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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 DECEMBER 1, 2011, and ending NOVEMBER 30, 2012

Name of foundation SIMMONS FAMILY FOUNDATION		A Employer identification number 13-3420599
Number and street (or P O box number if mail is not delivered to street address) 722 WEST SHEPARD LANE, #103		B Telephone number (see instructions)
City or town, state, and ZIP code FARMINGTON, UT 84025		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,103,291 (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (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). Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	2 Interest on savings and temporary cash investments	65	65		
	3 Dividends and interest from securities	59,792	59,792		
	4 Gross rents				
	5 Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	6b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	10b Less Cost of goods sold				
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	59,857	59,857	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	5,000			5,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	16b Accounting fees (attach schedule)	2,086			2,086
	17 Other professional fees (attach schedule)				
	18 Interest				
	19 Taxes (attach schedule) (see instructions)				
	20 Depreciation (attach schedule) and depletion				
	21 Occupancy				
	22 Travel, conferences, and meetings				
	23 Printing and publications				
	24 Other expenses (attach schedule)	1,144			1,144
	25 Total operating and administrative expenses. Add lines 13 through 23	8,230	0	0	8,230
	26 Contributions, gifts, grants paid	491,513			491,513
27 Total expenses and disbursements. Add lines 24 and 25	499,743	0	0	499,743	
28 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(439,886)				
b Net investment income (if negative, enter -0-)		59,857			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

JSA

Form **990-PF** (2011)

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	699,180	241,500	241,500
	2 Savings and temporary cash investments	70,942	88,928	88,928
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶		0	
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶		0	
	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) ▶, 004,088 Less: allowance for doubtful accounts ▶	1,004,088	1,004,088	1,004,088
	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)	9,339,105	9,342,651	7,768,775
	c Investments - corporate bonds (attach schedule): Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶		0	
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶		0	
	15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	11,113,315	10,677,167	9,103,291	
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 ▶ SEE SCHEDULE)	1,139	127,520	
23 Total liabilities (add lines 17 through 22)	1,139	127,520		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	11,112,176	10,549,647	
	30 Total net assets or fund balances (see instructions)	11,112,176	10,549,647	
	31 Total liabilities and net assets/fund balances (see instructions)	11,113,315	10,677,167	

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	11,112,176
2 Enter amount from Part I, line 27a	2	(439,886)
3 Other increases not included in line 2 (itemize) ▶ ADJUST BASIS OF SECURITIES REC'D IN P/Y	3	3,545
4 Add lines 1, 2, and 3	4	10,675,835
5 Decreases not included in line 2 (itemize) ▶ RECORD DEFERRED GAIN ON N/R REC'D IN P/Y	5	126,188
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,549,647

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a					
b					
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			0
b			0
c			0
d			0
e			0

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		0	0
b		0	0
c		0	0
d		0	0
e		0	0

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** 0

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**

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	439,704	10,149,131	0.0433
2009	207,826	8,614,703	0.0241
2008	469,291	3,693,824	0.1270
2007	825,107	9,605,358	0.0859
2006	835,433	16,910,105	0.0494

2 Total of line 1, column (d)	2	0.3297
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	0.0659
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,097,373
5 Multiply line 4 by line 3	5	599,517
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	599
7 Add lines 5 and 6	7	600,116
8 Enter qualifying distributions from Part XII, line 4. 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	8	499,743

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 instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,197
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	1,197
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,197
6 Credits/Payments.			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6 a	1,477	
b Exempt foreign organizations - tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,477	
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	280	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ 280 Refunded ▶	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 page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (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		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, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ UTAH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled 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>SIMMONSFUNDATION.ORG</u>	13	X	
14	The books are in care of ▶ <u>ELIZABETH W. GERNER</u> Telephone no. ▶ <u>801-550-5026</u> Located at ▶ <u>ADDRESS ON RETURN</u> ZIP + 4 ▶ <u>84025</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				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)? ▶ <input type="checkbox"/> 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 ▶ _____			
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. ▶ _____			
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

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

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** 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 SCHEDULE ATTACHED				

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

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

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 -----	

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 -----	

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	7,498,751
b	Average of monthly cash balances	1b	733,153
c	Fair market value of all other assets (see instructions)	1c	1,004,008
d	Total (add lines 1a, b, and c)	1d	9,235,912
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	9,235,912
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	138,539
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,097,373
6	Minimum investment return. Enter 5% of line 5	6	454,869

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	454,869
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,197
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,197
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	453,672
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	453,672
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	453,672

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	499,743
b	Program-related investments - total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	499,743
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	499,743

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				453,672
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			472,940	
b Total for prior years 20____, 20____, 20____				
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	0			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 499,743				
a Applied to 2010, but not more than line 2a			472,940	
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				26,803
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	0			
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				
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				426,869
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)

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)

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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed . .				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

ELIZABETH W. GERNER, ADDRESS ON RETURN, 801-550-5026

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

SEE SCHEDULE ATTACHED FOR APPLICATION GUIDELINES

c Any submission deadlines:

AUGUST 15TH

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

TRUSTEES PREFER TO MAKE GRANTS WITHIN THE STATE OF UTAH

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE ATTACHED				491,513
Total			▶ 3a	491,513
b Approved for future payment				
Total			▶ 3b	0

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) 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	65	
4 Dividends and interest from securities				14	59,792	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						
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)			0		59,857	0
13 Total. Add line 12, columns (b), (d), and (e)					13	59,857

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

<p>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?</p>			Yes	No
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.				

[illegible]

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.

Signature of officer or trustee

April 8, '13

► trustee
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

ROY M. HONG

Preparer's signature

Preparer's signature Lay m Hong
TES

Date

3/26/13

Check <input type="checkbox"/> if self-employed	PTIN
	P00

PTIN	P00050007
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Firm's name ► MING & ASSOCIATES

Firm's address ► 6881 PINE ROCK DRIVE
SALT LAKE CITY, UT 84121

Firm's EIN ▶	13-4339645
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Phone no. 801-733-8855

SIMMONS FAMILY FOUNDATION
ATTACHMENT TO PARTS I, II, VII-A AND VIII
13-3420599
11/30/12

PART I, LINE 23, OTHER EXPENSES

	COLUMN (A)	COLUMN (D)
MISCELLANEOUS	95	95
OFFICE EXPENSE	666	666
PAYROLL TAXES	383	383
	1,144	1,144

PART II, LINE 7, OTHER NOTES AND LOANS

	BEGINNING (a) BOOK VALUE	ENDING (b) BOOK VALUE	ENDING FAIR MKT VALUE
NOTE RECEIVABLE - ELIZABETH S HOKE 301 TRUST	1,004,088	1,004,088	1,004,088
TOTAL	1,004,088	1,004,088	1,004,088

1) BORROWER'S NAME AND TITLE	ELIZABETH S HOKE 301 TRUST, HENRY S PHIBBS, TRUSTEE
2) ORIGINAL AMOUNT	\$1,004,088
3) BALANCE DUE AT 11/30/10	\$1,004,088
4) DATE OF NOTE	12/31/09
5) MATURITY DATE	12/31/24
6) REPAYMENT TERMS	INTEREST DUE ON OR BEFORE DECEMBER 31ST OF EACH YEAR
6) REPAYMENT TERMS	ALL UNPAID INTEREST AND PRINCIPAL DUE ON OR BEFORE 12/31/24
7) INTEREST RATE	4.17%
8) SECURITY PROVIDED BY BORROW	7.383% INTEREST IN RES PROPERTIES, LPA
9) PURPOSE OF LOAN	NOTE RECEIVABLE WAS DONATED TO THE FOUNDATION BY THE ESTATE OF ELIZABETH E SIMMONS
10) DESCRIPTION AND FMV OF CONSIDERATION	NOTE RECEIVABLE WAS DONATED TO THE FOUNDATION BY THE ESTATE OF ELIZABETH E SIMMONS

PART II, LINE 10b, INVESTMENTS IN CORPORATE STOCK

	BEGINNING (a) BOOK VALUE	ENDING (b) BOOK VALUE	ENDING FAIR MKT VALUE
378,000 SHARES OF ZIONS BANCORP STOCK	9,229,573	9,229,573	7,586,460
1,003 SHARES OF ZIONS BANCORP STOCK	9,769	834	20,130
3,120 SHARES OF QUESTAR CORP STOCK	28,110	30,805	61,214
3,120 SHARES OF QEP RESOURCES, INC STOCK	59,188	66,122	87,735
311 SHARES OF WESTAMERICA BANCORP STOCK	12,465	15,317	13,236
	9,339,105	9,342,651	7,768,775

PART II, LINE 22, OTHER LIABILITIES

	BEGINNING (a) BOOK VALUE	ENDING (b) BOOK VALUE
CREDIT CARD PAYABLE	474	667
PAYROLL TAXES PAYABLE	665	665
DEFERRED GAIN	0	126,188
	1,139	127,520

PART VII-A, LINE 10, SUBSTANTIAL CONTRIBUTORS

DONOR NAME & ADDRESS

ESTATE OF ELIZABETH E SIMMONS
515 SOUTH 700 EAST
SALT LAKE CITY, UT 84102

PART VIII, LINE 1, LIST ALL OFFICERS, TRUSTEES, FOUNDATION MANAGERS AND THEIR COMPENSATION

(a) NAME AND ADDRESSES	(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
JULIA S WATKINS 856 CRESTWOOD KAYSVILLE, UT	TRUSTEE	0	0	0
L E SIMMONS 2923 DEL MONTE, HOUSTON TX	TRUSTEE	0	0	0
ELIZABETH S HOKE PO BOX 287, WILSON, WY	TRUSTEE	0	0	0
HARRIS H SIMMONS 475 EAST OAK FOREST ROAD SLC UT	TRUSTEE	0	0	0
DAVID E SIMMONS 1566 CONNECTICUT DRIVE SLC UT	TRUSTEE	0	0	0

Simmons Family Foundation Application Guidelines

General Information

The Simmons Family Foundation is a private foundation established in Salt Lake City in 1986 by Roy W. and Elizabeth E. Simmons. The Foundation is governed by a Board of Trustees who meets semiannually to consider grant requests.

Grant Program

The Foundation is committed to fostering virtues of good citizenship through religious, medical, community, art and educational purposes. The Trustees place priority on organizations and projects serving the people of the State of Utah.

Eligibility Criteria

Only non-profit organizations that are tax-exempt under the Internal Revenue Code's sections 501(c)(3) or 170(c) are eligible for grants. The Foundation does not make grants to individuals.

Preferences

The Board of Trustees prefers not to fund organizations that in turn make grants to others.

Application Procedure

The Foundation will acknowledge receipt of all proposals. Requests will be reviewed and evaluated before they are presented to the Board of Trustees. Applications should consist of a letter and other supporting documents, as outlined below.

Letter of Application

Organizations requesting a grant should submit a letter on the letterhead of the organization. This letter must be signed by the chief executive officer (e.g., President, Executive Director, etc.) and should include a statement that the CEO approves the request and endorses it as a strong priority of the organization for Foundation support.

The letter must include the following information:

- A brief description of the history and mission of the organization and its current activities.
- A statement that explains the problem or issues the project addresses, how the project will respond to or resolve that problem, and why the strategy will be effective. If statistics or opinions are included, the source or reference should be cited.
- A statement of the specific population that will benefit from the project.
- A description of the activities and timetable for their accomplishment.
- A detailed budget of the overall cost of the project, the amount of funding requested from the Foundation and how the funds will be used. The statement should discuss how the project would be funded after the Foundation's funding ceases.

- A list of all other sources of support that have committed funding for the proposed project, including the amount of support committed.
- A list of all other sources of support from which the organization has requested funding for the project, including the amount requested, and for which a response is pending as of the date of application.
- The proposed method for evaluating the project's effectiveness.
- The name, title and telephone number of the person with whom the Foundation should communicate regarding the request, if other than the CEO.
- A photocopy of the latest determination letter issued by the Internal Revenue Service regarding the organization's current tax-exempt status under section 501(c)(3) or section 170 (c).
- The organization's most recent audited financial statements. If the organization's financial statements are not audited, reviewed, or compiled by an independent accountant, the organization should submit internally prepared financial statements, including a balance sheet and a statement of revenues and expenses, marked unaudited.
- A complete copy of the organization's most recently filed IRS Form 990, including Schedule A and all supporting schedules.
- The organization's current annual operating budget, including revenues and expenses.
- A current list of the organization's board of directors or trustees. If the project has a separate advisory group, the organization should submit these names in addition to the board list.

Only one copy of material is needed. Elaborate presentations are unnecessary. All materials submitted remain the property of the Foundation.

Deadlines

The Board of Trustees meets once time a year, in the fall, to consider grant requests. Grant applications should reach the Foundation no later than the following date:

August 15 – for a November decision

Applicants can help the Foundation provide a timely response by using these guidelines as a checklist to ensure that all necessary information is provided with the original request. The Foundation will notify the applicant that the request has been received and ask for additional information that may be needed. All applicants are notified in writing of action taken by the Board of Trustees.

Application packages should be mailed or delivered to:

Simmons Family Foundation
Attn. Elizabeth W. Gerner
722 W. Shepard Lane, Suite 103
Farmington, UT 84025

For additional information, call (801) 550-5026.