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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 WILLIAM & HOPE G SIMPSON FOUNDATION		A Employer identification number 36-6071622	
Number and street (or P O box number if mail is not delivered to street address) 30 N LA SALLE ST		B Telephone number (see instructions) (312) 726-3110	
City or town, state, and ZIP code CHICAGO, IL 60602		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,024,919		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ 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)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	103,121	103,121		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	73,091			
	b Gross sales price for all assets on line 6a _____ 186,149				
	7 Capital gain net income (from Part IV , line 2)				
	8 Net short-term capital gain				
	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)	-22	-22		
	12 Total. Add lines 1 through 11	176,190	103,099		
	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)	10,785	10,785		
	c Other professional fees (attach schedule)				
	17 Interest	2	2		
	18 Taxes (attach schedule) (see instructions)	2,716	2,116		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,752	4,752		
	24 Total operating and administrative expenses. Add lines 13 through 23	18,255	17,655		0
	25 Contributions, gifts, grants paid	269,500			269,500
	26 Total expenses and disbursements. Add lines 24 and 25	287,755	17,655		269,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-111,565			
	b Net investment income (if negative, enter -0-)		85,444		
	c Adjusted net income (if negative, enter -0-)				

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	10,880	84,627	84,627
	2	Savings and temporary cash investments	358,705	34,705	34,705
	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)	941,768	868,199	1,081,186
	b	Investments—corporate stock (attach schedule)	1,251,836	1,497,920	2,389,698
	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)	342,108	308,015	434,703
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,905,297	2,793,466	4,024,919	
Liabilities	17	Accounts payable and accrued expenses	628		
	18	Grants payable	218,500	105,000	
	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)	219,128	105,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	2,686,169	2,688,466	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	2,686,169	2,688,466	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,905,297	2,793,466	

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)	12,686,169
2	Enter amount from Part I, line 27a	-111,565
3	Other increases not included in line 2 (itemize) ▶ _____	119,009
4	Add lines 1, 2, and 3	2,693,613
5	Decreases not included in line 2 (itemize) ▶ _____	5,147
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	2,688,466

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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (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 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	122,000	3,955,080	0 03085
2010	182,681	3,803,779	0 04803
2009	179,613	3,508,863	0 05119
2008	193,332	4,242,209	0 04557
2007	235,100	4,747,135	0 04953
2	Total of line 1, column (d).		2 0 22516
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 04503
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 3,908,236
5	Multiply line 4 by line 3.		5 175,996
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 854
7	Add lines 5 and 6.		7 176,850
8	Enter qualifying distributions from Part XII, line 4.		8 269,500
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			

Part 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 ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	854
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	854
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	854
6		Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,668		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	650		
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	2,318
8		Enter any penalty for underpayment of estimated tax Check here ☐ 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	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,464
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 1,464 Refunded		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 \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	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		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		No
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		No
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)			
	IL			
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 ▶SIMPSON ESTATES INC Telephone no ▶(312) 726-3110 Located at ▶30 N LA SALLE ST CHICAGO IL ZIP +4 ▶606023344			
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		
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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any 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?. ☐ Yes ☒ 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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

b

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

5b

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?

YesNo

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?

YesNo

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?

YesNo

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
See Additional Data Table				

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.

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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	3,773,336
b	Average of monthly cash balances.	1b	194,416
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,967,752
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	3,967,752
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	59,516
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,908,236
6	Minimum investment return. Enter 5% of line 5.	6	195,412

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	195,412
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	854
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	854
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	194,558
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	194,558
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	194,558

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	269,500
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	269,500
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	854
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	268,646
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				194,558
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			77,693	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 269,500				
a Applied to 2011, but not more than line 2a			77,693	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				191,807
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).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 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.				2,751
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). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

Part XV

Supplementary Information (continued)

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)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	269,500
b <i>Approved for future payment</i> BOYS CLUB OF NEW YORK 287 EAST 10TH STREET NEW YORK, NY 10009	NONE		21st CENTURY	40,000
UNION LEAGUE BOYS AND GIRLS CLUBS 65 WEST JACKSON BLVD CHICAGO, IL 60602	NONE		WILLIAM J MCDERMOTT SCHOLARSHIP FUND	15,000
Total			3b	55,000

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	103,121	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	22	
8 Gain or (loss) from sales of assets other than inventory			18	73,091	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).				176,190	
13 Total. Add line 12, columns (b), (d), and (e).					176,190

[illegible]

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

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P01257947
	David A Lihosit	David A Lihosit			
	Firm's name ☐	Simpson Estates Inc		Firm's EIN ☐	
		30 North Lasalle Ste 1232			
	Firm's address ☐	Chicago, IL 606023344		Phone no (312) 726-3110	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PATRICK J HERBERT III	Director 0 00	0		
30 N LA SALLE ST CHICAGO,IL 606023344				
HOPE G SIMPSON	Director 0 00	0		
30 N LA SALLE ST CHICAGO,IL 606023344				
JAMES F CURTIS III	Director 0 00	0		
30 N LA SALLE ST CHICAGO,IL 606023344				
SHEILA C ISSENBERG	Director 0 00	0		
30 N LA SALLE ST CHICAGO,IL 606023344				
HOWARD B SIMPSON	Director 0 00	0		
30 N LA SALLE ST CHICAGO,IL 606023344				
MAXWELL F YOUNGQUIST	Treasurer 0 00	0		
30 N LA SALLE ST CHICAGO,IL 606023344				
DEBRA M COY	Secretary 0 00	0		
30 N LA SALLE ST CHICAGO,IL 606023344				
JONATHAN B MELLIN	President 0 00	0		
30 N LA SALLE ST CHICAGO,IL 606023344				

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)				
a <i>Paid during the year</i>				
UNION LEAGUE BOYS AND GIRLS CLUBS 65 WEST JACKSON BLVD CHICAGO,IL 60604	NONE		UNRESTRICTED	5,000
WATOTOWORLD 73 MILVALE ROAD HAVERHILL,MA 01830	NONE		UNRESTRICTED	1,000
NEWYORK UNIVERSITY 25 WEST 4TH STREET 4TH FLOOR NEWYORK,NY 10012	NONE		ROBERT S SALANT MEM SCHOLARSHIP FD - DEPT OF PHYSICAL THERAPY	500
GUARDIANS OF MARTIN COUNTY INC PO BOX 1489 HOBE SOUND,FL 33475	NONE		UNRESTRICTED	1,000
LYFORD CAY FOUNDATION 521 FIFTH AVENUE 10TH FLR NEWYORK,NY 10175	NONE		UNRESTRICTED	1,000
LENOX HILL HOSPITAL 100 EAST 77TH STREET NEWYORK,NY 10075	NONE		MANHATTAN EYE, EAR & THROAT HOSPITALANNUAL FUND	1,000
BOYS AND GIRLS CLUBS OF MARTIN COUN 11500 SE LARES AVE PO BOX 910 HOBE SOUND,FL 33475	NONE		UNRESTRICTED	1,000
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD SUITE 300 JACKSONVILLE,FL 32256			UNRESTRICTED	5,000
INTREPID MUSEUM FOUNDATION 12TH AVENUE 46TH STREET NEWYORK,NY 10036	NONE		UNRESTRICTED	8,750
SALESIAN MISSIONS 2 LEFEVRE LANE NEW ROCHELLE,NY 10801	NONE		OUR LADY OF REFUGE IN CHENNAI INDIA	1,000
BOYS AND GIRLS CLUBS OF NY 287 EAST 10th STREET NEWYORK,NY 10009	NONE		UNRESTRICTED	10,000
NORTH SHORE LAND ALLIANCE INC 151 POST ROAD OLD WESTBURY,NY 11568	NONE		UNRESTRICTED	1,000
SEMPER FI FUND 825 COLLEGE BOULEVARD STE 102 OCEANSIDE,CA 92057	NONE		UNRESTRICTED	5,000
HOBE SOUND COMMUNITY CHEST PO BOX 511 HOBE SOUND,FL 33475	NONE		UNRESTRICTED	1,000
MIDDLESEX SCHOOL 1400 LOWELL ROAD CONCORD,MA 01742	NONE		THE CAMPAIGN OF A CENTURY	100,000

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)				
a <i>Paid during the year</i>				
JUPITER ISLAND MEDICAL CLINIC INC 100 ESTRADA SQUARE HOBE SOUND, FL 33455	NONE		unrestrIcted	2,000
JUPITER MEDICAL CENTER FOUNDATION 1210 S OLD DIXIE HIGHWAY JUPITER, FL 33458	NONE		UNRESTRICTED	2,000
ST HYACINTH ROMAN CATH CHURCH 319 CEDAR SWAMP ROAD GLEN HEAD, NY 11545	NONE		UNRESTRICTED	1,000
MIDDLESEX SCHOOL 1400 LOWELL ROAD CONCORD, MA 01742	NONE		JOHN P CAMPBELL SCHOLARSHIP FUND	1,000
ST FRANCIS HOSPITAL FOUNDATION 100 PORT WASHINGTON BLVD ROSLYN, NY 11576	NONE		UNRESTRICTED	1,000
THE SALVATION ARMY 120 WEST 14TH STREET NEW YORK, NY 10011	NONE		UNRESTRICTED	1,000
NATIONAL SKYDIVING MUSEUM 5401 SOUTHPOINT CENTRE BLVD FREDERICKSBURG, VA 22407	NONE		UNRESTRICTED	10,000
OLD WESTBURY GARDENS PO BOX 430 OLD WESTBURY, NY 11568	NONE		UNRESTRICTED	1,000
CATHOLIC CHARITIES USA PO BOX 17066 BALTIMORE, MD 21297	NONE		UNRESTRICTED	750
FREEDOM INSTITUTE 515 MADISON AVENUE NEW YORK, NY 10022	NONE		UNRESTRICTED	1,000
CHICAGO ZOOLOGICAL SOCIETY 3300 S GOLF ROAD BROOKFIELD, IL 60513	NONE		BISON CIRCLE	1,500
MEMORIAL SLOAN-KETTERING CANCER CEN 1275 YORK AVENUE NEW YORK, NY 10065	NONE		ANNUAL APPEAL	5,000
HOSPITAL FOR SPECIAL SURGERY 535 E 70TH STREET NEW YORK, NY 10021	NONE		UNRESTRICTED	5,000
boys club of new york 287 EAST 10TH STREET NEW YORK, NY 10009	NONE		FUND FOR THE 21ST CENTURY	40,000
BOYS CLUB OF NEW YORK 287 EAST 10TH STREET NEW YORK, NY 10009	NONE		BAND IN CONCERT	5,000

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)				
a <i>Paid during the year</i>				
FAY SCHOOL 48 MAIN ST PO BOX 9106 SOUTHBOROUGH,MA 01772	NONE		UNRESTRICTED	50,000
Total  3a				269,500

TY 2012 Accounting Fees Schedule**Name:** WILLIAM & HOPE G SIMPSON FOUNDATION**EIN:** 36-6071622**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & MANAGEMENT FEES	10,785	10,785	0	0

TY 2012 Other Decreases Schedule**Name:** WILLIAM & HOPE G SIMPSON FOUNDATION**EIN:** 36-6071622**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Amount
PARTNERSHIP INCOME ADJUST	4
FLAG PRIVATE EQUITY	5,143

TY 2012 Other Expenses Schedule**Name:** WILLIAM & HOPE G SIMPSON FOUNDATION**EIN:** 36-6071622**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCT- SGF	4	4		
PORTFOLIO DEDUCT - SIMGLO	4,157	4,157		
PORTFOLIO DEDUCT - FLAG VENT PTRS II	30	30		
PORTFOLIO DEDUCT - FLAG PRIV EQUITY	456	456		
PORTFOLIO DEDUCT - FG AFII	7	7		
INVESTMENT FEES	73	73		
FILING FEES	25	25		

TY 2012 Other Income Schedule**Name:** WILLIAM & HOPE G SIMPSON FOUNDATION**EIN:** 36-6071622**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	- 22	- 22	

TY 2012 Other Increases Schedule

Name: WILLIAM & HOPE G SIMPSON FOUNDATION

EIN: 36-6071622

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
FLAG VENTURE PARTNERS II	166
FG-AFII	1,295
DECREASE IN PLEDGES PAYABLE	113,500

TY 2012 Taxes Schedule**Name:** WILLIAM & HOPE G SIMPSON FOUNDATION**EIN:** 36-6071622**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAXES	5	5		
FOREIGN INCOME TAXES	2,111	2,111		
FEDERAL EXCISE TAXES	600			

PERSON WM & HOPE SIMPSON FND
ACCOUNT P

SPECIFIC
INVESTMENT REPORT

HOLDINGS AS OF 10/30/13
PRICES AS OF 12/31/12

PAGE 1

SECURITY	QUAN	AVG COST	TOTAL COST	UNIT VALUE	TOTAL VALUE	UNIT DIV	TOTAL DIV
APPLE INC (AAPL)	140 00	94 31	13,203 61	532 173	74,504 21	10 60	1,484 00
ALEXION PHARMA (ALXN)	360 00	37 44	13,478 71	93 740	33,746 40	0 00	0 00
AMER SUPERCONDUCTOR (AMSC)	1,410 00	10 87	15,320 12	2 620	3,694 20	0 00	0 00
AMER WATER WORKS CO (AWK)	1,090 00	34 14	37,212 16	37 130	40,471 70	0 92	1,002 80
BOMBARDIER CL B (BOMB)	11,545 00	2 15	24,822 45	3 810	43,986 45	0 10	1,154 50
BERKSHIRE HATH CL B (BRKB)	750 00	9 63	7,222 09	89 700	67,275 00	0 00	0 00
BORG WARNER A (BWA)	560 00	32 67	18,295 72	71 620	40,107 20	0 00	0 00
A M CASTLE & CO (R) (CAS)	17,508 00	4 82	84,406 24	14 770	258,593 16	0 00	0 00
WALT DISNEY CO (DIS)	890 00	42 29	37,639 88	49 790	44,313 10	0 60	534 00
DEVON ENERGY (DVN)	917 00	23 26	21,333 27	52 040	47,720 68	0 80	733 60
ENSTAR GROUP (ESGR)	230 00	85 30	19,618 28	111 980	25,755 40	0 00	0 00
FANUC CORPORATION (FANUF)	380 00	82 82	31,472 50	184 120	69,465 60	2 60	988 00
GOOGLE INC (GOOG)	63 00	595 50	37,516 46	707 380	44,564 94	0 00	0 00
ICICI BANK (IBN)	990 00	38 16	37,778 60	43 610	43,173 90	0 62	613 80
INTEL CORP (INTC)	1,880 00	21 24	39,930 23	20 620	38,765 60	0 90	1,692 00
ILLINOIS TOOL WORKS (ITW)	1,000 00	28 39	28,387 49	60 810	60,810 00	1 52	1,520 00
ST JOE CORP (JOE)	1,480 00	33 80	50,025 52	23 080	34,158 40	0 00	0 00
LEUCADIA NATIONAL (LUC)	1,540 00	21 63	33,306 19	23 790	36,636 60	0 25	385 00
MATTHEWS PAC TIGER (MATPX)	4,054 42	14 38	58,283 60	24 420	99,008 96	0 20	810 88
MCDONALD S CORP (MCD)	460 00	81 45	37,467 18	88 210	40,576 60	3 08	1,416 80
MONSANTO CO (MON)	500 00	72 74	36,369 62	94 650	47,325 00	1 50	750 00
MICROSOFT CORP (MSFT)	1,470 00	35 95	52,850 03	26 710	39,263 26	0 92	1,352 40
NIDLC CORP (NIDN)	390 00	89 51	34,909 02	58 060	22,643 40	1 12	436 80
NATIONAL OILWELL V (NOV)	520 00	27 07	14,078 37	68 350	35,542 00	0 48	249 60
NORFOLK SOUTHERN CO (NSC)	630 00	57 30	36,102 12	61 840	38,559 20	2 00	1,260 00
NORTHERN TRUST CO (NTRS)	1,060 00	39 94	42,335 59	50 160	53,169 60	1 20	1,272 00
NOVO NORDISK ADR (NVO)	470 00	26 17	12,298 43	163 210	76,708 70	1 83	860 10
NOVARTIS AG (NVS)	540 00	56 26	30,380 18	63 300	34,182 00	2 48	1,339 20
PLUM CREEK TIMBER (PCL)	1,695 00	27 28	46,239 18	44 370	75,107 15	1 66	2,847 60
PROCTER & GAMBLE (PG)	800 00	5 46	4,367 11	67 890	54,312 00	2 25	1,800 00
REGENERON PHARMA (REGN)	260 00	55 09	14,323 35	171 070	44,478 20	0 00	0 00
ROCHE HLD ADR (RHHBY)	830 00	45 42	37,698 60	50 500	41 915 00	1 84	1,527 20
ROCKWELL AUTOMATION (ROK)	540 00	69 37	37,458 18	83 990	45,354 60	1 88	1,015 20
ROLLS ROYCE GROUP (RYCEY)	1,300 00	27 04	35,148 48	71 790	93,327 00	1 20	1,560 00
SCHLUMBERGER, LTD (SLB)	752 00	27 25	20,488 24	69 299	52,112 55	1 10	827 20
SENMOMY INC (SNOM)	2,885 00	10 54	30,401 98	1 680	4,846 80	0 00	0 00
MOLSON COORS (TAP)	875 00	44 61	39,035 18	42 790	37,441 25	1 28	1,120 00
UNITED TECHNOLOGIES (UTX)	510 00	75 29	38,399 42	82 010	41,825 10	2 14	1,091 40
VALEANT PHARMA (VRX)	820 00	45 47	37,287 25	59 770	49,011 40	0 00	0 00
WASTE MANAGEMENT INC (WM)	1,340 00	27 97	37,474 36	33 740	45,211 60	1 46	1,956 40
WAL-MART CO (WMT)	900 00	45 79	41,208 60	68 230	61,407 00	1 59	1,431 00
EXXON MOBIL CORP (XOM)	930 00	40 66	37,810 30	86 550	80,491 50	2 28	2,120 40
DENTSPLY INTL INC (XRAY)	1,580 00	22 03	34,802 39	39 610	62,583 80	0 22	347 60
ISHARES HIGH YIELD (HYG 7 0000 FUND)	1,120 00	89 05	99,733 40	93 350	104,552 00		7,318 64
U S TREASURY NOTE (USTN 4 7500 05/15/14)	200 00	100 98	201,951 05	106 170	212,340 00		9,500 00
U S TREASURY NOTE (USTN 4 1250 05/15/15)	50 00	96 37	48,185 50	108 990	54,495 00		2,062 50
U S TREASURY BOND (USTB 7 2500 05/15/16)	130 00	108 77	141,406 25	122 770	159,601 00		9,425 00
U S TREASURY BOND (USTB 7 5000 11/15/16)	50 00	91 69	45,842 75	126 730	63,365 00		3,750 00
U S TREASURY BOND (USTB 8 0000 11/15/21)	150 00	114 54	171,812 50	154 410	231,615 00		12,000 00
U S TREASURY BOND (USTB 6 2500 08/15/23)	150 00	100 88	151,312 50	143 380	215,070 00		9,375 00
U S TREASURY NOTE (USTN 6 0000 02/15/26)	100 00	107 69	107,687 50	144 700	144,700 00		6,000 00
			2,366,118 93		3,470,884 21		96,930 62