852)	08/27/2009	03/02/2011	3,867 50	36,857 25	0 00	34,150 00	2,707 25
GS INVESTMENT GRADE CREDIT FUND CLASS A SHARES (38143H852)	08/07/2009	03/02/2011	3,938 87	37,537 43	0 00	34,150 00	3,387 43
ISHARES MSCI EMERGING MKT INDEX FUND ETF (464287234)	12/24/2008	03/14/2011	905 00	41,425 57	0 00	21,796 93	19,628 64
ISHARES RUSSELL 2000 VALUE INDEX FUND ETF (464287630)	12/24/2008	03/14/2011	540 00	38,718 55	0 00	24,891 30	13,827 25
Net NonCovered Long-Term Gains (Losses)				**154,538.80**	**0.00**	**114,988.23**	**39,550 57**

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[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

Tax Year	Account No	Legal Name
2011	010-60999-8	HAROLD AND VIRGINIA SIMPSON

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	(5 270 24)	Net Covered Long-Term Gains (Losses)	0 00	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	4 012 68	Net NonCovered Long Term Gains (Losses)	126,987 03		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**(1,257.56)**	**Total Long-Term Gains (Losses)**	**126,987 03**	**Total Ordinary Gains (Losses)**	**0 00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
GENERAL ELECTRIC CO CMN (369604103)	01/04/2011	03/02/2011	65 00	1,325 34	0 00	1,193 97	131 37
AMERICAN TOWER CORPORATION CMN CLASS A (029912201)	01/25/2011	03/15/2011	283 00	14,110 92	0 00	14,512 92	(402 00)
BANK OF AMERICA CORP CMN (060505104)	02/15/2011	03/15/2011	527 00	7,346 24	0 00	7,833 28	(487 04)
DEVON ENERGY CORPORATION (NEW) CMN (25179M103)	03/02/2011	03/15/2011	94 00	8,230 48	0 00	8,370 57	(140 09)
DEVON ENERGY CORPORATION (NEW) CMN (25179M103) Disallowed Loss							(31 30)
EMC CORPORATION MASS CMN (268648102)	02/15/2011	03/15/2011	318 00	8,213 78	0 00	8,578 21	(364 43)
GENERAL ELECTRIC CO CMN (369604103)	01/04/2011	03/15/2011	542 00	10,612 42	0 00	9,955 89	656 53
GOOGLE, INC CMN CLASS A (38259P508)	02/15/2011	03/15/2011	9 00	5,098 40	0 00	5,631 60	(533 20)
JPMORGAN CHASE & CO CMN (46625H100)	01/04/2011	03/15/2011	104 00	4,661 62	0 00	4,544 52	117 10
LOWES COMPANIES INC CMN (548661107)	02/15/2011	03/15/2011	231 00	6,133 94	0 00	5,858 34	275 60
PRAXAIR, INC CMN SERIES (74005P104)	03/02/2011	03/15/2011	57 00	5,548 84	0 00	5,614 73	(65 89)
SOUTHWESTERN ENERGY CO CMN (845467109)	01/20/2011	03/15/2011	174 00	6,771 30	0 00	6,633 09	138 21
THERMO FISHER SCIENTIFIC INC CMN (883556102)	01/20/2011	03/15/2011	109 00	5,890 25	0 00	6,027 26	(137 01)
VISA INC CMN CLASS A (92826C839)	01/20/2011	03/15/2011	119 00	8,513 09	0 00	8,181 02	332 07
BANK OF AMERICA CORP CMN (060505104)	01/04/2011	08/09/2011	339 00	2,348 44	0 00	4,802 78	(2,454 34)

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[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
BANK OF AMERICA CORP CMN (060505104)	06/28/2011	08/09/2011	347 00	2,403 86	0 00	3,765 40	(1,361 54)
CONOCOPHILLIPS CMN (20825C104)	08/30/2011	12/13/2011	41 00	2,898 97	0 00	2,741 83	157 14
CONOCOPHILLIPS CMN (20825C104)	04/06/2011	12/13/2011	117 00	8,272 66	0 00	9,436 68	(1,164 02)
Net Covered Short-Term Disallowed Losses							**(31.30)**
Net Covered Short-Term Gains (Losses)				**108,380.55**	**0.00**	**113,682.09**	**(5,270.24)**
NonCovered Short-Term Gains (Losses)							
AFLAC INCORPORATED CMN (001055102)	04/13/2010	01/04/2011	88 00	4,974 91	0 00	4,852 86	122 05
VISA INC CMN CLASS A (92826C839)	07/21/2010	03/02/2011	24 00	1,769 71	0 00	1,749 08	20 63
BOEING COMPANY CMN (097023105)	09/21/2010	03/15/2011	84 00	5,821 45	0 00	5,356 44	465 01
GENERAL ELECTRIC CO CMN (369604103)	10/13/2010	03/15/2011	602 00	11,787 23	0 00	10,520 74	1,266 49
GENERAL MILLS INC CMN (370334104)	07/08/2010	03/15/2011	141 00	5,146 40	0 00	5,171 82	(25 42)
GENERAL MILLS INC CMN (370334104)	05/18/2010	03/15/2011	184 00	6,715 87	0 00	6,813 23	(97 36)
GOOGLE, INC CMN CLASS A (38259P508)	06/09/2010	03/15/2011	7 00	3,965 42	0 00	3,393 48	571 95
GOOGLE, INC CMN CLASS A (38259P508)	06/15/2010	03/15/2011	18 00	10,196 80	0 00	8,821 54	1,375 26
LOWES COMPANIES INC CMN (548661107)	09/28/2010	03/15/2011	214 00	5,682 53	0 00	4,776 67	905 86
LOWES COMPANIES INC CMN (548661107)	07/13/2010	03/15/2011	242 00	6,426 04	0 00	5,117 11	1,308 92
SOUTHWESTERN ENERGY CO CMN (845467109)	10/13/2010	03/15/2011	142 00	5,526 01	0 00	4,927 60	598 41
STAPLES, INC CMN (855030102)	04/13/2010	03/15/2011	317 00	6,316 10	0 00	7,562 92	(1,246 82)
THE BANK OF NY MELLON CORP CMN (064058100)	05/18/2010	03/15/2011	177 00	5,088 65	0 00	5,242 88	(154 23)
THE BANK OF NY MELLON CORP CMN (064058100)	05/12/2010	03/15/2011	299 00	8,596 08	0 00	9,282 22	(686 14)
VISA INC CMN CLASS A (92826C839)	07/21/2010	03/15/2011	42 00	3,004 62	0 00	3,060 88	(56 26)
AFLAC INCORPORATED CMN (001055102)	06/09/2010	03/18/2011	96 00	4,870 49	0 00	4,073 71	796 78
THE BANK OF NY MELLON CORP CMN (064058100)	11/30/2010	06/28/2011	262 00	6,358 96	0 00	7,089 04	(730 08)
SOUTHWESTERN ENERGY CO CMN (845467109)	10/13/2010	07/22/2011	70 00	3,406 99	0 00	2,429 10	977 89

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Goldman Sachs

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds 5	Total Accretion (Amortization)	Cost Basis 4	Total Gain (Loss)
NonCovered Short-Term Gains (Losses)							
STAPLES, INC CMN (855030102)	09/21/2010	08/09/2011	268 00	3,391 20	0 00	5,297 29	(1,906 09)
SOUTHWESTERN ENERGY CO CMN (845467109)	10/13/2010	08/30/2011	197 00	7,342 00	0 00	6,836 17	505 83
Net NonCovered Short-Term Gains (Losses)				**116,387.46**	**0.00**	**112,374.78**	**4,012.68**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds 5	Total Accretion (Amortization)	Cost Basis 4	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
AFLAC INCORPORATED CMN (001055102)	09/16/2009	01/04/2011	93 00	5,257 58	0 00	3,982 48	1,275 09
EMERSON ELECTRIC CO CMN (291011104)	06/01/2009	01/04/2011	7 00	395 50	0 00	237 91	157 59
EMERSON ELECTRIC CO CMN (291011104)	10/20/2009	01/04/2011	162 00	9,153 07	0 00	6,421 84	2,731 23
BAXTER INTERNATIONAL INC CMN (071813109)	01/30/2009	01/20/2011	255 00	12,860 52	0 00	14,982 78	(2,122 26)
EXXON MOBIL CORPORATION CMN (30231G102)	01/30/2009	01/20/2011	75 00	5,802 15	0 00	5,859 38	(57 23)
EXXON MOBIL CORPORATION CMN (30231G102)	11/18/2008	01/20/2011	190 00	14,698 78	0 00	13,935 55	763 23
FREEPORT-MCMORAN COPPER & GOLD CMN (35671D857)	07/06/2009	01/25/2011	81 00	8,540 90	0 00	3,741 64	4,799 26
FREEPORT-MCMORAN COPPER & GOLD CMN (35671D857)	06/09/2009	01/25/2011	132 00	13,918 51	0 00	7,701 03	6,217 48
CISCO SYSTEMS, INC CMN (17275R102)	02/23/2009	02/15/2011	315 00	5,863 93	0 00	4,633 66	1,230 27
CISCO SYSTEMS, INC CMN (17275R102)	01/30/2009	02/15/2011	1,096 00	20,402 74	0 00	17,617 98	2,784 76
APPLE, INC CMN (037833100)	12/09/2009	03/02/2011	3 00	1,051 50	0 00	579 43	472 07
MICROSOFT CORPORATION CMN (594918104)	01/30/2009	03/02/2011	40 00	1,048 37	0 00	715 35	333 02
OCCIDENTAL PETROLEUM CORP CMN (674599105)	04/14/2009	03/02/2011	1 00	100 53	0 00	57 88	42 65
OCCIDENTAL PETROLEUM CORP CMN (674599105)	01/30/2009	03/02/2011	128 00	12,867 62	0 00	7,386 52	5,481 10
AFLAC INCORPORATED CMN (001055102)	08/25/2009	03/15/2011	106 00	5,382 57	0 00	4,435 63	946 94
AFLAC INCORPORATED CMN (001055102)	09/16/2009	03/15/2011	110 00	5,585 69	0 00	4,710 47	875 22
APPLE, INC CMN (037833100)	12/09/2009	03/15/2011	16 00	5,545 81	0 00	3,090 30	2,455 51

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REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
APPLE, INC CMN (037833100)	07/06/2009	03/15/2011	50 00	17,330 67	0 00	6,857 36	10,473 31
BANK OF AMERICA CORP CMN (060505104)	02/02/2010	03/15/2011	66 00	920 02	0 00	1,031 19	(111 16)
BANK OF AMERICA CORP CMN (060505104)	01/12/2010	03/15/2011	550 00	7,666 85	0 00	9,072 75	(1,405 90)
BAXTER INTERNATIONAL INC CMN (071813109)	01/30/2009	03/15/2011	214 00	10,936 31	0 00	12,573 79	(1,637 48)
BIOGEN IDEC INC CMN (09062X103)	05/12/2009	03/15/2011	177 00	12,352 59	0 00	8,579 51	3,773 08
BOEING COMPANY CMN (097023105)	01/30/2009	03/15/2011	147 00	10,187 53	0 00	6,092 14	4,095 40
CHARLES SCHWAB CORPORATION CMN (808513105)	06/01/2009	03/15/2011	690 00	12,299 01	0 00	12,663 71	(364 70)
COSTCO WHOLESALE CORPORATION CMN (22160K105)	07/28/2009	03/15/2011	88 00	6,313 88	0 00	4,285 27	2,028 61
COSTCO WHOLESALE CORPORATION CMN (22160K105)	04/23/2009	03/15/2011	179 00	12,843 00	0 00	8,499 49	4,343 51
EMERSON ELECTRIC CO CMN (291011104)	06/01/2009	03/15/2011	5 00	290 39	0 00	169 94	120 46
EMERSON ELECTRIC CO CMN (291011104)	04/01/2009	03/15/2011	184 00	10,686 51	0 00	5,192 72	5,493 79
HONEYWELL INTL INC CMN (438516106)	07/28/2009	03/15/2011	13 00	720 65	0 00	441 97	278 68
HONEYWELL INTL INC CMN (438516106)	01/06/2010	03/15/2011	98 00	5,432 55	0 00	3,967 94	1,464 61
HONEYWELL INTL INC CMN (438516106)	11/20/2009	03/15/2011	121 00	6,707 54	0 00	4,594 50	2,113 04
HONEYWELL INTL INC CMN (438516106)	01/30/2009	03/15/2011	147 00	8,148 83	0 00	4,892 54	3,256 29
JOHNSON & JOHNSON CMN (478160104)	11/18/2008	03/15/2011	90 00	5,252 30	0 00	5,296 05	(43 75)
JOHNSON & JOHNSON CMN (478160104)	01/30/2009	03/15/2011	160 00	9,337 41	0 00	9,308 78	28 63
JPMORGAN CHASE & CO CMN (46625H100)	04/14/2009	03/15/2011	42 00	1,882 58	0 00	1,345 89	536 69
JPMORGAN CHASE & CO CMN (46625H100)	01/30/2009	03/15/2011	363 00	16,270 84	0 00	9,461 59	6,809 24
MC DONALDS CORP CMN (580135101)	01/26/2010	03/15/2011	35 00	2,635 80	0 00	2,238 12	397 68
MC DONALDS CORP CMN (580135101)	03/02/2010	03/15/2011	86 00	6,476 53	0 00	5,511 28	965 25
MICROSOFT CORPORATION CMN (594918104)	01/30/2009	03/15/2011	577 00	14,592 04	0 00	10,318 95	4,273 09
NIKE CLASS-B CMN CLASS B (654106103)	11/20/2009	03/15/2011	3 00	255 21	0 00	190 36	64 85
NIKE CLASS-B CMN CLASS B (654106103)	10/20/2009	03/15/2011	61 00	5,189 17	0 00	3,975 33	1,213 84
NIKE CLASS-B CMN CLASS B (654106103)	01/06/2010	03/15/2011	102 00	8,676 97	0 00	6,684 13	1,992 84

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REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds[5]	Total Accretion (Amortization)	Cost Basis[4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
OCCIDENTAL PETROLEUM CORP CMN (674599105)	01/30/2009	03/15/2011	163 00	15,981 84	0 00	9,406 27	6,575 57
ORACLE CORPORATION CMN (68389X105)	10/20/2009	03/15/2011	38 00	1,176 58	0 00	839 26	337 31
ORACLE CORPORATION CMN (68389X105)	04/07/2009	03/15/2011	114 00	3,529 72	0 00	2,160 24	1,369 48
ORACLE CORPORATION CMN (68389X105)	04/28/2009	03/15/2011	333 00	10,310 51	0 00	6,614 98	3,695 53
PEPSICO INC CMN (713448108)	01/12/2010	03/15/2011	57 00	3,599 25	0 00	3,511 84	87 41
PEPSICO INC CMN (713448108)	10/09/2009	03/15/2011	85 00	5,367 30	0 00	5,127 09	240 21
PEPSICO INC CMN (713448108)	01/30/2009	03/15/2011	198 00	12,502 65	0 00	10,209 31	2,293 33
PRAXAIR, INC CMN SERIES (74005P104)	01/30/2009	03/15/2011	84 00	8,177 24	0 00	5,311 28	2,865 96
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	02/23/2009	03/15/2011	14 00	849 92	0 00	699 25	150 68
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	02/12/2009	03/15/2011	189 00	11,473 97	0 00	9,561 30	1,912 67
QUALCOMM INC CMN (747525103)	10/20/2009	03/15/2011	110 00	5,792 22	0 00	4,558 70	1,233 52
QUALCOMM INC CMN (747525103)	01/30/2009	03/15/2011	272 00	14,322 59	0 00	9,534 93	4,787 66
SCHLUMBERGER LTD CMN (806857108)	01/30/2009	03/15/2011	97 00	8,239 99	0 00	4,159 85	4,080 14
SCHLUMBERGER LTD CMN (806857108)	08/25/2009	03/15/2011	155 00	13,166 99	0 00	8,770 91	4,396 08
STAPLES, INC CMN (855030102)	02/02/2010	03/15/2011	117 00	2,331 18	0 00	2,799 55	(468 37)
STAPLES, INC CMN (855030102)	01/26/2010	03/15/2011	366 00	7,292 41	0 00	8,805 08	(1,512 67)
THE TRAVELERS COMPANIES, INC CMN (89417E109)	01/30/2009	03/15/2011	280 00	16,422 69	0 00	11,099 26	5,323 43
THERMO FISHER SCIENTIFIC INC CMN (883556102)	01/30/2009	03/15/2011	195 00	10,537 60	0 00	7,198 89	3,338 70
VISA INC CMN CLASS A (92826C839)	11/21/2008	03/15/2011	43 00	3,076 16	0 00	2,122 27	953 89
AFLAC INCORPORATED CMN (001055102)	08/25/2009	03/18/2011	89 00	4,515 35	0 00	3,724 26	791 09
APPLE, INC CMN (037833100)	07/06/2009	03/18/2011	1 00	332 09	0 00	137 15	194 94
JOHNSON & JOHNSON CMN (478160104)	01/30/2009	03/18/2011	4 00	232 83	0 00	232 72	0 11
JPMORGAN CHASE & CO CMN (46625H100)	01/30/2009	03/18/2011	10 00	457 09	0 00	260 65	196 44
ORACLE CORPORATION CMN (68389X105)	04/07/2009	03/18/2011	8 00	246 15	0 00	151 60	94 55
QUALCOMM INC CMN (747525103)	01/30/2009	03/18/2011	4 00	206 71	0 00	140 22	66 49

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REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
STAPLES, INC CMN (855030102)	02/02/2010	03/18/2011	16 00	314 79	0 00	382 85	(68 06)
THERMO FISHER SCIENTIFIC INC CMN (883556102)	01/30/2009	03/18/2011	4 00	211 19	0 00	147 67	63 52
BAXTER INTERNATIONAL INC CMN (071813109)	01/30/2009	04/06/2011	9 00	486 48	0 00	528 80	(42 33)
BAXTER INTERNATIONAL INC CMN (071813109)	12/09/2009	04/06/2011	86 00	4,648 58	0 00	4,782 54	(133 96)
BAXTER INTERNATIONAL INC CMN (071813109)	10/27/2009	04/06/2011	92 00	4,972 90	0 00	5,057 04	(84 15)
SCHLUMBERGER LTD CMN (806857108)	01/30/2009	04/06/2011	60 00	5,497 76	0 00	2,573 10	2,924 66
BIOGEN IDEC INC CMN (09062X103)	05/12/2009	04/21/2011	45 00	4,669 13	0 00	2,181 23	2,487 90
BIOGEN IDEC INC CMN (09062X103)	10/27/2009	04/21/2011	101 00	10,479 60	0 00	4,509 46	5,970 14
COSTCO WHOLESALE CORPORATION CMN (22160K105)	04/23/2009	06/28/2011	41 00	3,270 56	0 00	1,946 81	1,323 75
THE BANK OF NY MELLON CORP CMN (064058100)	05/18/2010	06/28/2011	127 00	3,082 39	0 00	3,761 84	(679 45)
EMERSON ELECTRIC CO CMN (291011104)	04/01/2009	07/22/2011	161 00	8,870 63	0 00	4,543 63	4,327 00
PEPSICO INC CMN (713448108)	01/30/2009	07/26/2011	77 00	4,944 02	0 00	3,970 29	973 73
BANK OF AMERICA CORP CMN (060505104)	02/02/2010	08/09/2011	233 00	1,614 12	0 00	3,640 40	(2,026 27)
BANK OF AMERICA CORP CMN (060505104)	01/26/2010	08/09/2011	388 00	2,687 89	0 00	5,857 33	(3,169 44)
STAPLES, INC CMN (855030102)	02/02/2010	08/09/2011	162 00	2,049 91	0 00	3,876 30	(1,826 40)
STAPLES, INC CMN (855030102)	03/09/2010	08/09/2011	216 00	2,733 21	0 00	4,974 22	(2,241 01)
VISA INC CMN CLASS A (92826C839)	11/21/2008	10/04/2011	32 00	2,640 68	0 00	1,579 36	1,061 32
CHARLES SCHWAB CORPORATION CMN (808513105)	06/01/2009	12/02/2011	132 00	1,558 53	0 00	2,422 62	(864 09)
CHARLES SCHWAB CORPORATION CMN (808513105)	08/05/2009	12/02/2011	436 00	5,147 89	0 00	7,707 70	(2,559 81)
Net NonCovered Long-Term Gains (Losses)				**551,902.24**	**0.00**	**424,915.18**	**126,987.03**

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-1,337.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					244.	
		GOLDMAN SACHS 48014-NONCOV SEE ATTACHED PROPERTY TYPE: SECURITIES				P		
76,075.		74,000.					2,075.	
		GOLDMAN SACHS 60999-COVERED SEE ATTACHED PROPERTY TYPE: SECURITIES				P		
108,381.		113,682.					-5,301.	
		GOLDMAN SACHS 60999-WASH SALE ADJUSTMENT PROPERTY TYPE: SECURITIES				P		
		-31.					31.	
		GOLDMAN SACHS 60999-NONCOV SEE ATTACHED				P		
116,388.		112,375.					4,013.	
		GOLDMAN SACHS 48014-NONCOV SEE ATTACHED PROPERTY TYPE: SECURITIES				P		
154,539.		114,988.					39,551.	
		GOLDMAN SACHS 60999-NONCOV SEE ATTACHED PROPERTY TYPE: SECURITIES				P		
551,902.		424,915.					126,987.	
TOTAL GAIN(LOSS)							166,263.	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS BANK	50.	50.
TOTAL	50.	50.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS INVESTMENT ACCOUNT	24,434.	24,434.
MKA REAL ESTATE FUND PARTNERSHIP	968.	968.
TOTAL	25,402.	25,402.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PASSTHROUGH FROM MKA REAL EST QUAL FD I	-17,302.	-17,282.
TOTALS	-17,302.	-17,282.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES WITHHELD	572.	572.
TOTALS	572.	572.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	13,586.	13,586.
PORTFOLIO EXP-MKA RE PASS-THR	14,926.	14,926.
TOTALS	28,512.	28,512.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS INVESTMENT ACCT	1,104,636.	1,185,584.
TOTALS	1,104,636.	1,185,584.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS FIXED INCOME	249,916.	242,477.
TOTALS	249,916.	242,477.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MKA REAL ESTATE QUAL FUND I	242,030.	204,225.
TOTALS	242,030.	204,225.

HAROLD AND VIRGINIA SIMPSON FOUNDATION

86-6332558

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GAIL BRYAN 22 BILTMORE ESTATES PHOENIX, AZ 85016	TRUSTEE 1.00	5,000.	0	0
LINDA SMITH 1275 SILVERTIP LANE EVERGREEN, CO 80439	TRUSTEE 1.00	1,500.	0	0
DAVID SMITH 1275 SILVERTIP LANE EVERGREEN, CO 80439	TRUSTEE 1.00	1,500.	0	0
	GRAND TOTALS	8,000.	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AFRICA CHRISTIAN MINISTRIES P.O. BOX 461 KEEGO HARBOR, MI 48320-0461	NONE PUBLIC	GENERAL OPERATING EXPENSES	17,000.
MOPS INTERNATIONAL INC. 2370 S TRENTON WAY DENVER, CO 80231	NONE PUBLIC	GENERAL OPERATING EXPENSES	30,000.
INNER CITY CHRISTIAN SCHOOL 3560 JOSEPHINE STREET DENVER, CO 80205-2224	NONE PUBLIC	GENERAL OPERATING EXPENSES	17,500.
WOMEN OF VISION 591 SUNDOWN LANE EVERGREEN, CO 80439	NONE PUBLIC	GENERAL OPERATING EXPENSES	15,000.
PROVIDENCE NETWORK 801 LOGAN STREET DENVER, CO 80203	NONE PUBLIC	GENERAL OPERATING EXPENSES	7,500.
		TOTAL CONTRIBUTIONS PAID	87,000.