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Form 990-PF

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052







2012


Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation The Melvin and Bren Simon Charitable Foundation Number One co N&A LLC		A Employer identification number 35-2049367	
Number and street (or P O box number if mail is not delivered to street address) 575 S Charles St		B Telephone number (see instructions) (410) 659-6200	
City or town, state, and ZIP code Baltimore, MD 21201		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 checked="" type="checkbox"/> Address 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) \$ 23,850,329		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,000,000			
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	149,952	149,952		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	89,440			
	b Gross sales price for all assets on line 6a _____ 3,369,953				
	7 Capital gain net income (from Part IV , line 2 ) . . . .		89,440		
	8 Net short-term capital gain . . . . .			144,786	
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	112,887	50,951		
	12 Total. Add lines 1 through 11 . . . . .	1,352,279	290,343	144,786	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	24,500			24,500
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	1,891	1,891		
	19 Depreciation (attach schedule) and depletion . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .	2,500			
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	81,519	81,519		
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	110,410	83,410		24,500
	25 Contributions, gifts, grants paid . . . . .	2,485,833			2,485,833
	26 Total expenses and disbursements. Add lines 24 and 25	2,596,243	83,410		2,510,333
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,243,964			
	b Net investment income (if negative, enter -0-)		206,933		
	c Adjusted net income (if negative, enter -0-)			144,786	

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 . . . . .	2,048,754	267,891	267,891
	2	Savings and temporary cash investments . . . . .			
	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 page 15 of the 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 . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)	252,773	 252,773	273,258
	b	Investments—corporate stock (attach schedule) . . . . .	2,548,246	 2,449,211	2,746,658
	c	Investments—corporate bonds (attach schedule). . . . .	8,785,448	 9,296,939	9,406,299
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	 10,020,305	 10,247,210	 11,156,223	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	23,655,526	22,514,024	23,850,329	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .		0	
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 . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	23,655,526	22,514,024	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	23,655,526	22,514,024	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	23,655,526	22,514,024	

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	23,655,526
2	Enter amount from Part I, line 27a . . . . .	2	-1,243,964
3	Other increases not included in line 2 (itemize) ▶ 	3	102,462
4	Add lines 1, 2, and 3 . . . . .	4	22,514,024
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	22,514,024

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 )
1 a				
b Capital Gain Dividends				
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			3,289
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	89,440
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	144,786

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 page 18 of 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	3,769,889	25,135,814	0 14998
2010	2,625,972	26,950,198	0 09744
2009	2,850,553	27,818,353	0 10247
2008	5,364,653	49,439,945	0 10851
2007	5,884,862	49,684,822	0 11844

2 Total of line 1, column (d). . . . .	2	0 57684
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 11537
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	24,222,444
5 Multiply line 4 by line 3. . . . .	5	2,794,495
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	2,069
7 Add lines 5 and 6. . . . .	7	2,796,564
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	2,510,333

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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)			
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	4,139
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2. . . . .		3	4,139
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	4,139
6		Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,000		
b	Exempt foreign organizations—tax withheld at source . . . . .	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,000		
d	Backup withholding erroneously withheld . . . . .	6d			
7		Total credits and payments Add lines 6a through 6d. . . . .		7	12,000
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	91
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	7,770
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 7,770 Refunded <input type="checkbox"/>		11	

Part VII-AStatements Regarding Activities

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? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?. . . . .	1c		No
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? . . . . .	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IN _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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 . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶Neuman & Associates LLC Telephone no ▶(410) 659-6200 Located at ▶575 S Charles St Ste 402 Baltimore MD ZIP +4 ▶212012484			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
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? . . . . .	16	Yes	
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ OC				

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? ( <b>Exception.</b> 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 <b>any</b> 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		No
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		No
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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		No
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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		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?			
	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?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

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
Bren Simon	Trustee	0		
329 Main Street	0 25			
Carbondale, CO 816232027				
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.				

Part VIII

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

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

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

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

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	

Total. Add lines 1 through 3. . . . .



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	22,994,917
b	Average of monthly cash balances. . . . .	1b	1,596,397
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	24,591,314
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	
3	Subtract line 2 from line 1d. . . . .	3	24,591,314
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	368,870
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	24,222,444
6	Minimum investment return. Enter 5% of line 5. . . . .	6	1,211,122

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	1,211,122
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	4,139
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	4,139
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	1,206,983
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	1,206,983
6	Deduction from distributable amount (see instructions). . . . .	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	1,206,983

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	2,510,333
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,510,333
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	2,510,333
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
1 Distributable amount for 2012 from Part XI, line 7				1,206,983
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .	2,726,680			
b From 2008. . . . .	2,905,873			
c From 2009. . . . .	2,850,553			
d From 2010. . . . .	2,632,100			
e From 2011. . . . .	3,775,206			
f Total of lines 3a through e. . . . .	14,890,412			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,510,333				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .	2,510,333			
d Applied to 2012 distributable amount. . . . .				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,206,983			1,206,983
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,193,762			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
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) (see instructions). . . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	1,519,697			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	14,674,065			
10 Analysis of line 9				
a Excess from 2008. . . .	2,905,873			
b Excess from 2009. . . .	2,850,553			
c Excess from 2010. . . .	2,632,100			
d Excess from 2011. . . .	3,775,206			
e Excess from 2012. . . .	2,510,333			

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

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

### 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities. . . . .			14	149,952	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .	900099	61,936	1	50,951	
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	89,440	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). . . . .		61,936		290,343	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		352,279

[illegible]

<b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . ☐ Yes ☒ No

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

*****		2013-11-14	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee		Date	Title	

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ **Yes** ☐ **No**

**Paid  
Preparer  
Use  
Only**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN  P00631167
	Ricka E Neuman	Ricka E Neuman			
	Firm's name <input type="checkbox"/>	NEUMAN & ASSOCIATES LLC			Firm's EIN <input type="checkbox"/>
		575 S CHARLES ST STE 402			
	Firm's address <input type="checkbox"/>	BALTIMORE, MD 212012484			Phone no (410) 659-6200

Schedule B

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

Department of the Treasury  
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

<b>Name of the organization</b> The Melvin and Bren Simon Charitable Foundation Number One co N&A LLC	<b>Employer identification number</b> 35-2049367
-------------------------------------------------------------------------------------------------------------	-----------------------------------------------------

Organization type (check one)

<b>Filers of:</b>	<b>Section:</b>
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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<sup>1</sup>/<sub>3</sub>% 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).

<b>Name of organization</b> The Melvin and Bren Simon Charitable Foundation Number One co N&A LLC	<b>Employer identification number</b> 35-2049367
---------------------------------------------------------------------------------------------------------	-----------------------------------------------------

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	Melvin Simon & Associates  225 West Washington Street  Indianapolis, IN 462043438	\$ 1,000,000	Person <input 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 )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )



<b>Name of organization</b> The Melvin and Bren Simon Charitable Foundation Number One co N&A LLC	<b>Employer identification number</b>  35-2049367
---------------------------------------------------------------------------------------------------------	---------------------------------------------------------

Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

<b>Name of organization</b> The Melvin and Bren Simon Charitable Foundation Number One co N&A LLC	<b>Employer identification number</b> 35-2049367
---------------------------------------------------------------------------------------------------------	-----------------------------------------------------

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 See instructions ) ▶ \$

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
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

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

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

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

**TY 2012 Accounting Fees Schedule****Name:** The Melvin and Bren Simon Charitable

Foundation Number One co N&amp;A LLC

**EIN:** 35-2049367**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	24,500	0	0	24,500

**TY 2012 General Explanation Attachment**

**Name:** The Melvin and Bren Simon Charitable  
Foundation Number One co N&A LLC

**EIN:** 35-2049367

**Software ID:** 12000229

**Software Version:** 2012v2.0

Identifier	Return Reference	Explanation
		Part VII-A, Line 16, Foreign AccountsThe Foundation held various alternative investments in the British Virgin Islands, the Netherlands Antilles the Caymen Islands and Bermuda These investments were reported by Bren Simon (TIN 429745368), as trustee of the Foundation

**TY 2012 Investments Corporate  
Bonds Schedule**

**Name:** The Melvin and Bren Simon Charitable  
Foundation Number One co N&A LLC

**EIN:** 35-2049367

**Software ID:** 12000229

**Software Version:** 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Corporate Bonds	9,296,939	9,406,299

# TY 2012 Investments Corporate Stock Schedule

**Name:** The Melvin and Bren Simon Charitable  
Foundation Number One co N&A LLC

**EIN:** 35-2049367

**Software ID:** 12000229

**Software Version:** 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Corporate Stocks & Mutual Funds	2,449,211	2,746,658

**TY 2012 Investments Government  
Obligations Schedule**

**Name:** The Melvin and Bren Simon Charitable  
Foundation Number One co N&A LLC

**EIN:** 35-2049367

**Software ID:** 12000229

**Software Version:** 2012v2.0

**US Government Securities - End of  
Year Book Value:**

252,773

**US Government Securities - End of  
Year Fair Market Value:**

273,258

**State & Local Government  
Securities - End of Year Book  
Value:**

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

## TY 2012 Other Assets Schedule

**Name:** The Melvin and Bren Simon Charitable

Foundation Number One co N&A LLC

**EIN:** 35-2049367

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Other Investments	10,020,305	10,247,210	11,156,223



**TY 2012 Other Expenses Schedule****Name:** The Melvin and Bren Simon Charitable

Foundation Number One co N&amp;A LLC

**EIN:** 35-2049367**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Margin Interest Expense	78	78		
Investment Fees	29,061	29,061		
Expenses from Seamans Global K-1	7,945	7,945		
Expenses from KC Partners K-1	44,435	44,435		

## TY 2012 Other Income Schedule

**Name:** The Melvin and Bren Simon Charitable  
Foundation Number One co N&A LLC

**EIN:** 35-2049367

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	112,887	50,951	

**TY 2012 Other Increases Schedule**

**Name:** The Melvin and Bren Simon Charitable  
Foundation Number One co N&A LLC

**EIN:** 35-2049367

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Amount
Seamans Global Bond Fund book/tax difference	11,009
KC Partners book/tax difference	91,264
Increase in beginning cash balance	189

**TY 2012 Taxes Schedule**

**Name:** The Melvin and Bren Simon Charitable  
Foundation Number One co N&A LLC

**EIN:** 35-2049367

**Software ID:** 12000229

**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Taxes from K-1's	598	598		
Foreign Tax	1,293	1,293		

**REALIZED GAINS/(-)LOSSES**

This section provides estimated realized gains or losses for informational purposes only, and should not be used for tax preparation without the assistance of your tax advisor. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. To calculate gains or losses, the trading tax lot relief method indicated on the first page of this statement was used, unless another method was in effect at the time of the trade. We suggest you review this information for accuracy and contact your Financial Advisor with any questions.

<b>Corporate/Government Bonds</b>	<i>Closing Transaction</i>	<i>Date Acquired</i>	<i>Date Sold</i>	<i>Quantity</i>	<i>Cost Basis</i>	<i>Sale Proceeds</i>	<i>Realized Gain/(-)Loss**</i>
AMERICAN EXPRESS BK FSB SALT LAKE CITY UT CD CUSIP: 02580VGB5	REDEEMED	01/21/10	02/27/12	15,000	15,449.66	15,000.00	-449.66 (LT)
AMERIPRISE BANK FSB NEW YORK NY CD CUSIP: 03077LGA7	REDEEMED	06/19/12	12/26/12	10,000	10,000.00	10,000.00	N/A (ST)

\*\* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing



## REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
BMW BANK NORTH AMERICA SALT LAKE CITY UT CD CUSIP 05568PPY7	REDEEMED	01/21/10	04/24/12	10,000	10,340.00	10,000 00	-340 00 (LT)
BANK AMERICA CORP INTERNOTES B/E SEMI CUSIP 06050XPD9	REDEEMED	08/26/10	08/15/12	5,000	5,000.00	5,000 00	N/A (LT)
BANK AMERICA NA CHARLOTTE NC CD CUSIP 06051VES1	REDEEMED	02/01/10	07/02/12	22,000	22,000.00	22,000 00	N/A (LT)
BANK OF NORTHERN MI PETOSKEY MI CD CUSIP 06414TKM4	REDEEMED	02/09/10	07/30/12	15,000	15,000 00	15,000.00	N/A (LT)
BEAL BANK USA LAS VEGAS NV CD CUSIP 07370SRR8	REDEEMED	09/20/11	12/26/12	50,000	50,000 00	50,000.00	N/A (LT)
BEAL BANK USA LAS VEGAS NV CD CUSIP 07370SRS6	REDEEMED	09/20/11	08/29/12	50,000	50,000.00	50,000 00	N/A (ST)
BOEING CAPITAL CORP INTERNOTES B/E SEMI CUSIP 09700PAE8	REDEEMED	05/12/10	04/16/12	20,000	21,655 00	20,000.00	-1,655.00 (LT)
BRANCH BK & TR COMPANY WINSTON SALEM NC CTF DEP CUSIP 105133ED0	REDEEMED	01/21/10	03/12/12	75,000	77,400.00	75,000.00	-2,400.00 (LT)
BYRON BANK BYRON CENTER MI CD CUSIP 12448PDV8	REDEEMED	06/12/08	06/12/12	100,000	100,000.00	100,000 00	N/A (LT)
CAPMARK BANK MIDVALE UT CTF DEP CUSIP 140653F92	REDEEMED	07/28/09	01/30/12	50,000	50,544 34	50,000.00	-544.34 (LT)
COASTAL BK & TR FLORIDA PENSACOLA FL CD CUSIP 19041BAD8	REDEEMED	07/28/09	08/03/12	200,000	200,000.00	200,000 00	N/A (LT)
COLUMBUS BK & TR COMPANY COLUMBUS GA CD CUSIP 198882FN7	REDEEMED	07/28/09	08/06/12	100,000	100,000.00	100,000 00	N/A (LT)

\*\* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.

## REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
COMCAST CORP SENIOR SUBORDINATE CUSIP: 200300AN1	REDEEMED	02/08/10	07/16/12	50,000	50,000.00	50,000.00	N/A (LT)
COMMUNITY BANK & TRUST SHEBOYGAN WI CD CUSIP: 203478JT0	REDEEMED	01/21/10	07/19/12	100,000	100,000.00	100,000.00	N/A (LT)
DISCOVER BANK GREENWOOD DE CD CUSIP: 25469JLC1	REDEEMED	06/13/08	06/18/12	100,000	100,000.00	100,000.00	N/A (LT)
DORAL BANK CATANO PR CD CUSIP: 25811LKB4	REDEEMED	01/21/10	10/09/12	39,000	39,000.00	39,000.00	N/A (LT)
DOW CHEMICAL CO CUSIP: 260543BW2	REDEEMED	05/31/12	12/17/12	31,000	33,705.00	33,986.10	281.10 (ST)
FEDERAL EXPRESS CORP NOTE B/E CUSIP: 313309AJ5	REDEEMED	02/08/10	06/15/12	50,000	50,000.00	50,000.00	N/A (LT)
FIRST CENT BK MCCOOK NA MCCOOK NE CD CUSIP: 31943VAG1	REDEEMED	05/27/09	10/11/12	90,000	90,000.00	90,000.00	N/A (LT)
FIRSTBANK OF PUERTO RICO SANTURCE PR CTF DEP STEP CUSIP: 337629TV5	REDEEMED	01/22/10	02/21/12	10,000	10,046.40	10,000.00	-46.40 (LT)
FORTUNE BANK ARNOLD MO CD CUSIP: 34969RBA5	REDEEMED	05/26/09	05/30/12	65,000	65,000.00	65,000.00	N/A (LT)
GE MONEY BANK DRAPER UT CD CUSIP: 36159SFW6	REDEEMED	07/28/09	07/30/12	100,000	100,000.00	100,000.00	N/A (LT)
GENL ELECTRIC CAP CORP NOTE CUSIP: 36962GYY4	REDEEMED	05/26/10	06/15/12	10,000	10,000.00	10,000.00	N/A (LT)
GENL ELECTRIC CAP CORP INTERNOTES B/E SEMI CUSIP: 36966R2P0	REDEEMED	11/05/10	11/15/12	26,000	26,000.00	26,000.00	N/A (LT)

\*\* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing

## REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
GENL ELECTRIC CAP CORP INTERNOTES B/E QUARTERLY CUSIP: 36966RSB3	REDEEMED	12/06/10	12/17/12	10,000	10,000.00	10,000.00	N/A (LT)
GOLDMAN SACHS GROUP INC SENIOR NOTE B/E CUSIP: 38141GCG7	REDEEMED	07/19/10	09/04/12	50,000	50,000.00	50,000.00	N/A (LT)
GOLDMAN SACHS GROUP INC SENIOR NOTE B/E CUSIP: 38144LAC4	REDEEMED	02/08/10	11/01/12	50,000	50,000.00	50,000.00	N/A (LT)
HARRIS NA STEP CHICAGO IL CTF DEP CUSIP: 41456TKB4	REDEEMED	09/17/10	02/06/12	20,000	20,000.00	20,000.00	N/A (LT)
INDIANA MI POWER COMPANY SENIOR NOTE SERIES E CUSIP: 454889AH9	REDEEMED	05/03/10	11/01/12	25,000	25,000.00	25,000.00	N/A (LT)
INLAND BANK & TRUST LAKE ZURICH IL CD CUSIP: 457288AL2	REDEEMED	03/10/09	09/24/12	75,000	75,000.00	75,000.00	N/A (LT)
INTERNATIONAL BANK CHICAGO IL CTF DEP CUSIP: 45906AAS6	REDEEMED	03/10/09	03/20/12	75,000	75,000.00	75,000.00	N/A (LT)
MERRICK BANK SOUTH JORDAN UT CTF DEP CUSIP: 59012YVQ7	REDEEMED	03/10/09	03/16/12	75,000	75,000.00	75,000.00	N/A (LT)
MIDFIRST BANK OKLAHOMA CITY OK CD CUSIP: 59740JAX7	REDEEMED	01/21/10	09/24/12	15,000	15,000.00	15,000.00	N/A (LT)
MIDFIRST BANK OKLAHOMA CITY OK CTF DEP CUSIP: 59740MXZ0	REDEEMED	01/21/10	05/11/12	96,000	99,410.11	96,000.00	-3,410.11 (LT)
MIDFIRST BANK OKLAHOMA CITY OK CD CUSIP: 59740MY30	REDEEMED	07/28/09	07/23/12	46,000	46,000.00	46,000.00	N/A (LT)
MORGAN STANLEY SENIOR UNSECURED CUSIP: 61746BCW4	REDEEMED	02/08/10	01/09/12	100,000	107,345.00	100,000.00	-7,345.00 (LT)

\*\* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing



**REALIZED GAINS/(-)LOSSES continued**

<b>Corporate/Government Bonds</b>	<b>Closing Transaction</b>	<b>Date Acquired</b>	<b>Date Sold</b>	<b>Quantity</b>	<b>Cost Basis</b>	<b>Sale Proceeds</b>	<b>Realized Gain/(-)Loss**</b>
PARAGON NATIONAL BANK MEMPHIS TN CTF DEP CUSIP: 69912SBV1	REDEEMED	05/27/09	06/12/12	90,000	90,000.00	90,000.00	N/A (LT)
REPUBLIC BANK BOUNTIFUL UT CTF DEP CUSIP: 760310RZ7	REDEEMED	06/28/10	02/28/12	30,000	30,150.00	30,000.00	-150.00 (LT)
	REDEEMED	06/30/10	02/28/12	60,000	60,300.00	60,000.00	-300.00 (LT)
				90,000	90,450.00	90,000.00	-450.00
SALLIE MAE BANK MURRAY UT CTF DEP CUSIP: 795450JA4	REDEEMED	03/10/09	03/05/12	35,000	35,175.00	35,000.00	-175.00 (LT)
SCOTIABANK DE PR SAN JUAN PR CTF DEP CUSIP: 80928EEN6	REDEEMED	05/27/09	06/27/12	45,000	45,000.00	45,000.00	N/A (LT)
SOUTHSIDE BANK STEP TYLER TX CTF DEP CUSIP: 84470QCE5	REDEEMED	09/21/10	02/27/12	10,000	10,005.00	10,000.00	-5.00 (LT)
STATE BANK OF INDIA NEW YORK NY CD CUSIP: 856284QN7	REDEEMED	05/27/09	09/26/12	25,000	25,000.00	25,000.00	N/A (LT)
SUNSOUTH BANK DOTHAN AL CTF DEP CUSIP: 86789UBC2	REDEEMED	05/27/09	06/04/12	90,000	90,000.00	90,000.00	N/A (LT)
TWIN CITY BANK N LITTLE ROCK AR CTF DEP CUSIP: 901414BE1	REDEEMED	05/26/09	05/29/12	90,000	90,000.00	90,000.00	N/A (LT)
UNITED COMMUNITY BANK BLAIRSVILLE GA CD CUSIP: 90984P2N4	REDEEMED	01/21/10	10/09/12	98,000	98,000.00	98,000.00	N/A (LT)

\*\* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing

**REALIZED GAINS/(-)LOSSES continued**

	<i>Closing Transaction</i>	<i>Date Acquired</i>	<i>Date Sold</i>	<i>Quantity</i>	<i>Cost Basis</i>	<i>Sale Proceeds</i>	<i>Realized Gain/(-)Loss**</i>
<b>Corporate/Government Bonds</b>							
UNITEDHEALTH GROUP INC NOTE B/E CUSIP: 91324PBA9	REDEEMED	02/08/10	11/15/12	97,000	97,000.00	97,000.00	N/A (LT)
<b>Total Corporate/Government Bonds</b>					<b>\$2,719,525.51</b>	<b>\$2,702,986.10</b>	<b>-\$16,539.41</b>
<b>Total Realized Gains/(-)Losses</b>					<b>\$2,719,525.51</b>	<b>\$2,702,986.10</b>	<b>-\$16,539.41</b>
<b>Total Net Short-Term (ST)</b>					<b>\$93,705.00</b>	<b>\$93,986.10</b>	<b>\$281.10</b>
<b>Total Net Long-Term (LT)</b>					<b>\$2,625,820.51</b>	<b>\$2,609,000.00</b>	<b>-\$16,820.51</b>
<b>Total Net Other-Term (OT)</b>					<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>

\*\* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.

Tax ID #: 35-2049367

**REALIZED GAINS/(-)LOSSES**

This section provides estimated realized gains or losses for informational purposes only, and should not be used for tax preparation without the assistance of your tax advisor. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. To calculate gains or losses, the trading tax lot relief method indicated on the first page of this statement was used, unless another method was in effect at the time of the trade. We suggest you review this information for accuracy and contact your Financial Advisor with any questions.

Equities	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
GOLDCORP INC NEW		02/08/11	05/16/12	925	40,217.30	30,047.07	-10,170.23 (LT)
CUSIP 380956409		02/06/12	05/16/12	1,925	92,210.91	62,530.40	-29,680.51 (ST)
				2,850	132,428.21	92,577.47	-39,850.74
IAMGOLD CORP		03/01/11	02/06/12	5,600	123,118.92	95,041.95	-28,076.97 (ST)
CUSIP 450913108							
NEWMONT MINING CORP HLDG		06/11/10	05/23/12	35	2,036.33	1,611.13	-425.20 (LT)
COMPANY		02/08/11	05/23/12	700	41,227.12	32,222.60	-9,004.52 (LT)
CUSIP 651639106		02/28/11	05/23/12	465	25,947.08	21,405.02	-4,542.06 (LT)
				1,200	69,210.53	55,238.75	-13,971.78
<b>Total Equities</b>					<b>\$324,757.66</b>	<b>\$242,858.17</b>	<b>-\$81,899.49</b>
<b>Total Realized Gains/(-)Losses</b>					<b>\$324,757.66</b>	<b>\$242,858.17</b>	<b>-\$81,899.49</b>
<b>Total Net Short-Term (ST)</b>					<b>\$215,329.83</b>	<b>\$157,572.35</b>	<b>-\$57,757.48</b>
<b>Total Net Long-Term (LT)</b>					<b>\$109,427.83</b>	<b>\$85,285.82</b>	<b>-\$24,142.01</b>
<b>Total Net Other-Term (OT)</b>					<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>

\*\* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.

**Tax ID #: 35-2049367**

## REALIZED GAINS/(-)LOSSES

This section provides estimated realized gains or losses for informational purposes only, and should not be used for tax preparation without the assistance of your tax advisor. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. To calculate gains or losses, the trading tax lot relief method indicated on the first page of this statement was used, unless another method was in effect at the time of the trade. We suggest you review this information for accuracy and contact your Financial Advisor with any questions.

Equities	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
CVS CAREMARK CORP CUSIP 126650100		06/28/11	03/19/12	550	20,085.29	24,891.73	4,806.44 (ST)
CABLEVISION SYS CORP NY GROUP CUSIP 12686C109		11/29/11	05/16/12	2,000	29,823.60	23,699.46	-6,124.14 (ST)
CALPINE CORP NEW CUSIP 131347304		08/26/11 09/13/11	03/01/12 03/01/12	32 36	Incomplete Incomplete	495.03 556.92	N/A (ST) N/A (ST)
				68	979.00	1,051.95	72.95
GENERAL MILLS INC CUSIP 370334104		04/26/11	05/18/12	550	21,105.87	21,504.55	398.68 (LT)
GOLDCORP INC NEW CUSIP 380956409		04/18/11	05/16/12	400	21,151.76	13,198.71	-7,953.05 (LT)

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Tax ID #: 35-2049367

**REALIZED GAINS/(-)LOSSES continued**

Equities	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
KINROSS GOLD CORP NO PAR CUSIP 496902404		04/18/11	05/16/12	1,300	19,812 00	9,593 91	-10,218 09 (LT)
MYR GROUP INC DE CUSIP 55405W104		05/16/12	11/29/12	1,500	24,885 15	30,825 95	5,940 80 (ST)
		05/18/12	11/29/12	700	11,812 50	14,385 45	2,572 95 (ST)
				2,200	36,697 65	45,211 40	8,513 75
NEWMONT MINING CORP HLDG COMPANY CUSIP 651639106		06/28/11	12/12/12	375	19,619 21	17,092 90	-2,526 31 (LT)
TRANSOCEAN LIMITED NAMEN AKT CUSIP H8817H100		07/11/11	01/11/12	350	21,192 50	14,108 22	-7,084 28 (ST)
<b>Total Equities</b>					<b>\$189,487.88</b>	<b>\$170,352.83</b>	<b>-\$20,187.00</b>
<b>Total Realized Gains/(-)Losses</b>				<b>190,466.88</b>	<del><b>\$189,487.88</b></del>	<b>\$170,352.83</b>	<del><b>20114.05</b></del> <b>-\$20,187.00</b>
<b>Total Net Short-Term (ST)</b>				<b>108,778.04</b>	<del><b>\$107,799.04</b></del>	<b>\$108,962.76</b>	<b>184.72</b> <del><b>-\$444.77</b></del>
<b>Total Net Long-Term (LT)</b>					<b>\$81,688.84</b>	<b>\$61,390.07</b>	<b>-\$20,298.77</b>
<b>Total Net Other-Term (OT)</b>					<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>

\*\* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing

The Melvin and Bren Simon Charitable Foundation Number One

EIN 35-2049367

Form 990-PF, Part II, Line 10a

US Bonds

12/31/12

	Valuation Method	Cost Basis 12/31/12	Fair Market Value 12/31/12
<u>MUTUAL FUNDS</u>			
USTreasury Note Inflation Index 625% 4/15/13	Cost	252,773 05	273,258 00
Total Account # 4047-9606		<u>252,773 05</u>	<u>273,258 00</u>
Total US Bonds		<u><u>252,773 05</u></u>	<u><u>273,258 00</u></u>

The Melvin and Bren Simon Charitable Foundation Number One

EIN 35-2049367

Form 990-PF, Part II, Line 10c

Corporate Bonds - Schedule of Holdings

12/31/2012

	Valuation Method	Book Value 12/31/2012	Fair Market Value 12/31/2012
<u>Corporate Bonds</u>			
JP Morgan 5 75% 1/2/13	Cost	50,006 18	50,000 00
Brand Banking Co 2 1% 1/15/13	Cost	176,015 49	176,089 76
Paragon Commercial Bank 2 15% 1/15/13	Cost	175,013 42	175,092 75
Fed'l Nat'l Mtg Assn 5 92% 1/25/13	Cost	29,890 00	28,101 36
Citizens Bank 2 15% 2/5/13	Cost	100,014 21	100,151 00
Doral Bank 2 15% 2/12/13	Cost	25,000 00	25,046 00
Firstbank of Puerto Rico 2 05% 2/25/13	Cost	50,000 00	50,119 50
Transocean Inc 5 25% 3/15/13	Cost	50,240 90	50,439 00
Ally Bank 75% 3/28/13	Cost	50,000 00	50,039 50
Goldman Sachs 5 25% 4/1/13	Cost	30,196 91	30,350 70
Oriental Bank & Trust 4 25% 4/11/13	Cost	90,197 84	90,918 90
First Business Bank 2 5% 4/15/13	Cost	90,141 48	90,522 00
Flushing Savings Bk 3 0% 4/15/13	Cost	20,056 16	20,156 80
JP Morgan 4 75% 5/1/13	Cost	50,428 00	50,721 50
American Express 5 875% 5/2/13	Cost	15,199 80	15,270 90
Acacia Fed'l Svgs Bank 4 45% 5/16/13	Cost	95,311 52	96,388 90
BMW Bk of North America 3 35% 5/28/13	Cost	90,000 00	91,039 50
Signature Bank 3 15% 5/29/13	Cost	90,000 00	90,974 70
American Express 3 3% 6/3/15	Cost	122,617 77	123,439 60
Mid Wisconsin Bank 4 35% 6/6/13	Cost	74,348 63	75,224 70
First Federal Svgs Bank 3 0% 6/10/13	Cost	90,000 00	91,000 80
Dow Chemical Company 4 3% 6/15/13	Cost	20,155 57	20,279 20
Dow Chemical Company 4 1% 6/15/13	Cost	25,124 19	25,383 75
Queensborough Natl Bk & Tr 4 5% 6/25/13	Cost	100,000 00	101,926 00
M & I Marshall & Isley 4 75% 7/1/13	Cost	100,000 00	102,098 00
State Bank of Lizton 3 05% 7/1/13	Cost	30,093 15	30,384 30
Cit Bank 3 25% 7/8/13	Cost	15,171 51	15,214 05
Commerce Bank 2 0% 7/15/13	Cost	75,000 00	75,715 50
Prudential Financial Inc 4 5% 7/15/13	Cost	35,279 28	35,697 55
GE Capital Financial 2 75% 7/16/13	Cost	25,233 92	25,305 75
FSGBank 2 35% 7/29/13	Cost	150,162 40	151,708 50
National Bk of Commerce 3 05% 8/13/13	Cost	25,161 16	25,393 50
Wachovia Mortgage FSB 5 0% 8/29/13	Cost	77,181 16	76,980 75
Town North Bank 3 0% 9/4/13	Cost	151,836 63	153,544 35
BMW Bk of North America 2 55% 9/16/13	Cost	90,309 12	91,337 40
Genl Electric Cap Corp 1 875% 9/16/13	Cost	17,074 24	17,167 62
General Electric Capital 5 4% 9/20/13	Cost	51,103 11	51,779 00

The Melvin and Bren Simon Charitable Foundation Number One  
 EIN 35-2049367  
 Form 990-PF, Part II, Line 10c  
 Corporate Bonds - Schedule of Holdings  
 12/31/2012

	Valuation Method	Book Value 12/31/2012	Fair Market Value 12/31/2012
<u>Corporate Bonds</u>			
Ford Motor Cr Company 7 0% 10/1/13	Cost	76,742 07	78,382 50
Verizon New Eng Inc 4 75% 10/1/13	Cost	56,984 87	57,737 12
Compass Bank 1 05% 10/7/13	Cost	50,000 00	50,204 50
Goldman Sachs 5 25% 10/15/13	Cost	151,639 73	155,251 50
Morgan Stanley Bank 5 05% 11/5/13	Cost	27,970 80	28,009 53
Sallie Mae Bank 5 0% 11/13/13	Cost	20,767 19	20,757 20
First American Bank 2 15% 12/5/13	Cost	100,000 00	101,861 00
ISB Community Bank 2 25% 12/9/13	Cost	150,000 00	152,649 00
First NA Damriscotta 2 8% 12/27/13	Cost	19,330 20	19,446 50
Celtic Bank 2 5% 12/30/13	Cost	100,227 13	102,083 00
Genl Electric Cap Corp 2 1% 1/7/14	Cost	50,300 37	50,820 50
Bank of Northern MI 2 4% 1/29/14	Cost	50,049 46	51,088 50
Simon Property Group 4 9% 1/30/14	Cost	77,010 90	78,366 75
Capital Bank 3 2% 2/18/14	Cost	50,380 49	51,422 50
Florida Bank 2 25% 2/18/14	Cost	75,000 00	76,593 00
Ames Community Bank 2 25% 2/24/14	Cost	75,000 00	76,618 50
Barclays Bank 2 3% 3/3/14	Cost	30,385 63	30,634 50
JPMorgan Chase & Co 4 875% 3/15/14	Cost	51,299 31	52,169 00
Noble Holding International 7 375% 3/15/14	Cost	36,841 95	37,609 60
American Express Bk FSB 3 5% 3/25/14	Cost	25,846 92	25,866 25
Goldman Sachs 3 25% 3/25/14	Cost	90,819 40	92,790 00
Cit Bank 1 15% 4/4/14	Cost	25,000 00	25,169 50
Amer Exp Centurion Bank 1 2% 4/7/14	Cost	25,000 00	25,154 00
Sallie Mae Bank 3 5% 4/9/14	Cost	24,797 11	24,839 04
Flushing Savings Bk 3 25% 4/15/14	Cost	15,461 83	15,552 60
Barclays Bank 2 25% 4/28/14	Cost	25,315 01	25,542 00
Flushing Savings Bank 2 25% 5/7/14	Cost	30,579 85	30,669 90
Bank America Corp 5 25% 5/15/14	Cost	10,269 13	10,461 50
Dow Chemical Company 7 6% 5/15/14	Cost	26,036 89	26,202 72
GE Capital Financial 1 45% 5/20/14	Cost	15,111 66	15,142 05
Sallie Mae Bank 3 6% 5/20/14	Cost	25,920 23	25,974 75
Sallie Mae Bank 3 6% 5/28/14	Cost	10,392 24	10,394 90
Heritage Bank 3 4% 6/2/14	Cost	25,491 42	25,924 50
Hewlett Packard Company 4 75% 6/2/14	Cost	41,792 93	41,696 00
GE Capital Retail Bank 1 3% 6/9/14	Cost	15,086 02	15,111 60
General Electric Capital 5 6% 6/9/14	Cost	26,358 89	26,713 00
FSGBank 3 0% 6/11/14	Cost	81,302 46	82,538 40



The Melvin and Bren Simon Charitable Foundation Number One  
 EIN 35-2049367  
 Form 990-PF, Part II, Line 10c  
 Corporate Bonds - Schedule of Holdings  
 12/31/2012

	Valuation Method	Book Value 12/31/2012	Fair Market Value 12/31/2012
<u>Corporate Bonds</u>			
Discover Bank 3 3% 6/24/14	Cost	7,168 09	7,257 95
Standard Federal Bank 5 0% 6/30/14	Cost	36,540 85	37,166 85
Sovereign Bank 85% 7/7/14	Cost	44,982 50	45,103 95
Ally Bank 2 15% 7/9/14	Cost	20,242 56	20,436 60
Bar Harbor B&T 3 25% 7/10/14	Cost	20,381 30	20,757 20
Genl Electric Cap Corp 5 0% 7/15/14	Cost	52,343 32	52,121 50
Katahdin Trust Company 3 05% 7/24/14	Cost	10,254 20	10,378 40
National Republic Bank 2 8% 7/29/14	Cost	10,307 84	10,333 40
Ally Bank 2 1% 8/13/14	Cost	10,188 20	10,212 90
Duke Realty Ltd Partnership 5 4% 8/15/14	Cost	30,983 74	31,864 20
Barclays Bank 3 15% 8/19/14	Cost	71,397 10	72,695 00
Midfirst Bank FSB 4 25% 8/25/14	Cost	25,986 14	26,379 25
Barclays Bank 3 15% 8/26/14	Cost	51,558 45	51,866 00
Sovereign Bank 80% 9/5/14	Cost	75,000 00	75,109 50
Genl Electric Cap Corp 4 75% 9/15/14	Cost	78,147 62	80,069 25
JPMorgan Chase & Co 5 125% 9/15/14	Cost	103,186 37	105,290 46
Safra National Bk of NY 70% 9/15/14	Cost	45,000 00	45,058 50
Citibank NA 3 0% 9/16/14	Cost	16,461 78	16,568 16
Barclays Bank 3 15% 9/23/14	Cost	25,725 94	25,958 25
Discover Bank 1 45% 9/29/14	Cost	40,000 00	40,392 00
USAA Federal Svgs Bank 3 15% 9/30/14	Cost	41,032 83	41,544 80
Goldman Sachs Group 5 0% 10/1/14	Cost	31,083 66	31,955 70
Southwest Airlines 5 25% 10/1/14	Cost	228,942 36	234,143 80
Cit Bank 1 5% 10/14/14	Cost	40,000 00	40,411 20
Sovereign Bank 75% 10/17/14	Cost	30,000 00	30,017 40
Sovereign Bank 75% 10/24/14	Cost	20,000 00	20,012 40
Republic Bank 3 0% 10/27/14	Cost	25,535 42	25,930 75
GE Money Bank 1 55% 11/4/14	Cost	11,119 53	11,121 99
BMW Bk of North America 3 2% 11/6/14	Cost	36,377 96	36,435 35
GE Capital Finl Inc 3 0% 11/6/14	Cost	40,846 68	41,495 20
Ally Bank 1 75% 11/12/14	Cost	23,104 82	23,445 05
General Electric Capital Corp 3 75% 11/14/14	Cost	41,349 50	42,178 40
Wells Fargo 5 0% 11/15/14	Cost	51,881 68	53,639 50
Amer Exp Centurion Bank 1 55% 11/24/14	Cost	31,298 76	31,341 00
M&I Bank FSB 5 0% 12/1/14	Cost	21,049 75	21,517 00
Amer Exp Centurion Bank 3 0% 12/16/14	Cost	77,530 52	77,909 25
Business Bk of St Louis 2 05% 12/22/14	Cost	14,981 25	15,478 80

The Melvin and Bren Simon Charitable Foundation Number One

EIN 35-2049367

Form 990-PF, Part II, Line 10c

Corporate Bonds - Schedule of Holdings

12/31/2012

	Valuation Method	Book Value 12/31/2012	Fair Market Value 12/31/2012
<u>Corporate Bonds</u>			
Discover Bank 4 55% 1/2/15	Cost	21,329 37	21,395 20
Midfirst Bank 3 0% 1/6/15	Cost	10,427 99	10,401 30
Citibank NA 2 95% 1/13/15	Cost	26,587 87	27,008 28
First Natl Bk Sioux Falls 3 0% 1/15/15	Cost	9,403 32	9,366 75
Goldman Sachs Group 5 125% 1/15/15	Cost	13,467 81	13,965 64
Capital One NA 4 85% 1/16/15	Cost	42,934 20	43,080 40
Natl Rep Bank of Chicago 2 9% 1/21/15	Cost	25,878 74	25,994 50
Capital One Bank 4 75% 1/23/15	Cost	26,792 25	26,889 50
Ally Bank 1 75% 2/4/15	Cost	30,415 83	30,601 50
Midfirst Bank 3 0% 2/5/15	Cost	20,878 37	20,812 00
Uinta Bank 3 55% 2/6/15	Cost	35,790 83	36,821 75
M & I Bank FSB 4 0% 2/9/15	Cost	22,742 58	23,351 68
Southwest Bk St Louis 4 0% 2/9/15	Cost	37,151 11	37,150 40
Republic Bank 3 5% 2/11/15	Cost	25,750 20	26,281 50
First American Bank 2 7% 2/12/15	Cost	22,686 79	22,818 62
Southwest Bk St Louis 4 1% 2/13/15	Cost	26,051 34	26,597 25
Centurytel Inc 5 0% 2/15/15	Cost	68,536 45	69,088 50
Goldman Sachs 1 05% 3/2/15	Cost	15,000 00	15,000 00
Republic Bank 3 55% 3/5/15	Cost	63,134 79	63,213 00
Hewlett Packard Company 2 35% 3/15/15	Cost	20,283 85	20,089 00
Republic Bank 3 65% 3/18/15	Cost	10,565 54	10,574 80
First Business Bank 2 5% 3/19/15	Cost	16,561 97	16,652 16
Capital One Bank 4 4% 3/27/15	Cost	64,060 44	64,379 40
Community First Bank 3 4% 3/27/15	Cost	10,267 35	10,513 10
Bank of America Corp 4 5% 4/1/15	Cost	32,388 87	34,109 76
First State Bank 3 3% 4/2/15	Cost	10,540 32	10,543 70
Midfirst Bank 2 7% 4/2/15	Cost	24,859 77	24,942 48
Cenlar FSB 2 65% 4/7/15	Cost	41,387 58	41,583 20
Ally Bank 1 8% 4/13/15	Cost	18,209 83	18,349 38
Lafayette Svgs Bank 2 65% 4/13/15	Cost	22,668 99	22,874 50
Barclays Bank 2 75% 4/14/15	Cost	14,457 64	14,554 12
Republic Bank 2 75% 4/14/15	Cost	30,931 50	31,191 90
Standard Federal Bank 4 8% 4/20/15	Cost	10,804 45	10,836 80
Gold Coast Bank 2 75% 4/21/15	Cost	50,026 51	50,956 57
Capital One 4 45% 4/23/15	Cost	16,074 96	16,282 95
First Fed S&L Bucks Ctny 2 35% 4/23/15	Cost	15,100 66	15,558 75
Wainwright B & T 2 75% 4/23/15	Cost	8,216 96	8,323 60

The Melvin and Bren Simon Charitable Foundation Number One  
 EIN 35-2049367  
 Form 990-PF, Part II, Line 10c  
 Corporate Bonds - Schedule of Holdings  
 12/31/2012

	Valuation Method	Book Value 12/31/2012	Fair Market Value 12/31/2012
<u>Corporate Bonds</u>			
Cit Bank 2 75% 4/28/15	Cost	36,843 62	37,430 64
Bank One 4 9% 4/30/15	Cost	78,611 26	80,927 25
JPMorgan Chase & Company 5 25% 5/1/15	Cost	52,492 35	54,391 50
Discover Bank 3 65% 5/6/15	Cost	44,361 83	44,457 84
Bankers Trust 2 75% 5/12/15	Cost	31,268 34	31,210 80
Enerbank USA 2 65% 5/20/15	Cost	10,183 05	10,407 90
Discover Bank 1 8% 5/26/15	Cost	45,624 45	45,891 00
Capital One Bank 4 6% 5/28/15	Cost	43,200 29	43,278 40
Paragon Commercial Bank 2 35% 5/28/15	Cost	50,659 00	51,574 00
Genl Electric CAP Corp 5 4% 6/15/15	Cost	10,873 42	10,924 20
Commerce State Bank 2 25% 6/16/15	Cost	20,558 86	20,784 00
Ally Bank 2 5% 6/18/15	Cost	26,000 00	27,007 50
GE Money Bank 2 45% 6/22/15	Cost	20,201 86	20,824 80
Midland States Bank 2 45% 6/22/15	Cost	18,500 92	18,728 64
Commercest Bank 3 35% 6/26/15	Cost	10,500 19	10,576 00
Enerbank USA 2 45% 6/29/15	Cost	30,000 00	31,257 30
Goldman Sachs Bank 1 15% 6/29/15	Cost	50,000 00	50,076 50
Carolina Premier Bank 2 2% 6/30/15	Cost	30,309 08	31,262 10
First Bank Highland Park 2 3% 6/30/15	Cost	25,731 11	25,978 50
Cit Bank 2 45% 7/7/15	Cost	15,520 59	15,574 35
Discover Bank 3 25% 7/15/15	Cost	15,731 04	15,846 15
Ally Bank 2 45% 7/23/15	Cost	50,000 00	51,936 00
American Federal Bank 2 2% 7/27/15	Cost	50,000 00	51,951 50
ESSA B & T 1 7% 7/28/15	Cost	20,306 44	20,453 40
Queensborough Natl Bk & Tr 2 3% 7/30/15	Cost	50,000 00	51,953 00
Amer Expr Centurion Bank 1 1% 8/3/15	Cost	49,980 43	50,041 50
Genl Electric CAP Corp 5 5% 8/15/15	Cost	10,935 08	10,952 20
Sallie Mae Bank 1 1% 8/24/15	Cost	28,000 00	28,022 40
Sallie Mae Bank 1 1% 8/31/15	Cost	50,000 00	50,087 50
Hewlett Packard Company 2 125% 9/13/15	Cost	40,173 33	39,972 40
Safra National Bk of NY 80% 9/28/15	Cost	15,957 48	16,005 12
GE Money Bank 2 0% 10/8/15	Cost	10,193 43	10,256 50
Ally Bank 1 95% 10/22/15	Cost	15,224 94	15,366 15
GE Money Bank 2 0% 10/22/15	Cost	35,798 82	36,128 05
Ally Bank 1 95% 11/5/15	Cost	19,000 00	19,465 50
Amer Expr Centurion Bank 1 7% 11/10/15	Cost	18,217 79	18,341 46
Cit Bank 1 65% 11/16/15	Cost	68,841 11	69,583 04

The Melvin and Bren Simon Charitable Foundation Number One  
 EIN 35-2049367  
 Form 990-PF, Part II, Line 10c  
 Corporate Bonds - Schedule of Holdings  
 12/31/2012

	Valuation Method	Book Value 12/31/2012	Fair Market Value 12/31/2012
<u>Corporate Bonds</u>			
GE Capital Retail Bank 1 75% 12/2/15	Cost	57,615 97	58,051 65
GE Capital Financial Inc 1 75% 12/9/15	Cost	111,024 56	111,615 90
BMW Bk of North America 2 0% 12/10/15	Cost	15,325 83	15,419 70
GE Money Bank 5 0% 12/11/15	Cost	32,250 63	33,011 70
Thomasville Natl Bank 2 0% 12/11/15	Cost	27,809 71	27,671 22
BB&T Corp 5 2% 12/23/15	Cost	53,417 01	55,743 00
GE Capital Financial Inc 2 0% 12/23/15	Cost	30,724 06	30,657 30
Republic Bank 3 05% 12/23/15	Cost	26,293 73	26,457 00
GE Capital Financial Inc 1 75% 12/29/15	Cost	10,140 71	10,146 40
Goldman Sachs Bank 4 25% 12/31/15	Cost	26,410 06	27,309 75
World Financial CAP Bank 2 1% 1/12/16	Cost	41,106 68	40,997 60
BMW Bk of North America 2 1% 1/28/16	Cost	20,514 60	20,500 60
Cit Bank 1 65% 2/17/16	Cost	25,373 09	25,563 25
Flushing Savings Bank 3 0% 2/26/16	Cost	47,528 22	47,725 65
Discover Bank 2 1% 3/30/16	Cost	51,215 48	51,586 00
Genoa Banking Company 2 75% 5/20/16	Cost	75,090 77	78,482 92
Hewlett Packard Company 2 65% 6/1/16	Cost	30,569 60	29,935 50
GE Money Bank 2 75% 7/5/16	Cost	26,108 15	26,322 00
Sallie Mae Bank 1 25% 8/15/16	Cost	49,855 00	50,151 00
Goldman Sachs Bank 1 85% 8/24/16	Cost	40,552 24	40,852 00
MB Financial Bank 2 0% 9/9/16	Cost	70,747 38	72,341 67
Goldman Sachs Bank 1 85% 9/21/16	Cost	25,335 78	25,730 25
Cit Bank 2 15% 9/28/16	Cost	20,470 78	20,580 60
Goldman Sachs Bank 2 0% 10/5/16	Cost	15,332 15	15,381 60
GE Capital Retail Bank 2 0% 10/14/16	Cost	30,653 69	30,863 40
Cole Taylor Bank 2 0% 12/9/16	Cost	58,322 95	58,905 51
Southwest Airlines 5 75% 12/15/16	Cost	33,802 50	33,927 60
Amer Expr Centurion Bank 2 05% 12/22/16	Cost	51,015 69	51,258 00
Barclays Bank 2 0% 12/28/16	Cost	20,437 15	20,503 20
Everbank 3 0% 6/1/17	Cost	13,883 19	13,996 06
Sallie Mae Bank 1 75% 8/15/17	Cost	50,140 36	50,473 50
Centurytel Inc 6 15% 9/15/19	Cost	10,319 88	10,977 20
Prime Bank 2 7% 10/15/20	Cost	49,317 50	50,033 50
Total Account # 4047-9606		9,296,938 80	9,406,298 67

The Melvin and Bren Simon Charitable Foundation Number One

EIN 35-2049367

Form 990-PF, Part II, Line 10b

Stocks- Schedule of Holdings

12/31/12

	Valuation Method	Cost Basis 12/31/12	Fair Market Value 12/31/12
<u>CORPORATE STOCKS</u>			
Lifepoint Inc	Cost	93,300 00	2 00
Total Account # 4047-9606		93,300 00	2 00
AT&T	Cost	21,180 95	23,597 00
Anheuser Busch	Cost	28,047 39	43,705 00
Bristol Myers Squibb	Cost	31,496 97	37,478 50
CSX Corp	Cost	21,601 42	19,236 75
Centurylink	Cost	39,623 68	39,120 00
Chevron Corp	Cost	20,373 76	21,628 00
Cisco Systems	Cost	19,776 00	23,579 28
Coca-Cola Company	Cost	29,780 69	32,625 00
Diageo PLC	Cost	28,253 93	40,803 00
Goldcorp Inc	Cost	16,315 96	15,597 50
Imperial Tobacco Grp	Cost	21,420 00	23,247 00
Intel Corp	Cost	30,742 32	28,868 00
JPMorgan Chase & Company	Cost	11,742 47	15,389 18
Johnson & Johnson	Cost	29,065 50	31,545 00
Kimberly Clark Corp	Cost	21,293 81	27,439 75
Kraft Foods Grp	Cost	10,370 00	13,641 00
Marathon Petroleum Corp	Cost	20,779 46	40,950 00
Mastercard Inc	Cost	20,811 75	36,846 00
Microsoft Corp	Cost	38,832 92	41,400 03
Mondelez International	Cost	19,182 57	22,907 88
Nestle SA Spsnd ADR	Cost	31,226 75	32,585 00
Oil Company Lukoil	Cost	32,537 50	32,062 50
Pfizer Inc	Cost	30,577 45	37,618 95
Proctor & Gamble	Cost	20,688 80	22,743 15
Quanta Services	Cost	53,218 09	70,954 00
Rayonier Inc	Cost	22,428 56	28,506 50
Rogers Communications	Cost	29,827 88	37,554 00
Siliconware Precision Inds Ltd	Cost	30,275 68	25,632 00
Telephone & Data Sys Inc	Cost	42,232 48	33,210 00
Time Warner Inc	Cost	20,217 23	26,306 50
Viacom Inc	Cost	41,077 40	46,147 50

The Melvin and Bren Simon Charitable Foundation Number One

EIN 35-2049367

Form 990-PF, Part II, Line 10b

Stocks - Schedule of Holdings

12/31/12

	Valuation Method	Cost Basis 12/31/12	Fair Market Value 12/31/12
Vodafone Group PLC New	Cost	39,137 76	37,785 00
Market Vectors Junior Gold Mines ETF	Cost	19,915 00	13,853 00
Central Fund of Canada	Cost	22,651 94	25,236 00
Total Account # 8918-8077		916,704 07	1,049,797 97
FPA Crescent Instl	Cost	1,038,029 26	1,079,723 36
Total Account # 2032-0352		1,038,029 26	1,079,723 36
Market Vectors Gold Miners ETF	Cost	92,609 94	106,697 00
SPDR Gold Trust Gold Shares	Cost	256,836 35	453,657 12
Central Fund of Canada	Cost	51,731 37	56,781 00
Total Account # 7025-4407		401,177 66	617,135 12
Total All Stocks & Mutual Funds		2,449,210 99	2,746,658 45

The Melvin and Bren Simon Charitable Foundation Number One

EIN 35-2049367

Form 990-PF, Part II, Line 15

Alternative Investments

12/31/12


	Valuation Method	Book Value 12/31/2012	Fair Market Value 12/31/2012
<u>ALTERNATIVE INVESTMENTS</u>			
Dialectic Offshore Ltd	Cost	500,000 00	503,636 59
Galtire Intl Fund Ltd	Cost	832,300 00	1,060,474 73
Glenrock Global Partners BVI	Cost	1,378,456 00	1,320,114 53
Hawkeye Capital Ser Trust Offshore	Cost	1,094,720 00	1,262,885 96
IVA Global Fund Cayman US Invs Ser	Cost	1,000,000 00	1,001,965 00
Kingstown Partners Offshore Ltd	Cost	1,000,000 00	1,086,425 80
Mayo Capital Partners Offshore Fd Ltd	Cost	1,500,000 00	1,471,183 70
Passport Offshore Ltd	Cost	389,322 00	757,337 03
Seamans Global Bond Fund	Cost	564,967 00	571,836 10
Portfolio Advisors Offshore Private Eqty Fd III	Cost	568,401 00	632,301 00
KC Partners Investment Fund	Cost	1,419,044 00	1,407,517 90
Aldarra Fund		-	80,544 70
Total Account # 6876-5043		<u>10,247,210 00</u>	<u>11,156,223 04</u>

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Roaring Fork Valley Early Learning PO Box 2533 Glenwood Springs, CO 81602	None	Exempt	Grant for language and literacy tools	50,000
Aspen Community Foundation 110 E Hallam St Ste 126 Aspen, CO 81611	None	Exempt	After school programs	25,000
Lucky Day Animal Rescue PO Box 8856 Aspen, CO 81612	None	Exempt	General support	1,000
Wilderness Workshop PO Box 1442 Carbondale, CO 81623	None	Exempt	White River National Forest & the Roaming Fork Watershed conservation	1,000
National Democratic Institute 455 Massachusetts Avenue NW Washington, DC 20001	None	Exempt	Support for Daw Aung San Suu Kyi dinner	75,000
Baptist Health Foundation 11900 Colonel Glenn Rd Ste 200 Little Rock, AR 72210	None	Exempt	General support for hospice	10,000
Mountain Rescue Aspen 630 West Main Street Aspen, CO 81611	None	Exempt	General support	6,000
The Aspen Institute One Dupont Circle NW Suite 700 Washington, DC 20006	None	Exempt	Summer benefit donation	22,500
The Aspen Institute One Dupont Circle NW Suite 700 Washington, DC 20036	None	Exempt	Support for the Gold Leaf Society	50,000
Woodrow Wilson International Center 1300 Pennsylvania Ave NW Washington, DC 20004	None	Exempt	Awards dinner support	25,000
Southern Poverty Law Center 400 Washington Avenue Montgomery, AL 36104	None	Exempt	General support	1,000
Indianapolis Museum of Art 4000 Michigan Road Indianapolis, IN 46208	None	Exempt	The Virginia B Fairbanks Art & Nature Park	25,000
Carmel Fire Department Two Civic Square Carmel, IN 46032	None	Exempt	2012 Carmel Fire Department awards ceremony	1,000
The Climate Reality Project 901 E Street NW Suite 610 Washington, DC 20004	None	Exempt	General support	250,000
Riley's Children's Foundation 30 S Meridian St 200 Indianapolis, IN 46204	None	Exempt	Riley Hospital for Children Simon Family Tower	500,000



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Indianapolis Museum of Art 4000 Michigan Road Indianapolis, IN 46208	None	Exempt	CEO/Director chair endowment	500,000
Indiana Plan 3530 S Rural Street Indianapolis, IN 46237	None	Exempt	13th Summer Camp support	5,000
Endowment of the US Institute of Pe 2301 Constitution Ave NW Washington, DC 20037	None	Exempt	Endowment in honor of Madeleine Albright	333,333
Children's Bureau Inc 1575 Dr Martin Luther King Jr St Indianapolis, IN 46202	None	Exempt	Capital campaign	50,000
US Department of State 2201 C Street NW Washington, DC 20520	None	Exempt	Capital campaign for diplomatic reception rooms	200,000
Juvenile Diabetes Research Foundati 8440 Woodfield Crossing Blvd 201 Indianapolis, IN 46240	None	Exempt	Annual grant to the Indiana Chapter	5,000
Etz Chaim Sephardic Congregation 6939 Hoover Rd Indianapolis, IN 46260	None	Exempt	Final payment of annual pledge	50,000
William J Clinton Foundation 610 President Clinton Avenue Little Rock, AR 72201	None	Exempt	Contribution to General Fund	100,000
National Democratic Institute 455 Massachusetts Avenue NW Washington, DC 20001	None	Exempt	Grant in honor of Madeleine K Albright	100,000
Gleaners Food Bank 3737 Waldemere Ave Indianapolis, IN 46241	None	Exempt	Food bank donation	100,000
<b>Total . . . . .</b>  <b>3a</b>				2,485,833

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>b</b> <i>Approved for future payment</i>				
Endowment of the US Institute of Pe 2301 Constitution Ave NW Washington, DC 20037	None	Exempt	Grant in honor of Madeleine K Albright	333,333
US Department of State future2201 C Street NW Washington, DC 20520	None	Exempt	Capital campaign for diplomatic reception rooms	600,000
Riley's Children's Foundation futur30 S Meridian St 200 Indianapolis, IN 46204	None	Exempt	Riley Hospital for Children Simon Family Tower	2,500,000
National Democratic Institute futur455 Massachusetts Avenue NW Washington, DC 20001	None	Exempt	Grant in honor of Madeleine K Albright	300,000
Indianapolis Museum of Art future 4000 Michigan Road Indianapolis, IN 46208	None	Exempt	Virginia B Fairbanks Art & Nature Park	50,000
Indianapolis Museum of Art future 4000 Michigan Road Indianapolis, IN 46208	None	Exempt	CEO/Director chair endowment	2,000,000
Gleaners Food Bank future3737 Waldemere Ave Indianapolis, IN 46241	None	Exempt	Food bank donation	700,000
UCLA Foundation future10920 Wilshire Blvd Suite 900 Los Angeles, CA 90024	None	Exempt	Establish The Melvin and Bren Simon Digestive Diseases Center	5,225,000
<b>Total . . . . .</b>			<b>3b</b>	11,708,333

- 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	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	The Melvin and Bren Simon Charitable Foundation Number One	35-2049367
	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
File by the extended due date for filing your return. See instructions	NEUMAN & ASSOCIATES, LLC	
	575 S CHARLES ST STE 402	
	City, town or post office, state, and ZIP code For a foreign address, see instructions.	
	BALTIMORE, MD 21201-2484	

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 (section 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 care of **Neuman & Associates, LLC**  
Telephone No. **(410) 659-6200** FAX No. **(410) 659-6201**
- 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**, 20 **13**.
- 5 For calendar year **2012**, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.
- 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 . Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax 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>	\$ 12,000.
<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>	\$ 6,000.
<b>c 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>	\$ 6,000.

**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 **BAA** Title **CPA** Date \_\_\_\_\_