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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE CYNTHIA L. & WILLIAM E. SIMON, JR FOUNDATION		A Employer identification number 13-3799555
Number and street (or P O box number if mail is not delivered to street address) 310 SOUTH STREET P.O. BOX 1913		B Telephone number 973-898-0290
City or town, state, and ZIP code MORRISTOWN, NJ 07962-1913		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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 37,211.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		570,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		33.	33.		Statement 1
4 Dividends and interest from securities		423.	423.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b 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					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		570,456.	456.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees		2,500.	2,500.		0.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 4		3,490.	500.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		5,990.	3,000.		0.
25 Contributions, gifts, grants paid		556,456.			556,456.
26 Total expenses and disbursements. Add lines 24 and 25		562,446.	3,000.		556,456.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		8,010.			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		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	10,064.	17,929.	17,929.	
	3 Accounts receivable				
	Less: allowance for doubtful accounts				
	4 Pledges receivable				
	Less: allowance for doubtful accounts				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable				
	Less: allowance for doubtful accounts				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
Assets	11 Investments - land, buildings, and equipment, basis				
	Less: accumulated depreciation				
	12 Investments - mortgage loans				
	13 Investments - other Stmt 6	16,744.	16,889.	19,282.	
	14 Land, buildings, and equipment, basis				
	Less: accumulated depreciation				
	15 Other assets (describe)				
	16 Total assets (to be completed by all filers)	26,808.	34,818.	37,211.	
	Liabilities	17 Accounts payable and accrued expenses			
		18 Grants payable			
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
22 Other liabilities (describe)					
23 Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <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 <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	26,808.	34,818.	Statement 5	
30 Total net assets or fund balances	26,808.	34,818.			
31 Total liabilities and net assets/fund balances	26,808.	34,818.			

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	26,808.
2 Enter amount from Part I, line 27a	2	8,010.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	34,818.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,818.

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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	NONE		
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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	

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))
2011	600,690.	30,827.	19.485840
2010	197,736.	27,392.	7.218750
2009	220,374.	26,056.	8.457706
2008	395,364.	252,534.	1.565587
2007	292,093.	72,224.	4.044265

2 Total of line 1, column (d)	40.772148
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	8.154430
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	52,773.
5 Multiply line 4 by line 3	430,334.
6 Enter 1% of net investment income (1% of Part I, line 27b)	0.
7 Add lines 5 and 6	430,334.
8 Enter qualifying distributions from Part XII, line 4	556,456.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	0.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 500.	7	500.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	500.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 500. Refunded <input checked="" type="checkbox"/>			

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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?		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/>		
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 2012 or the taxable year beginning in 2012 (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

N/A

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14 The books are in care of ► WILLIAM E. SIMON & SONS, LLC Telephone no. ► 973-898-0290 Located at ► 310 SOUTH STREET, MORRISTOWN, NJ ZIP+4 ► 07962-1913			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16 At any time during calendar year 2012, 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)? Organizations relying on a current notice regarding disaster assistance check here	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 2012 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 2012)	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 2012?	4b		X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM E. SIMON, JR. 11100 SANTA MONICA BLVD, STE 1910 LOS ANGELES, CA 90025	TRUSTEE 0.00	0.	0.	0.
CYNTHIA L. SIMON 11100 SANTA MONICA BLVD, STE 1910 LOS ANGELES, CA 90025	PRESIDENT/TRUSTEE 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	18,934.
b	Average of monthly cash balances	1b	34,643.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	53,577.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	53,577.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	804.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,773.
6	Minimum investment return. Enter 5% of line 5	6	2,639.

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	2,639.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,639.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,639.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,639.

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	556,456.
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	556,456.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	556,456.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,639.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	288,482.			
b From 2008	382,737.			
c From 2009	219,071.			
d From 2010	196,366.			
e From 2011	599,149.			
f Total of lines 3a through e	1,685,805.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	556,456.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2,639.
e Remaining amount distributed out of corpus	553,817.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,239,622.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	288,482.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,951,140.			
10 Analysis of line 9:				
a Excess from 2008	382,737.			
b Excess from 2009	219,071.			
c Excess from 2010	196,366.			
d Excess from 2011	599,149.			
e Excess from 2012	553,817.			

**THE CYNTHIA L. & WILLIAM E. SIMON, JR
FOUNDATION**

Form 990-PF (2012)

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)

See Statement 7

- 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 or e-mail of the person to whom applications should be addressed:

See Statement 8

- 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:

THE CYNTHIA L. & WILLIAM E. SIMON, JR
FOUNDATION

Form 990-PF (2012)

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Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 9				556,456.
Total			3a	556,456.
b Approved for future payment				
None				
Total			3b	0.

Enter gross amounts unless otherwise indicated.

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

223621
12-05-12

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

THE CYNTHIA L. & WILLIAM E. SIMON, JR
FOUNDATION

Employer identification number

13-3799555

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE CYNTHIA L. & WILLIAM E. SIMON, JR
FOUNDATION

Employer identification number

13-3799555

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM E. SIMON, JR. 11100 SANTA MONICA BLVD, STE 1910 LOS ANGELES, CA 90025	\$ 570,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE CYNTHIA L. & WILLIAM E. SIMON, JR
FOUNDATION

Employer identification number

13-3799555

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

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

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
BANK OF AMERICA, N.A.	33.
Total to Form 990-PF, Part I, line 3, Column A	33.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BANK OF AMERICA, N.A.	279.	0.	279.
VANGUARD 500 INDEX FUND	144.	0.	144.
Total to Fm 990-PF, Part I, ln 4	423.	0.	423.

Form 990-PF Other Professional Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT ADVISORY FEES	2,500.	2,500.		0.
To Form 990-PF, Pg 1, ln 16c	2,500.	2,500.		0.

Form 990-PF Other Expenses Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK SERVICE CHARGES	500.	500.		0.
MISCELLANEOUS	2,990.	0.		0.
To Form 990-PF, Pg 1, ln 23	3,490.	500.		0.

Form 990-PF	Other Funds	Statement	5
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Description	(A) Beginning of Year	(B) End of Year
Endowment Fund	26,808.	34,818.
Total to Form 990-PF, Part II, line 29	26,808.	34,818.

Form 990-PF	Other Investments	Statement	6
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Description	Valuation Method	Book Value	Fair Market Value
VANGUARD GROUP	COST	4,781.	7,102.
MUTUAL FUNDS	COST	12,108.	12,180.
Total to Form 990-PF, Part II, line 13		16,889.	19,282.

Form 990-PF	Part XV - Line 1a List of Foundation Managers	Statement	7
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Name of Manager

WILLIAM E. SIMON, JR.
CYNTHIA L. SIMON

Form 990-PF	Grant Application Submission Information Part XV, Lines 2a through 2d	Statement	8
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Name and Address of Person to Whom Applications Should be Submitted

WILLIAM E. SIMON, JR. C/O WILLIAM E. SIMON & SONS
11100 SANTA MONICA BLVD, STE 1910
LOS ANGELES, CA 90025

Form and Content of Applications

THE APPLICATION SHOULD BE IN FORM OF A LETTER WITH A COPY OF THE IRS
DETERMINATION LETTER AND AUDITED FINANCIAL STATEMENTS, IF AVAILABLE

Any Submission Deadlines

NONE

Restrictions and Limitations on Awards

NONE

Cynthia L. & William E. Simon Jr. Foundation

E.I.N. 13-3799555

Charitable Contributions

2012

Name	Purpose of Contribution	Amount
Access Youth Academy 9370 Waples Street, Suite 101 San Diego, CA 92121	Education	250 00
Alliance for College-Ready Public Schools 1940 South Figueroa Street Los Angeles, CA 90007	Education	100,000 00
Amor Ministries 1664 Precision Park Lane San Diego, CA 92173	Social Welfare	100 00
Ben's Bells Inc PO Box 41025 Tucson, AZ 85717-1025	Social Welfare	250 00
Ben's Bells Inc PO Box 41025 Tucson, AZ 85717-1025	Social Welfare	156 50
Blessed Sacrament Church 6657 Sunset Blvd Hollywood, CA 90028	Religion	300 00
Blessed Sacrament Church 6657 Sunset Blvd Hollywood, CA 90028	Religion	500 00
BlinkNow Foundation PO Box 453 Mendham, NJ 07945-0453	Social Welfare	250 00
Boys & Girls Club of Santa Monica 1220 Lincoln Boulevard Santa Monica, CA 90401	Youth	1,100 00
Broadway Gymnastics Foundation 5433 Beethoven Street Los Angeles, CA 90066	Athletics	250 00
Buyamba, Inc 3625 East Thousand Oaks Blvd, Suite 265 Thousand Oaks, CA 91362	Social Welfare	100 00
Calvary Christian School 701 Palisades Drive Pacific Palisades, CA 90272	Education	1,000 00
Calvary Christian School 701 Palisades Drive Pacific Palisades, CA 90272	Education	25,000 00
Campus Crusade for Christ PO Box 628222 Orlando, FL 32862-8222	Religion	6,000 00
Casa de Amma, Inc. 27231 Calle Arroyo San Juan Capistrano, CA 92675	Social Welfare	1,000 00
Catholic Extension 655 N Central Avenue, Suite 1700 Glendale, CA 91203	Religion	500 00

Cynthia L. & William E. Simon Jr. Foundation
E.I.N. 13-3799555
Charitable Contributions
2012

Name	Purpose of Contribution	Amount
Chapel Haven West 1701 N Park Avenue Tucson, Arizona 85719	Education	5,000 00
Chicago Youth Program 5350 S Prairie Avenue Chicago, IL 60615	Youth	100 00
Clare Foundation Inc. 909 Pico Blvd Santa Monica, CA 90405	Social Welfare	500 00
Clare Foundation Inc 909 Pico Blvd Santa Monica, CA 90405	Social Welfare	500 00
Coalition for Pulmonary Fibrosis 10866 W Washington Blvd, Suite 343 Culver City, CA 90232-3610	Healthcare	1,000 00
Covenant House California 1325 N Western Avenue Los Angeles, CA 90027	Youth	1,000 00
Crohn's & Colitis Foundation of America 386 Park Avenue South, 17th Floor New York, NY 10016	Healthcare	100 00
Democracy and Media Education Foundation 3195 11th Street Boulder, CO 80304-2527	Other	1,000 00
Dorot Inc 171 W 85th Street New York, NY 10024	Social Welfare	1,000 00
FJC/Liddy Shriver Sarcoma Initiative 17 Bethea Drive Ossining, NY 10562	Healthcare	5,000 00
From the Heart Productions Oxnard, CA	Arts & Culture	500 00
Global Vision Citadelle Ministries Port Saint Lucie, FL	Social Welfare	100 00
Hearts with Hope Foundation aka Corazones Con Esperanza Fdn 10008 National Blvd Los Angeles, CA 90034	Social Welfare	1,000 00
Hearts with Hope Foundation aka Corazones Con Esperanza Fdn 10008 National Blvd Los Angeles, CA 90034	Social Welfare	3,000 00
Indiana University Foundation	Education	100,000 00

Cynthia L. & William E. Simon Jr. Foundation
E.I.N. 13-3799555
Charitable Contributions
2012

Name	Purpose of Contribution	Amount
Juvenile Diabetes Foundation 800 West Sixth Street, Suite 450 Los Angeles, CA 90017	Healthcare	500 00
Kappa Kappa Gamma Foundation 530 East Town Street Columbus, OH 43216	Social Welfare	1,000 00
LA's Best 711 East 14th Place Los Angeles, CA 90021	Social Welfare	1,000 00
LA Goal 4911 Overland Avenue Culver City, CA 90230	Social Welfare	250 00
Lighthouse Church Medical Missions aka Four Square Church 2216 Santa Monica Blvd #204 Santa Monica, CA 90404	Social Welfare	1,000 00
Many Mansions 1459 E Thousand Oaks Blvd Building D Thousand Oaks, CA 91362	Social Welfare	250 00
March to the Top 22631 Pacific Coast Highway, Suite 990 Malibu, CA 90265	Social Welfare	1,000 00
Massachusetts Museum of Contemporary Art 1040 MASS Moca Way North Adams, MA 01247	Arts & Culture	250 00
Mauui Arts & Cultural Center 1 Cameron Way Kahului, HI 96732	Arts & Culture	1,250 00
Mendez Nat Institute of Transplantation 2200 West Third Street, Suite 100 Los Angeles, CA 90057	Healthcare	1,000 00
Mendez Nat Institute of Transplantation 2200 West Third Street, Suite 100 Los Angeles, CA 90057	Healthcare	1,500 00
Mendez Nat Institute of Transplantation 2200 West Third Street, Suite 100 Los Angeles, CA 90057	Healthcare	500 00
Muscular Dystrophy Association 3300 E Sunrise Drive Tuscan, AZ 85718	Healthcare	4,000 00
Mychal's Learning Place 4901 W Rosecrans Avenue Hawthorne, CA 90250	Social Welfare	250 00
National Association for Lay Ministry 6896 Laurel Street, NW Washington, DC 20012	Religion	1,000 00
National Center for Learning Disabilities 381 Park Avenue South Suite 1401 New York, NY 10016	Social Welfare	250 00

Cynthia L. & William E. Simon Jr. Foundation

E.I.N. 13-3799555

Charitable Contributions

2012

Name	Purpose of Contribution	Amount
Oaks Christian School 31749 La Tienda Drive Westlake Village, CA 91362	Education	5,000 00
Ocean Park Community Center 1453 16th Street Santa Monica, CA 90404	Social Welfare	100 00
One Gift 310 South Street Morristown, NJ 07960	Social Welfare	1,000 00
Pacific Palisades Library Association 861 Alma Real Drive Pacific Palisades, CA 90272	Library	100 00
Partners in Care Foundation 732 Mott Street, Ste 150 San Fernando, CA 91340	Healthcare	3,700 00
Phase One 256 26th Street, Suite 201 Santa Monica, CA 90402	Healthcare	5,000 00
Project Africa Global 3746 Monteith Drive Los Angeles, CA 90043	Social Welfare	100 00
PTA of Haiku Elementary School 105 Pauwela Road Haiku, HI 96708	Education	500 00
Ride On 10860 Topanga Canyon Blvd Chatsworth, CA 91311	Social Welfare	500 00
Riverview School 551 Route 6A East Sandwich, Cape Cod, MA 02537	Education	500 00
Riverview School 551 Route 6A East Sandwich, Cape Cod, MA 02537	Education	2,500 00
Riverview School 551 Route 6A East Sandwich, Cape Cod, MA 02537	Education	1,000 00
Riverview School 551 Route 6A East Sandwich, Cape Cod, MA 02537	Education	100,000 00
Rotary Club Foundation Los Angeles, CA	Social Welfare	500 00
Ryman Carrol Foundation 315 West Ninth Street, Suite 806 Los Angeles, CA 90015-4202	Arts & Culture	250 00
Saint John's Health Ctr/Irene Dunne Guild 1328 22nd Street Santa Monica, CA 90404-2091	Healthcare	1,000 00

Cynthia L. & William E. Simon Jr. Foundation

E.I.N. 13-3799555

Charitable Contributions

2012

Name	Purpose of Contribution	Amount
Saint John's Health Ctr/Irene Dunne Guild 1328 22nd Street Santa Monica, CA 90404-2091	Healthcare	500 00
Saint John's Health Ctr/Irene Dunne Guild 1328 22nd Street Santa Monica, CA 90404-2091	Healthcare	40,000 00
Saint John's Seminary 5012 Seminary Road Camarillo, CA 93012	Religion	1,000 00
Saint Monica Parish Community 725 California Avenue Santa Monica, CA 90403	Religion	46,000 00
Students First Institute 825 K Street Sacramento, CA 95814	Education	2,500 00
Sun Valley Adaptive Sports PO Box 6791 Ketchum, ID 83341	Athletics	250 00
Team Prime Time PO Box 241496 Los Angeles, CA 90024	Other	20,000 00
The Community Library PO Box 2168 Ketchum, ID 83340	Library	100 00
Thomas Aquinas College 10000 Ojai Road Santa Paula, CA 93060	Education	1,000 00
UCLA Foundation 757 Westwood Plaza, Suite 1320 Los Angeles, CA 90095	Healthcare	50,000 00
Union Rescue Mission 545 S San Pedro Street Los Angeles, CA 90013	Social Welfare	500 00
WAATC/Intercollegiate Tennis Association 1250 Capri Drive Pacific Palisades, CA 90272	Athletics	300 00
Wellfleet Preservation Hall PO Box 3024 Wellfleet, MA 02667	Social Welfare	1,000 00
		<u>\$ 556,456 50</u>