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Form **990-PF**

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

OMB No 1545-0052

**2012**

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation <b>B. K. SIMON FAMILY CHARITABLE FDN-TR</b>		A Employer identification number <b>20-6817430</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>BNY Mellon, N A - P O Box 185</b>		Room/suite	B Telephone number (see instructions) <b>(412) 234-1584</b>
City or town, state, and ZIP code <b>Pittsburgh PA 15230-0185</b>		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) <b>\$ 13,865,586</b>	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	333,615	326,846		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	525,100			
b	Gross sales price for all assets on line 6a	5,438,613			
7	Capital gain net income (from Part IV, line 2)		525,100		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	7,663	7,663		
12	Total. Add lines 1 through 11	866,378	859,609	0	
13	Compensation of officers, directors, trustees, etc	29,084	17,450		11,634
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	11,282	4,028		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	234	234		
24	Total operating and administrative expenses. Add lines 13 through 23	40,600	21,712	0	11,634
25	Contributions, gifts, grants paid	1,134,500			1,134,500
26	Total expenses and disbursements. Add lines 24 and 25	1,175,100	21,712	0	1,146,134
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-308,722			
b	Net investment income (if negative, enter -0-)		837,897		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

HTA

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SCANNED NOV 08 2013  
 Revenue  
 Operating and Administrative Expenses

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P 18

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	331,382	997,613	997,613
	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)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	12,499,326	11,513,518	12,867,973	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	12,830,708	12,511,131	13,865,586	
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	<b>Total liabilities</b> (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. ▶ <input type="checkbox"/>				
	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	12,830,708	12,511,131	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	12,830,708	12,511,131		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	12,830,708	12,511,131		

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	12,830,708
2	Enter amount from Part I, line 27a	2	-308,722
3	Other increases not included in line 2 (itemize) ▶ TC 924 WASH SALE ADJUSTMENTS	3	1,169
4	Add lines 1, 2, and 3	4	12,523,155
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	12,024
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,511,131

**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 Attached Statement				
1b See Attached Statement				
1c See Attached Statement				
1d See Attached Statement				
1e See Attached Statement				
(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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			0	
b			0	
c			0	
d			0	
e			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	525,100
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))
2011	2,007,392	14,827,869	0.135380
2010	1,890,646	15,048,344	0.125638
2009	1,423,293	13,856,384	0.102717
2008	2,525,661	18,552,516	0.136136
2007	1,396,538	22,268,461	0.062714
2 Total of line 1, column (d)			2 0.562585
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 0.112517
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 13,596,199
5 Multiply line 4 by line 3			5 1,529,804
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,379
7 Add lines 5 and 6			7 1,538,183
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 1,146,134

**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	16,758	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0	
3 Add lines 1 and 2		3	16,758	
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	16,758	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,582		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	8,643		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d	7		18,225	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		1,467	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,467 Refunded <input type="checkbox"/> 0	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 Instructions for the definition)? <i>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</i>		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 type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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 ▶ N/A	13	X	
14	The books are in care of ▶ BNY MELLON, N A Telephone no ▶ (412) 234-1584 Located at ▶ P.O. BOX 185, PITTSBURGH, PA ZIP+4 ▶ 15230-0185			
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 _____, 20 _____, 20 _____, 20 _____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>any</b> of the years listed in 2a, list the years here ▶ 20 _____, 20 _____, 20 _____, 20 _____		
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

**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)?  Yes  No  
 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) N/A

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

	<b>5b</b>	N/A
	<b>6b</b>	X
	<b>7b</b>	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
BNY Mellon, N A P O Box 185 Pittsburgh, PA 15230-0185	TRUSTEE SEE ATTACHED	51,973	NONE	NONE
BNY Mellon N A P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-22,889	N/A	N/A

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

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

**Total number of other employees paid over \$50,000**  Yes  No **NONE**

**Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

**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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	

**Total. Add lines 1 through 3** ▶ NONE

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	12,976,186
<b>b</b>	Average of monthly cash balances	<b>1b</b>	827,062
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	13,803,248
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	13,803,248
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	207,049
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	13,596,199
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	679,810

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	679,810
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	16,758
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI )	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	16,758
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	663,052
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	663,052
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	663,052

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	1,146,134
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	NONE
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,146,134
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,146,134

**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 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				663,052
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0	
<b>b</b> Total for prior years. 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008	1,244,797			
<b>c</b> From 2009	737,528			
<b>d</b> From 2010	1,157,791			
<b>e</b> From 2011	1,280,531			
<b>f</b> Total of lines 3a through e	4,420,647			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,146,134				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				663,052
<b>e</b> Remaining amount distributed out of corpus	483,082			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,903,729			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b			0	
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4,903,729			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008	1,244,797			
<b>b</b> Excess from 2009	737,528			
<b>c</b> Excess from 2010	1,157,791			
<b>d</b> Excess from 2011	1,280,531			
<b>e</b> Excess from 2012	483,082			

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

N/A

<b>1 a</b> 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>b</b> Check box to indicate whether the foundation is a private operating foundation described in section					<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
<b>2 a</b> 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 (a) 2012	Prior 3 years (b) 2011 (c) 2010		(d) 2009	(e) Total
<b>b</b> 85% of line 2a					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> 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 or e-mail of the person to whom applications should be addressed

DANIEL W PFAFF ONE MELLON CENTER, ROOM 3725 PITTSBURGH, PA 15258-0001 (412) 234-1584

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

PROVIDED UPON INITIAL CONTACT

**c** Any submission deadlines

PROVIDED UPON INITIAL CONTACT

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

PROVIDED UPON INITIAL CONTACT

**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
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	1,134,500
<b>b</b> Approved for future payment NONE				
<b>Total</b>			▶ <b>3b</b>	NONE





B K SIMON FAMILY CHARITABLE FDN-TR

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

MEDIA RESEARCH CENTER

**Street**

325 SOUTH PATRICK STREET

**City**

ALEXANDRIA

**State**

VA

**Zip Code**

22314-3580

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

20,000

**Name**

BISHOP JOHN T WALKER SCHOOL FOR BOYS

**Street**

DIOCESE OF WASHINGTON-MT ST ALBANY

**City**

WASHINGTON

**State**

DC

**Zip Code**

20016-5094

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

29,000

**Name**

THE HERITAGE FOUNDATION

**Street**

214 MASSACHUSETTS AVENUE NE

**City**

WASHINGTON

**State**

DC

**Zip Code**

20002-4999

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

100,000

**Name**

MIDDLEBURG LIBRARY ADVISORY BOARD

**Street**

P O BOX 1823

**City**

MIDDLEBURG

**State**

VA

**Zip Code**

20118

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

3,000

**Name**

INSTITUTE FOR JUSTICE

**Street**

901 N GLEBE ROAD, SUITE 900

**City**

ARLINGTON

**State**

VA

**Zip Code**

22203

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

90,000

**Name**

BAPTIST HOMES FOUNDATION

**Street**

489 CASTLE SHANNON BLVD

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15234

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

72,000

B K SIMON FAMILY CHARITABLE FDN-TR

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

ROBERT MORRIS UNIVERSITY

**Street**

6001 UNIVERSITY BLVD

**City**

MOON TOWNSHIP

**State**

PA

**Zip Code**

15108-1189

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

106,000

**Name**

DORMONT PUBLIC LIBRARY

**Street**

2950 WEST LIBERTY AVENUE

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15216

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

27,000

**Name**

BRADDOCK LIBRARY

**Street**

419 LIBRARY STREET

**City**

BRADDOCK

**State**

PA

**Zip Code**

15104

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

27,000

**Name**

UNIVERSITY OF PITTSBURGH

**Street**

128 CRAIG STREET

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15260

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

180,000

**Name**

CARNEGIE MELLON UNIVERSITY

**Street**

6 PPG PLACE, 14TH FLOOR

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15222

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

180,000

**Name**

UNIVERSITY OF PITTSBURGH-SCHOOL OF NURSING

**Street**

3500 VICTORIA STREET, ROOM 218

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15261

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

90,000

B K SIMON FAMILY CHARITABLE FDN-TR

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

FRENCH HOSPITAL MEDICAL CENTER FDN

**Street**

1911 JOHNSON AVENUE

**City**

SAN LUIS OBISPO

**State**

CA

**Zip Code**

93401

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

15,000

**Name**

STANFORD LAW SCHOOL

**Street**

559 NATHAN ABBOT WAY

**City**

STANFORD

**State**

CA

**Zip Code**

94305-8610

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

10,000

**Name**

UNIVERSITY OF MIAMI

**Street**

1320 S. DIXIE HIGHWAY-SUITE 300

**City**

CORAL GABLES

**State**

FL

**Zip Code**

33146

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

20,000

**Name**

CATHOLIC CHARITIES

**Street**

2050 BALLENGER AVNUE, SUITE 400

**City**

ALEXANDRIA

**State**

VA

**Zip Code**

22314

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

108,000

**Name**

ALPHA BETH MINISTRIES

**Street**

5070 EXPRESSWAY DR SOUTH

**City**

HOLBROOK

**State**

NY

**Zip Code**

11741

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

2,500

**Name**

CHILRENS HOSPITAL - LOS ANGELES

**Street**

4650 SUNSET BLVD

**City**

LOS ANGELES

**State**

CA

**Zip Code**

90027

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

10,000

B. K. SIMON FAMILY CHARITABLE FDN-TR

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

OAKBROOK ELEMENTARY SCHOOL

**Street**

700 OAKBROOK DRIVE

**City**

FAIRFIELD

**State**

CA

**Zip Code**

94534

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

5,000

**Name**

THE HILL SCHOOL

**Street**

130 SOUTH MADISON STREET

**City**

MIDDLEBURG

**State**

VA

**Zip Code**

20118

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

20,000

**Name**

FOOD BANK COALITION OF SAN LUIS OBISPO COUNTY

**Street**

2212 GOLDEN HILL RD.

**City**

PASO ROBLES

**State**

CA

**Zip Code**

93446

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

5,000

**Name**

JACQUALYN PALCHAK CANCER FUND

**Street**

P O BOX 1614

**City**

PISMO BEACH

**State**

CA

**Zip Code**

93448

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

5,000

**Name**

LOS RANCHOS ELEMENTARY SCHOOL

**Street**

5785 LOS RANCHOS ROAD

**City**

SAN LUIS OBISPO

**State**

CA

**Zip Code**

93401

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

5,000

**Name**

TEMPLETON MIDDLE SCHOOL

**Street**

OLD COUNTY ROAD

**City**

TEMPLETON

**State**

CA

**Zip Code**

93465

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

5,000

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses			Net Gain or Loss		
											Gross Sales	Depreciation	Adjustments			
Totals								Capital Gains/Losses	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss					
								38,720	0	5,438,613	4,913,513	0	525,100			
Long Term CG Distributions								0								
Short Term CG Distributions								0								
1	X	WELLS FARGO & COMPANY	949746101		3/17/2006		3/1/2012	13,165	13,694				0	-529		
2	X	YUMI BRANDS INC	988498101		10/28/2011		1/1/2012	11,893	9,730				0	2,163		
3	X	YUMI BRANDS INC	988498101		10/28/2011		7/11/2012	4,341	3,784				0	557		
4	X	YUMI BRANDS INC	988498101		10/28/2011		7/11/2012	15,504	10,310				0	5,194		
5	X	ACCENTURE PLC-CLA	G1151C101		10/27/2011		1/9/2012	12,404	14,587				0	-2,183		
6	X	ACCENTURE PLC-CLA	G1151C101		10/27/2011		3/1/2012	2,361	2,431				0	-50		
7	X	ACCENTURE PLC-CLA	G1151C101		5/14/2010		3/1/2012	5,358	3,634				0	1,724		
8	X	ACCENTURE PLC-CLA	G1151C101		7/2/2012		9/28/2012	9,096	7,851				0	1,245		
9	X	INGERSOLL-RAND PLC	G2554F113		7/21/2010		3/1/2012	8,854	6,693				0	2,171		
10	X	INVECO LTD	G491BT108		2/16/2012		3/1/2012	8,788	8,862				0	-164		
11	X	NOBLE CORPORATION	H5933N103		5/14/2010		3/1/2012	10,635	9,288				0	1,347		
12	X	NOBLE CORPORATION	H5933N103		2/10/2012		3/1/2012	7,737	7,367				0	370		
13	X	NOBLE CORPORATION	H5933N103		2/10/2012		9/27/2012	29,484	32,180				0	-2,696		
14	X	NXP SEMICONDUCTORS N V	N6596X109		5/3/2011		3/1/2012	9,460	12,945				0	-3,485		
15	X	NXP SEMICONDUCTORS N V	N6596X109		5/3/2011		3/1/2012	3,153	4,394				0	-1,241		
16	X	NXP SEMICONDUCTORS N V	N6596X109		5/5/2011		3/6/2012	9,166	13,185				0	-4,009		
17	X	NXP SEMICONDUCTORS N V	N6596X109		5/12/2011		3/6/2012	2,688	3,873				0	-1,185		
18	X	NXP SEMICONDUCTORS N V	N6596X109		4/17/2011		11/5/2012	1,288	1,734				0	-446		
19	X	NXP SEMICONDUCTORS N V	N6596X109		4/16/2010		11/5/2012	258	354				0	-96		
20	X	NXP SEMICONDUCTORS N V	N6596X109		5/12/2011		11/5/2012	4,381	5,049				0	-668		
21	X	AT&T INC	00206R102		8/6/2010		5/1/2012	10,966	8,740				0	2,226		
22	X	AT&T INC	00206R102		8/6/2010		11/16/2012	6,612	5,297				0	1,315		
23	X	ADVANTAGE GLOBAL ALPHA	007565302		2/20/2009		9/14/2012	105,883	100,100				0	5,783		
24	X	ADVANTAGE GLOBAL ALPHA	007565302		1/4/2011		8/15/2012	377,311	350,000				0	27,311		
25	X	ADVANTAGE GLOBAL ALPHA	007565302		5/23/2011		8/15/2012	123,691	117,171				0	6,520		
26	X	AGILENT TECHNOLOGIES INC	00848U101		3/1/2012		8/15/2012	11,185	11,000				0	185		
27	X	AGILENT TECHNOLOGIES INC	00848U101		12/8/2010		3/1/2012	7,031	6,023				0	1,008		
28	X	AGILENT TECHNOLOGIES INC	00848U101		12/8/2010		6/4/2012	25,971	25,973				0	-2		
29	X	AIR PRODS & CHEMS INC	009158106		5/14/2010		3/1/2012	10,977	8,497				0	2,480		
30	X	AMAZON COM INC	023135106		1/1/2011		3/1/2012	8,590	9,407				0	-817		
31	X	AON CORP	037389103		11/8/2011		3/1/2012	7,546	7,715				0	-169		
32	X	AON MERGER	037389103		1/1/2012		4/2/2012	34,333	33,451				0	882		
33	X	APPLE INC	037833100		7/8/2008		3/1/2012	39,619	12,918				0	26,701		
34	X	APPLE INC	037833100		9/3/2009		3/1/2012	7,612	2,477				0	5,135		
35	X	APPLE INC	037833100		9/3/2009		3/1/2012	13,050	3,992				0	9,058		
36	X	APPLE INC	037833100		6/20/2011		3/1/2012	16,443	4,657				0	11,786		
37	X	B & T CORPORATION	054937107		4/26/2011		3/1/2012	3,496	3,150				0	346		
38	X	B & T CORPORATION	054937107		4/26/2011		3/1/2012	10,779	9,626				0	1,153		
39	X	B & T CORPORATION	054937107		4/26/2011		7/19/2012	28,947	24,458				0	4,489		
40	X	BNY MELLON INTERMEDIATE	05569M814		3/1/2010		9/27/2012	509,476	492,225				0	17,251		
41	X	AT&T INC	00206R102		8/6/2010		3/1/2012	8,554	7,416				0	1,138		
42	X	BNY MELLON INTERMEDIATE	05569M814		12/15/2011		9/27/2012	31	31				0	0		
43	X	BAIDU INC	056752108		3/1/2012		3/1/2012	8,863	8,876				0	-13		
44	X	BAIDU INC	056752108		6/27/2011		3/1/2012	1,246	1,192				0	54		
45	X	BAIDU INC	056752108		6/27/2011		6/27/2012	11,592	13,726				0	-2,134		
46	X	BAIDU INC	056752108		6/27/2011		7/2/2012	11,173	13,246				0	-2,073		
47	X	BAIDU INC	056752108		1/9/2012		7/2/2012	112	121				0	-9		
48	X	BAIDU INC	056752108		1/9/2012		8/10/2012	10,960	12,185				0	-1,225		
49	X	BRISTOL-MYERS SQUIBB CO	110122108		4/19/2012		8/10/2012	26,301	28,180				0	-1,859		
50	X	BRISTOL-MYERS SQUIBB CO	110122108		4/19/2012		8/10/2012	127	136				0	-9		
51	X	BRISTOL-MYERS SQUIBB CO	110122108		1/25/2011		8/10/2012	11,856	12,757				0	-901		
52	X	CAMERON INTERNATIONAL C	13342B105		5/9/2011		2/10/2012	7,309	6,536				0	773		
53	X	CAMERON INTERNATIONAL C	13342B105		5/14/2010		2/10/2012	30,923	27,259				0	3,664		
54	X	CARNIVAL CORP	143658300		5/14/2010		3/1/2012	7,578	9,682				0	-2,104		
55	X	CATERPILLAR INC	149123101		5/14/2010		3/1/2012	13,115	7,839				0	5,276		
56	X	CELANESE CORP-SERA	156870103		5/14/2010		3/1/2012	9,170	5,622				0	3,548		
57	X	CENTERPOINT ENERGY INC	151681107		9/28/2011		3/1/2012	6,545	6,583				0	-38		
58	X	CHEVRON CORPORATION	166764100		5/14/2010		3/1/2012	11,378	8,163				0	3,215		
59	X	CITIGROUP INC	172967424		5/14/2010		1/27/2012	17,961	23,895				0	-5,934		
60	X	CITIGROUP INC	172967424		5/14/2010		3/1/2012	9,167	10,935				0	-1,768		
61	X	CITIGROUP INC	172967424		5/14/2010		7/19/2012	28,502	43,456				0	-14,954		
62	X	COCA-COLA CO	191216100		10/29/2010		3/1/2012	6,943	6,133				0	810		
63	X	COCA-COLA CO	191216100		9/30/2010		3/1/2012	7,637	6,444				0	1,193		
64	X	COCA-COLA CO	191216100		9/30/2010		6/1/2012	16,810	13,473				0	3,337		
65	X	COMCAST CORP CL A	20030N101		7/11/2012		10/9/2012	2,132	1,896				0	236		
66	X	COMCAST CORP CL A	20030N101		7/11/2012		3/1/2012	9,661	8,533				0	1,128		
67	X	COSTCO WHSL CORP NEW	22160K105		5/14/2010		3/1/2012	6,599	5,757				0	842		
68	X	DEERE & CO	244199105		5/14/2010		2/16/2012	44,735	32,103				0	12,633		

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Capital Gains/Losses		Totals		Gross Sales	Cost, Other Basis and Expenses		Net Gain or Loss
								Gross Sales Price	Other sales	Cost or Other Basis	Valuation Method		Expense of Sale and Cost of Improvements	Depreciation	
	Long Term CG Distributions	Amount: 38,720										5,435,513	4,913,513		525,100
	Short Term CG Distributions	0										0	0		0
69	WALT DISNEY CO/THE	254687106			5/14/2010		3/1/2012	13,916	11,474			11,474	11,474		2,442
70	DOVER CORP	260003108			7/27/2011		3/1/2012	9,587	9,308			9,308	9,308		279
71	DREYFUS DIVERSIFIED INTL-	261986632			5/18/2010		3/1/2012	117,021	105,342			105,342	105,342		11,679
72	DREYFUS DIVERSIFIED INTL-	261986632			7/2/2012		3/1/2012	125,023	110,000			110,000	110,000		15,023
73	DREYFUS SMALL CAP STOCK	262000204			3/27/2012		8/15/2012	119	121			121	121		-3
74	DREYFUS SMALL CAP STOCK	262000204			8/20/2008		8/15/2012	175,882	169,143			169,143	169,143		6,739
75	DUKE ENERGY CORP	26441C105			9/28/2011		1/18/2012	33,856	32,174			32,174	32,174		1,682
76	E M C CORP MASS	268648102			4/1/2011		1/18/2012	8,569	10,198			10,198	10,198		-1,629
77	E M C CORP MASS	268648102			4/1/2011		11/5/2012	12,404	11,809			11,809	11,809		595
78	E M C CORP MASS	268648102			4/1/2011		11/5/2012	2,970	3,221			3,221	3,221		-251
79	E M C CORP MASS	268648102			4/1/2011		11/5/2012	16,807	20,162			20,162	20,162		-1,355
80	E M C CORP MASS	268648102			4/1/2011		11/7/2012	1,326	1,326			1,326	1,326		-95
81	INTERNATIONAL BUSINESS M	459200101			3/15/2012		6/1/2012	11,209	12,154			12,154	12,154		-945
82	SHARES RUSSELL MIDCAP II	464287499			3/21/2006		8/15/2012	100,064	87,359			87,359	87,359		12,705
83	SHARES RUSSELL MIDCAP II	464287499			3/21/2006		11/6/2012	263,568	222,410			222,410	222,410		41,178
84	SHARES RUSSELL MIDCAP II	464287499			10/7/2009		11/6/2012	136,551	94,595			94,595	94,595		41,956
85	SHARES RUSSELL 2000 INDE	464287655			3/21/2006		3/1/2012	51,093	46,478			46,478	46,478		4,615
86	SHARES RUSSELL 2000 INDE	464287655			11/5/2010		3/1/2012	87,062	78,723			78,723	78,723		8,339
87	SHARES RUSSELL 2000 INDE	464287655			11/5/2010		8/15/2012	74,695	69,114			69,114	69,114		5,581
88	SHARES RUSSELL 2000 INDE	464287655			10/7/2009		8/15/2012	11,883	9,010			9,010	9,010		2,873
89	SHARES RUSSELL 2000 INDE	464287655			10/7/2009		11/6/2012	164,837	120,137			120,137	120,137		44,700
90	J P MORGAN CHASE & CO	46625H100			2/6/2009		3/1/2012	11,635	7,929			7,929	7,929		3,707
91	J P MORGAN CHASE & CO	46625H100			2/6/2009		11/19/2012	15,044	11,758			11,758	11,758		3,288
92	J P MORGAN CHASE & CO	46625H100			3/3/2009		7/19/2012	2,789	1,733			1,733	1,733		1,056
93	JOHNSON & JOHNSON	478160104			9/30/2011		7/19/2012	10,352	10,234			10,234	10,234		118
94	EATON CORP	278058102			12/2/2012		3/1/2012	12,478	11,942			11,942	11,942		536
95	EATON CORP ACTION	278058102			11/2/2011		12/2/2012	50,622	39,492			39,492	39,492		12,130
96	EXPRESS SCRIPTS INC	302162100			10/28/2011		3/1/2012	10,588	9,328			9,328	9,328		1,259
97	EXXON MOBIL CORP	30231G102			7/22/2003		3/1/2012	19,809	8,183			8,183	8,183		11,726
98	EXXON MOBIL CORP	30231G102			7/22/2003		3/9/2012	30,357	12,809			12,809	12,809		17,548
99	GENERAL ELECTRIC COMPA	369604103			7/22/2003		3/1/2012	7,993	11,437			11,437	11,437		-3,444
100	GILEAD SCIENCES INC	375586103			10/20/2011		3/1/2012	7,914	6,919			6,919	6,919		995
101	HALLIBURTON CO	406216101			10/28/2011		3/1/2012	9,120	8,751			8,751	8,751		369
102	HALLIBURTON CO	406216101			3/9/2012		9/21/2012	7,934	7,741			7,741	7,741		193
103	HOME DEPOT INC	437076102			11/20/2008		3/1/2012	11,826	4,800			4,800	4,800		7,026
104	HONEYWELL INTL INC	436516106			3/17/2006		3/1/2012	10,210	7,271			7,271	7,271		2,939
105	INTERNATIONAL BUSINESS M	459200101			9/10/2010		11/0/2012	6,181	4,358			4,358	4,358		1,823
106	INTERNATIONAL BUSINESS M	459200101			12/30/2008		11/0/2012	10,908	6,376			6,376	6,376		4,532
107	INTERNATIONAL BUSINESS M	459200101			12/30/2008		11/2/2012	10,259	6,057			6,057	6,057		4,202
108	INTERNATIONAL BUSINESS M	459200101			12/30/2008		3/1/2012	15,372	8,285			8,285	8,285		7,087
109	E M C CORP MASS	268648102			4/7/2011		11/7/2012	8,868	9,438			9,438	9,438		-572
110	JOHNSON & JOHNSON	478160104			9/30/2011		4/19/2012	40,895	41,574			41,574	41,574		-679
111	JOHNSON CONTROLS INC	478386107			5/14/2010		3/1/2012	11,036	10,369			10,369	10,369		667
112	JOHNSON CONTROLS INC	478386107			5/14/2010		7/11/2012	8,957	10,369			10,369	10,369		-1,512
113	KRAFT FOODS INC CLA	50075N104			5/14/2010		3/1/2012	12,511	10,002			10,002	10,002		2,509
114	KRAFT FOODS GROUP INC	50076Q106			5/14/2010		10/10/2012	6,339	4,341			4,341	4,341		1,998
115	KRAFT FOODS GROUP INC	50076Q106			8/27/2010		10/10/2012	14,672	9,860			9,860	9,860		4,812
116	KRAFT FOODS GROUP INC	50076Q106			8/27/2010		10/25/2012	15	10			10	10		5
117	LAS VEGAS SANDS CORP	517854107			7/5/2011		3/1/2012	10,750	8,374			8,374	8,374		2,376
118	MARATHON OIL CORP	565849106			12/7/2011		3/1/2012	10,248	9,413			9,413	9,413		835
119	MEAD JOHNSON NUTRITION	582839106			10/28/2011		3/1/2012	6,996	6,627			6,627	6,627		369
120	MERCK & CO INC	58933Y105			12/15/2011		3/1/2012	9,046	8,664			8,664	8,664		382
121	MERCK & CO INC	58933Y105			9/25/2012		9/25/2012	16,272	13,454			13,454	13,454		2,818
122	MERCK & CO INC	58933Y105			12/15/2011		9/26/2012	8,988	6,859			6,859	6,859		1,729
123	MERCK & CO INC	58933Y105			12/15/2011		9/26/2012	37,119	29,603			29,603	29,603		7,516
124	METLIFE INC	59156R108			12/7/2012		3/1/2012	10,088	9,211			9,211	9,211		877
125	METLIFE INC	59156R108			12/7/2012		3/1/2012	1,164	1,017			1,017	1,017		147
126	ASG GLOBAL ALTERNATIVES	638721885			5/26/2011		3/1/2012	190,000	191,393			191,393	191,393		-1,393
127	ASG GLOBAL ALTERNATIVES	638721885			5/26/2011		9/26/2012	272,252	283,607			283,607	283,607		-11,355
128	ASG GLOBAL ALTERNATIVES	638721885			10/6/2011		9/26/2012	215,936	210,000			210,000	210,000		5,936
129	PNC FINANCIAL SERVICES G	693475105			5/14/2010		3/1/2012	13,231	14,681			14,681	14,681		-1,450
130	DREYFUS MIDCAP INDEX FUJ	712223106			12/28/2011		8/15/2012	25,936	23,329			23,329	23,329		2,607
131	DREYFUS MIDCAP INDEX FUJ	712223106			3/27/2012		8/15/2012	290	300			300	300		-10
132	DREYFUS MIDCAP INDEX FUJ	712223106			10/6/2011		8/15/2012	121,775	107,102			107,102	107,102		14,673
133	PEPSICO INC	713448108			3/17/2006		3/1/2012	7,484	7,207			7,207	7,207		287
134	PFIZER INC	717081103			10/28/2011		3/1/2012	15,859	10,880			10,880	10,880		4,979
135	PHILIP MORRIS INTERNAT-W	718172109			10/28/2011		3/1/2012	10,910	9,412			9,412	9,412		1,498
136	PLAINS EXPLORATION & PR-	726505100			5/14/2010		3/1/2012	8,095	4,498			4,498	4,498		3,609

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals			Net Gain or Loss
											Capital Gains/Losses	Gross Sales	Cost, Other Basis and Expenses	
	Long Term CG Distributions	Amount									5,438,613	0	4,913,513	525,100
	Short Term CG Distributions	0									0	0	0	0
137	X PLAINS EXPLORATION & PRV	726505100			9/21/2012		12/6/2012	16,095	14,985					1,410
138	X PLAINS EXPLORATION & PRV	726505100			9/21/2012		12/12/2012	32,764	19,193					14,591
139	X PLAINS EXPLORATION & PRV	726505100			9/21/2012		12/12/2012	1,347	1,191					156
140	X PROCTER & GAMBLE CO	742718109			5/13/2011		3/1/2012	4,653	4,984					-311
141	X PROCTER & GAMBLE CO	742718109			9/29/2011		3/1/2012	11,300	11,483					-183
142	X QEP RESOURCES INC	74733V100			5/14/2010		3/1/2012	6,407	6,119					288
143	X QEP RESOURCES INC	74733V100			5/14/2010		1/9/2012	3,132	3,543					-411
144	X QEP RESOURCES INC	74733V100			7/2/2010		1/9/2012	18,224	19,953					-1,729
145	X QEP RESOURCES INC	74733V100			7/2/2010		1/9/2012	285	297					-12
146	X SALESFORCE COM INC	79466L302			3/1/2012		3/1/2012	8,948	8,979					-31
147	X SALESFORCE COM INC	79466L302			6/22/2010		3/1/2012	1,443	940					503
148	X QUALCOMM INC	747525103			2/10/2012		3/1/2012	13,146	12,869					177
149	X SCHLUMBERGER LTD	808657108			10/26/2011		3/1/2012	10,169	9,144					1,025
150	X SCHLUMBERGER LTD	808657108			3/9/2012		9/21/2012	8,205	8,724					-519
151	X SEMPR ENERGY	816851109			5/14/2010		3/1/2012	10,056	8,056					2,000
152	X SEMPR ENERGY	779376102			10/19/2010		3/1/2012	6,744	9,323					-2,579
153	X SEMPR ENERGY	816851109			5/14/2010		12/12/2012	5,725	3,791					1,934
154	X SHIRE PLC	779376102			10/19/2010		4/13/2012	10,251	17,126					-6,875
155	X SHIRE PLC	779376102			10/19/2010		4/13/2012	11,302	19,187					-7,885
156	X STATE STREET CORP	82481R106			3/1/2012		3/1/2012	7,071	5,603					1,268
157	X STATE STREET CORP	857477103			5/14/2010		1/18/2012	11,416	11,278					988
158	X STATE STREET CORP	79466L302			6/22/2010		1/18/2012	10,308	9,310					1,218
159	X STATE STREET CORP	857477103			5/14/2010		4/27/2012	12,497	11,279					1,218
160	X TERADATA CORPORATION	86271F768			3/1/2012		8/15/2012	49,500	49,828					-328
161	X TERADATA CORPORATION	88076W103			7/16/2010		2/10/2012	14,283	7,262					7,021
162	X TERADATA CORPORATION	88076W103			7/16/2010		3/1/2012	12,705	5,999					6,706
163	X TEXAS INSTRUMENTS INC	882508104			1/19/2012		3/1/2012	3,984	3,970					-6
164	X TEXAS INSTRUMENTS INC	882508104			1/19/2012		3/1/2012	6,937	7,108					-171
165	X TEXAS INSTRUMENTS INC	882508104			1/14/2011		3/1/2012	4,294	4,148					146
166	X TEXAS INSTRUMENTS INC	882508104			1/14/2011		3/9/2012	15,153	14,997					156
167	X TEXAS INSTRUMENTS INC	882508104			1/14/2011		5/17/2012	8,257	8,834					-577
168	X TEXAS INSTRUMENTS INC	882508104			1/14/2011		9/27/2012	6,094	7,020					-926
169	X TEXAS INSTRUMENTS INC	882508104			1/10/2012		9/27/2012	15,511	17,012					-1,501
170	X TEXAS INSTRUMENTS INC	882508104			1/12/2012		9/27/2012	9,141	10,320					-1,179
171	X US BANCORP	902973904			5/14/2010		3/1/2012	9,765	8,633					1,132
172	X UNITED TECHNOLOGIES COF	907818108			5/14/2010		3/1/2012	7,790	5,253					2,537
173	X UNITED TECHNOLOGIES COF	913017109			5/14/2010		3/1/2012	11,757	10,153					1,604
174	X VALERO ENERGY CORP NEW	91913Y100			5/14/2010		3/1/2012	11,000	8,819					2,181
175	X VALERO ENERGY CORP NEW	91913Y100			5/14/2010		8/15/2012	10,861	7,794					3,067
176	X VALERO ENERGY CORP NEW	91913Y100			5/14/2010		9/27/2012	6,569	4,308					2,261
177	X VALERO ENERGY CORP NEW	91913Y100			1/19/2012		12/14/2012	5,995	5,341					654
178	X VANGUARD DIVIDEND APPRE	921908844			8/15/2012		11/6/2012	306,212	301,946					4,266
179	X VERIZON COMMUNICATIONS	92343V104			9/27/2011		3/1/2012	1,535	1,485					50
180	X VERIZON COMMUNICATIONS	92343V104			5/14/2010		3/1/2012	5,756	4,015					1,741
181	X VERIZON COMMUNICATIONS	92343V104			5/14/2010		6/19/2012	11,360	6,958					4,401
182	X WATSON PHARMACEUTICALS	942663103			10/19/2010		3/1/2012	7,164	5,686					1,478
183	X FIRST CAPITAL PARTNERS LP							1	1					1

**Part I, Line 11 (990-PF) - Other Income**

		7,663	7,663	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	RENTAL INCOME	7,663	7,663	

**Part I, Line 18 (990-PF) - Taxes**

		11,282	4,028	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	4,028	4,028		
2	ESTIMATED EXCISE PAYMENTS	7,254			

**Part I, Line 23 (990-PF) - Other Expenses**

		234	234	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	GROTECH PARTNERS 2% PORTFOLIO DEDUCT	34	34		
2	FIRST CAPITAL DEDUCTIONS	200	200		

**Part II, Line 13 (990-PF) - Investments - Other**

		12,499,326	11,513,518	12,867,973
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	OTHER ASSETS		11,513,518	12,867,973

**Part III (990-PF) - Changes in Net Assets or Fund Balances**

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**Line 3 - Other increases not included in Part III, Line 2**

1	TC 924 WASH SALE ADJUSTMENTS	1	1,169
2	Total	2	1,169

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**Line 5 - Decreases not included in Part III, Line 2**

1	COST BASIS ADJUSTMENT	1	6,532
2	PARTMERSHIP ADJUSTMENT	2	5,492
3	Total	3	12,024

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	Amount	
														38	729
169 TEXAS INSTRUMENTS INC	882508104		1/10/2012	9/27/2012	15,511		0	17,012	-1,501	0	0	0	0	486,380	0
170 TEXAS INSTRUMENTS INC	882508104		1/12/2012	9/27/2012	8,141		0	10,320	-1,178	0	0	0	0	0	0
171 US BANCORP	902873304		5/14/2010	3/12/2012	9,765		0	8,633	1,132	0	0	0	0	0	0
172 UNION PAC CORP	907818108		5/14/2010	3/12/2012	7,790		0	5,253	2,537	0	0	0	0	0	0
173 UNITED TECHNOLOGIES CORP	919137100		5/14/2010	3/12/2012	11,797		0	10,153	1,604	0	0	0	0	0	0
174 VALERO ENERGY CORP NEW	918137100		5/14/2010	3/12/2012	11,000		0	8,819	2,181	0	0	0	0	0	0
175 VALERO ENERGY CORP NEW	918137100		5/14/2010	3/12/2012	10,861		0	7,784	3,067	0	0	0	0	0	0
176 VALERO ENERGY CORP NEW	919137100		5/14/2010	9/27/2012	6,569		0	4,308	2,261	0	0	0	0	0	0
177 VALERO ENERGY CORP NEW	919137100		11/9/2012	12/14/2012	5,995		0	5,341	654	0	0	0	0	0	0
178 VANGUARD DIVIDEND APPREC ETF	921908844		8/15/2012	11/6/2012	306,212		0	301,946	4,266	0	0	0	0	0	0
179 VERIZON COMMUNICATIONS INC	92343V104		9/27/2011	3/12/2012	1,535		0	1,485	50	0	0	0	0	0	0
180 VERIZON COMMUNICATIONS INC	92343V104		5/14/2010	3/12/2012	5,756		0	4,015	1,741	0	0	0	0	0	0
181 VERIZON COMMUNICATIONS INC	92343V104		5/14/2010	6/19/2012	11,360		0	6,959	4,401	0	0	0	0	0	0
182 WATSON PHARMACEUTICALS INC	942683103		10/18/2010	3/12/2012	7,164		0	5,689	1,478	0	0	0	0	0	0
183 FIRST CAPITAL PARTNERS LIT GAIN				3/12/2012	1		0	0	1	0	0	0	0	0	0
Long Term CG Distributions					5,399,883		0	4,913,513	486,380						486,380
Short Term CG Distributions					0		0	0	0						0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees, and Foundation Managers

		29,084		0		0						
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	BNY Mellon, N A	X	P O Box 185	Pittsburgh	PA	15230-0185		TRUSTEE	SEE ATTAC	51,973	NONE	NONE
2	BNY Mellon N A	X	P O Box 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-22,889	N/A	N/A

**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	<u>Date</u>	<u>Amount</u>
1 Credit from prior year return		1 2,328
2 First quarter estimated tax payment	5/9/2012	2 1,806
3 Second quarter estimated tax payment	6/11/2012	3 1,816
4 Third quarter estimated tax payment	9/11/2012	4 1,816
5 Fourth quarter estimated tax payment	12/10/2012	5 1,816
6 Other payments		6
7 Total		7 9,582

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
			CASH	0.00	21,462.31	21,462.31
B. K. SIMON FAM	AON PLC	G0408V102		920.00	51,161.20	45,700.07
B. K. SIMON FAM	ACCENTURE PLC-CL A	G1151C101		580.00	38,570.00	24,471.78
B. K. SIMON FAM	COVDIEN PLC	G2554F113		700.00	40,418.00	27,559.41
B. K. SIMON FAM	EATON CORP PLC	G29183103		980.00	53,096.40	50,621.90
B. K. SIMON FAM	INGERSOLL-RAND PLC	G47791101		930.00	44,602.80	37,884.02
B. K. SIMON FAM	INVENCO LTD	G491BT108		2,080.00	54,267.20	45,211.53
B. K. SIMON FAM	NXP SEMICONDUCTORS N V	N6596X109		1,320.00	34,742.53	31,435.61
B. K. SIMON FAM	AT&T INC	00206R102		630.00	21,237.30	16,685.67
B. K. SIMON FAM	AIR PRODS & CHEMS INC	009158106		450.00	37,809.00	31,864.50
B. K. SIMON FAM	AMAZON.COM INC	023135106		194.00	48,668.78	38,018.49
B. K. SIMON FAM	APPLE INC	037833100		305.00	162,312.77	57,460.62
B. K. SIMON FAM	B & T CORPORATION	054937107		1,080.00	31,438.80	27,324.22
B. K. SIMON FAM	BNY MELLON MONEY MARKET FUND	0569MG16		976,151.02	976,151.02	976,151.02
B. K. SIMON FAM	BNY MELLON BOND FUND-M	05569M830		93,715.33	1,272,654.21	1,263,984.41
B. K. SIMON FAM	BROADCOM CORP CL A	111320107		1,250.00	41,512.50	42,531.63
B. K. SIMON FAM	CARNIVAL CORP	143658300		1,000.00	36,770.00	38,730.00
B. K. SIMON FAM	CATERPILLAR FINANCIA 6.125%	14912L4F5		100,000.00	106,615.00	100,668.00
B. K. SIMON FAM	CATERPILLAR INC	149123101		465.00	41,667.95	30,620.25
B. K. SIMON FAM	CELANESE CORP -SER A	150870103		780.00	34,733.40	23,080.20
B. K. SIMON FAM	CENTERPOINT ENERGY INC	15189T107		2,360.00	45,430.00	47,081.96
B. K. SIMON FAM	CHEVRON CORPORATION	166764100		492.00	53,204.88	40,969.91
B. K. SIMON FAM	COCA - COLA CO	191216100		1,200.00	43,500.00	35,146.92
B. K. SIMON FAM	COMCAST CORP CL A	20030N101		1,820.00	67,995.20	55,603.20
B. K. SIMON FAM	COSTCO WHSL CORP NEW	22160K105		410.00	40,479.30	23,252.15
B. K. SIMON FAM	DIAGEO CAPITAL PLC 5.2%	25243YAL3		100,000.00	100,368.00	103,036.00
B. K. SIMON FAM	WALT DISNEY CO/THE	254687106		1,320.00	65,722.80	45,896.40
B. K. SIMON FAM	DOVER CORP	260003108		640.00	42,054.40	39,713.28
B. K. SIMON FAM	DREYFUS BASIC S&P500 STOCK I	261978811		19,944.50	581,581.68	575,000.00
B. K. SIMON FAM	DREYFUS SMALL CAP STOCK IDX	26200Q204		16,317.78	358,175.36	314,670.13
B. K. SIMON FAM	DREYFUS/STANDISH MELLON FIXE	26203E109		136,702.61	3,089,479.01	2,941,112.50
B. K. SIMON FAM	E M C CORP MASS	268648102		940.00	23,782.00	23,333.04
B. K. SIMON FAM	EXPRESS SCRIPTS HOLDING CO	30219G108		940.00	50,760.00	44,361.42
B. K. SIMON FAM	EXXON MOBIL CORP	30231G102		600.00	51,930.00	21,347.99
B. K. SIMON FAM	FAMILY DLR STORES INC	307000109		410.00	25,998.10	28,553.22
B. K. SIMON FAM	FREEMONT MCMORAN COPPER & GO	35671D857		724.00	24,760.80	25,441.36
B. K. SIMON FAM	GENERAL ELECTRIC COMPANY	369604103		1,660.00	34,843.40	45,201.80
B. K. SIMON FAM	GILEAD SCIENCES INC	375558103		710.00	52,149.50	28,896.22
B. K. SIMON FAM	HALLIBURTON CO	406216101		1,193.00	41,385.17	36,735.71
B. K. SIMON FAM	HOME DEPOT INC	437076102		960.00	59,376.00	18,362.95
B. K. SIMON FAM	HONEYWELL INTL INC	438516106		720.00	45,698.40	30,793.04
B. K. SIMON FAM	INTERNATIONAL BUSINESS MACHI	459200101		427.00	81,791.85	56,150.36
B. K. SIMON FAM	ISHARES BARCLAYS TIPS BOND F	464287176		5,625.00	682,931.25	543,078.22

B. K. SIMON FAM 464287234	ISHARES MSCI EMERGING MKTS I	13,100.00	580,985.00	447,867.08
B. K. SIMON FAM 46625H100	JP MORGAN CHASE & CO	680.00	29,898.99	14,728.80
B. K. SIMON FAM 478366107	JOHNSON CONTROLS INC	990.00	30,363.30	31,105.80
B. K. SIMON FAM 517834107	LAS VEGAS SANDS CORP	780.00	36,004.80	34,376.71
B. K. SIMON FAM 532457108	LILLY ELI & CO	890.00	43,894.80	38,830.17
B. K. SIMON FAM 565849106	MARATHON OIL CORP	1,590.00	48,749.40	45,384.72
B. K. SIMON FAM 582839106	MEAD JOHNSON NUTRITION	380.00	25,038.20	26,528.77
B. K. SIMON FAM 59156R108	METLIFE INC	1,130.00	37,222.20	38,312.08
B. K. SIMON FAM 609207105	MONDELEZ INTERNATIONAL-W/I	2,130.00	54,215.32	47,544.62
B. K. SIMON FAM 64599105	OCCIDENTAL PETROLEUM CORP	520.00	39,837.20	39,798.30
B. K. SIMON FAM 693475105	PNC FINANCIAL SERVICES GROUP	1,070.00	62,391.70	63,379.96
B. K. SIMON FAM 712223106	DREYFUS MIDCAP INDEX FUND	17,005.28	491,963.01	419,564.12
B. K. SIMON FAM 713448108	PEPSICO INC	710.00	48,585.30	44,439.04
B. K. SIMON FAM 717081103	PFIZER INC	2,940.00	73,733.14	43,077.28
B. K. SIMON FAM 718172109	PHILIP MORRIS INTERNAT-W/I	480.00	40,147.20	22,102.99
B. K. SIMON FAM 741481105	T ROWE PRICE HIGH YIELD FD I	99,507.74	694,564.07	680,219.30
B. K. SIMON FAM 742718109	PROCTER & GAMBLE CO	950.00	64,495.50	56,965.55
B. K. SIMON FAM 747525103	QUALCOMM INC	1,210.00	74,850.12	69,781.66
B. K. SIMON FAM 79466L302	SALESFORCE.COM INC	303.00	50,934.30	28,008.55
B. K. SIMON FAM 806857108	SCHLUMBERGER LTD	680.00	47,123.05	46,423.76
B. K. SIMON FAM 816851109	SEMPRA ENERGY	570.00	40,435.80	27,012.30
B. K. SIMON FAM 82481R106	SHIRE PLC	373.00	34,383.14	32,018.86
B. K. SIMON FAM 845467109	SOUTHWESTERN ENERGY CO	1,350.00	45,103.50	47,077.58
B. K. SIMON FAM 857477103	STATE STREET CORP	1,090.00	51,240.90	41,413.92
B. K. SIMON FAM 86271F768	DREYFUS PRE STRAT INTER ST-I	53,391.61	774,178.45	634,584.25
B. K. SIMON FAM 88076W103	TERADATA CORPORATION	780.00	48,274.20	24,281.03
B. K. SIMON FAM 881624209	TEVA PHARMACEUTICAL INDS ADR	1,220.00	45,554.80	49,830.00
B. K. SIMON FAM 89417E109	THE TRAVELERS COMPANIES INC	530.00	38,064.60	33,731.06
B. K. SIMON FAM 902973304	US BANCORP	1,320.00	42,160.80	34,531.20
B. K. SIMON FAM 907818108	UNION PAC CORP	299.00	37,590.28	22,436.96
B. K. SIMON FAM 913017109	UNITED TECHNOLOGIES CORP	560.00	45,925.60	40,611.20
B. K. SIMON FAM 91913Y100	VALERO ENERGY CORP NEW	1,360.00	46,403.20	30,184.45
B. K. SIMON FAM 92204Z858	VANGUARD MSCI EMERGING MARKE	12,800.00	569,984.00	587,956.72
B. K. SIMON FAM 922908553	VANGUARD REIT ETF	5,250.00	345,450.00	340,459.87
B. K. SIMON FAM 92343V104	VERIZON COMMUNICATIONS INC	500.00	21,635.00	13,340.46
B. K. SIMON FAM 92344GAW6	VERIZON GLOBAL FDG COR 4.9%	100,000.00	110,926.00	99,331.00
B. K. SIMON FAM 942683103	WATSON PHARMACEUTICALS INC	460.00	39,560.00	21,796.32
B. K. SIMON FAM 949746101	WELLS FARGO & COMPANY	2,020.00	69,043.60	65,472.37
B. K. SIMON FAM 984332106	YAHOO INC	1,630.00	32,437.00	28,320.76
B. K. SIMON FAM 988498101	YUM! BRANDS INC	450.00	29,880.00	18,558.00
B. K. SIMON FAM 99A903337	GROTECH III LP	150,000.00	855.00	9,364.67
B. K. SIMON FAM 9989AJ904	FIRST CAP HOUSING PART V LP	1.00	8,215.26	15,174.95

TOTAL

13,865,586.00

12,511,130.61

**Attachment to Form 990-PF Part VIII, Column (b) Title and average hours  
per week devoted to position**

As Trustee, BNY Mellon, N.A. provides administrative services such as acting as investment manager for the named organization. These services require numerous individual bank employees' involvement in the activities of the organization and thus cannot be quantified on an hourly basis. Therefore, the Trustee's fees are not based upon an hourly basis but are calculated based upon factors such as the market value of the account and in accordance with our agreement with the client.

Form **8868**

(Rev. January 2013)

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Enter filer's identifying number, see instructions

<b>Type or print</b>	Name of exempt organization or other filer, see instructions <b>B K SIMON FAMILY CHARITABLE FDN-TR</b>	Employer identification number (EIN) or <b>20-6817430</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions <b>BNY Mellon, N.A. - P O Box 185</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>Pittsburgh PA 15230-0185</b>	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ **BNY MELLON, N.A.**
- Telephone No ▶ **412-234-8833** FAX No ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
  - If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶  calendar year 2012 or

▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>3a</b>	\$	18,225
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	<b>3b</b>	\$	9,582
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$	8,643

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return See instructions	Name of exempt organization <b>B K SIMON FAMILY CHARITABLE FDN-TR</b>	Employer identification number (EIN) or <b>20-6817430</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>BNY Mellon, N A. - P O Box 185</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions <b>Pittsburgh PA 15230-0185</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP!** Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of  **BNY MELLON, N A**  
 Telephone No.  **412-234-8833** FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box  If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15/2013
- 5 For calendar year 2012, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_
- 6 If the tax year entered in line 5 is for less than 12 months, check reason  Initial return  Final return  Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED IN ORDER TO PREPARE AND FILE AN ACCURATE RETURN.

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	<b>8a</b> \$	16,758
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	<b>8b</b> \$	18,225
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	<b>8c</b> \$	0

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title  Date