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Form **990-PF**

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

Depa	artmy	nt of the Treasury	_		•	Treat	ed as a Priva	te Founda	ation				21	J I	_
Inter	nal Hi	evenue Service			undation may	be able	to use a copy of this			rting red	quiren	nents.	Open to pu	iblic Ins	pection
		ndar year 2012 o	or tax year	r beginning	·			, and e	nding	T					
		of foundation IPSON PS:	D 1311	m						A Emp	loyer	identification	number		
					\3.MT(\)\					ے ا		1 6001 11			
		K/A SIM: and street (or PO b										<u> 168017</u>			
									Room/suite			e number	6050		
		ORINDA I	• •	STE C	:, #JD8	<u> </u>	 -		l		925				
	-	town, state, and Z		: 62						C If exe	mption	application is p	ending, check h	iere	>
		k all that apply:	99	Initial retur	· · · · · · · · · · · · · · · · · · ·		I Initial rature of a 4				!		-61-6		_
u (J1166	k all that apply.		Final return		<u> </u>	Initial return of a f Amended return	ormer public (anarity	ז. די	oreigr	organizations	, cneck nere	,	- L
			<u>~</u>	Address ch	•	<u> </u>				2. F	oreign (organizations me ere and attach co	eting the 85% t	est,	
H (hec	k type of organiza				empt n	Name change rvate foundation			1			•	-	-
Ë	_	ection 4947(a)(1)					xable private found	ation				foundation stat			
 E		arket value of all			J Accounti			Accr		1		tion 507(b)(1)			-
		Part II, col. (c),		ond or year	_	ther (spe		ACCI	uai			idation is in a (on
	\$			5.409.			must be on cash	basis.)		und	51 560	tion 507(b)(1)	(D), CHECK HE	# B	
	art	I Analysis of Re	evenue an	d Expenses) Revenue and		vestment		A Adii	usted net	(d) Disb	ursama	nts
		(The total of amo necessarily equa	unts in colu I the amoun	ımns (b), (c), ar its in column (a	nd (d) may not a).)		enses per books		ome	,,,		ows	for charital	ble purp	00988
	1	Contributions,	gifts, gran	ts, etc., rece	ived		506,789.				N/	'A	(0.22.11.0		//
	2	Check i	-								/				
	3	Interest on saving cash investments	s and tempo	orary			65,648.	6	5,648.				STATEM	ŒN'	r 1
	4	Dividends and i	interest fro	om securitie:	S		574,730.		4,730.				STATEM		
	58	Gross rents													
	l	Net rental income	or (loss)							ľ		DOGE	33.400		
	61	Net gain or (loss) f		assets not on	line 10	7	,164,000.					REUE	IVEU		
<u>Ş</u>	l	Gross sales price assets on line 6a	for all	<u>39,338</u>	1,999.									၂၇၂	
Revenue	7	Capital gain net in	come (from	Part IV, line 2)				7,16	4,000.		88	NOV 2	<u> </u>	Ö	
Œ	8	Net short-term	capital gai	ın							^		-	S	
	9	Income modific												그뜨	-
	108	Gross sales less re and allowances	etums					ļ				<u>UGUE</u>	M. UL	1	
		Less Cost of good						L				·			
	١ (Gross profit or	(loss)												
	11						14,025.		4,025.				STATEM	<u>IEN'</u>	<u>r 3</u>
	12	Total. Add lines				8	<u>,325,192.</u>	7,81	8,403.						
	13	Compensation of	•		s, etc.		0.		0.						0.
	14	Other employee		•											
g	15	Pension plans,	employee	Denetits								_			
38	168	Legal fees	• • •												
8	'	Accounting fees			13.673 A	<u> </u>	70 076		0 000						
Ü	۱. ۲	Other professio	nai tees	\$1	MŢ 4		70,076.		0,076.						<u>0.</u>
20%	17 18	Interest Taxes		СШ	'MT 5		222,243. 10,000.		2,243.						<u>0.</u>
stri	19	Depreciation an	 Id doplotio		MT 3		10,000.		0.	<u> </u>			-		0.
عَ قَ	20	<u>.</u>	ա սերեա			<u> </u>						•			
33	21	Travel, conferen	neae and	 maatinge	•					ļ					
~	22	Printing and pu		_	•										
و و و	1	Other expenses		•	MT 6		417,816.	41	7,816.						0.
V 2 rating	24	•		••	111 0		417,010.	37	7,010.						<u></u>
NOV Opera	• •	expenses. Add					720,135.	71	0,135.						0
≥β	25			-	•	15	$\frac{720,133.}{579,090.}$	/ - / -	<u> </u>				15,57	10 1	<u>0.</u>
	26			-			, ,						<u> </u>	<u> </u>	, , , , ,
#	٦	Add lines 24 an				16	,299,225.	71	0,135.				15,57	g r	190
Z	27			12:	· ·	<u> </u>		- '-	<u> </u>		-		<u> </u>	<u> </u>	<u>, , , , , , , , , , , , , , , , , , , </u>
SCANNED	i	Excess of revenue			rsemente	<7	,974,033.	-							
Š		Net investment	•			<u> </u>			8,268.				 -		
_		Adjusted net in							- , - , - , •		N/	'A			
2235 12-0	01 5-12	LHA For Pap				instruct	ions.						Form 99	0-PF	(2012)

223511 12-05-12

	990-PF (2012) (F/K/A SIMPSON FOUNDATI	68-0168017 Page 2				
Par	t II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		of year			
	Total and the state of the stat	(a) Book Value	(b) Book Value	(c) Fair Market Valu		
	Cash - non-interest-bearing	800,455.	1,686,623	1,686,6	<u>23.</u>	
	2 Savings and temporary cash investments					
;	Accounts receivable -					
	Less: allowance for doubtful accounts		, <u> </u>			
'	Pledges receivable ►					
	Less: allowance for doubtful accounts		 			
	Grants receivable					
- 1	Receivables due from officers, directors, trustees, and other					
1.	disqualified persons			 		
1	Other notes and loans receivable					
	Less: allowance for doubtful accounts					
\$	Inventories for sale or use					
Assets	Prepaid expenses and deferred charges			<u> </u>		
10	a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 7	41,243,602.	32,929,786	. 32,929,7	<u>86.</u>	
1	c Investments - corporate bonds					
1	Investments - land, buildings, and equipment basis					
	Less accumulated depreciation					
- I .	! Investments - mortgage loans		 		_	
13						
14	Land, buildings, and equipment basis					
	Less accumulated depreciation					
18	Other assets (describe ►)			<u> </u>		
i.						
	Total assets (to be completed by all filers)	42,044,057.	34,616,409	34,616,4	<u>09.</u>	
	Accounts payable and accrued expenses		 		~	
10	` _ ' · ' ·			4		
S 19	· · · · · · · · · · · · · · · · · · ·			4		
善 20	.,,,,,,,,,,,,,			4		
Liabilities				4		
_ 27	! Other liabilities (describe ▶)			4		
25	Total liabilities (add lines 17 through 22)	0.	0			
<u> </u>	Foundations that follow SFAS 117, check here			7		
	and complete lines 24 through 26 and lines 30 and 31.					
8 24						
				†		
				┪		
힏	Foundations that do not follow SFAS 117, check here			1		
큔	and complete lines 27 through 31.					
င္က 27		42,044,057.	42,044,057			
2 28 2 28	· · · · · · · · · · · · · · · · · · ·	0.	0	=		
Z 29		0.	<7,427,648	<u>-</u> -1		
Net Assets or Fund Balances		42,044,057.	34,616,409			
~ ``		22/011/03/	34,010,403	4		
31	Total liabilities and net assets/fund balances	42,044,057.	34,616,409			
			3270207203	<u>,, </u>		
Par	LIII Alianysis of Orlanges in Net Assets of Fund Di	uidi 1003				
	al net assets or fund balances at beginning of year - Part II, column (a), line	30			-	
(m	ust agree with end-of-year figure reported on prior year's return)		<u>l</u>	42,044,0		
2 Ent	er amount from Part I, line 27a	• • • •	2			
3 Oth	er increases not included in line 2 (itemize) BOOK/TAX AD	JUSTMENTS	3	546,3	<u>85.</u>	
4 Ad	d lines 1, 2, and 3		4	0.4 0.4 4		
5 De	creases not included in line 2 (Itemize)		5		0.	
3 To	al net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	lumn (b), line 30	. 6			
				Form 990-PF (2012)	

Part IV Capital Gains	and Loss	es for Tax on In	vestmen	t Income					• • • •	
) of property sold (e.g. ommon stock, 200 shs			(b) I	How ac - Purc - Dona	quired hase ation		e acquired day, yr.)	(d) Date sold (mo., day, yr.)
1a										
b SEE ATTACHED	STATE	MENTS								
<u>C</u>		-			-					ļ
<u>d</u>	·······				-					
<u>e</u>	/6) Dans	anation allowed	4-1.0-		! 		l		0	<u> </u>
(e) Gross sales price		eciation allowed allowable)		st or other basis expense of sale					Gain or (los: us (f) minus	
<u>a</u>				,	\dashv			(4) P.	(.,	(8)
b					\dashv					
C								_		
d										
e 39,338,999.			3	2,174,99	9.					7,164,000.
Complete only for assets showing	g gain ın colu	mn (h) and owned by	the foundation	on 12/31/69					(Col. (h) gair	
(i) F.M.V. as of 12/31/69		djusted basis		cess of col. (i)			CC	ıl. (k), bu' Losse	t not less that is (from col.	เท -0-) or (h))
(1)	as	of 12/31/69	over	col. (j), if any						
<u>a</u>										
<u>b</u>					\dashv					
c d										
8					-			-	· · · · · · · · · · · · · · · · · · ·	7,164,000.
		C 16		-	╮┤					7,104,000.
2 Capital gain net income or (net ca	nital loss)	If gain, also enter If (loss), enter -0-			-	2				7,164,000.
3 Net short-term capital gain or (los	•	•		•	7	_				.,,
If gain, also enter in Part I, line 8,		III 566110115 1222(3) dii	iu (o).		٦١					
If (loss), enter -0- in Part I, line 8			·		<u> </u>	3			N/F	1
Part V Qualification U	nder Sec	tion 4940(e) for	Reduced	Tax on Net	Inv	estn	nent In	come		
(For optional use by domestic private	foundations	subject to the section 4	1940(a) tax or	net investment in	come	e.)				
If section 4940(d)(2) applies, leave th	nis part blank.									
Was the foundation liable for the sect				•	riod?	٠	•		•	Yes X No
If "Yes," the foundation does not qual 1 Enter the appropriate amount in 6	each column f	or each year; see the i	implete triis pa	fore making any e	ntries	<u> </u>				
(a)	00.00.00.00.00.00.00.00.00	(b)	100 0001010 00	loro making any o	(c)					(d) bution ratio
Base periód years Calendar year (or tax year beginnı	na (n)	Adjusted qualifying dis	tributions	Net value of no	nchai	ritable-	use asset	s	Distri (col. (b) di	bution ratio vided by col. (c))
2011		5,17	1,230.		33	.14	6,67	2.		.156011
2010			0,873.				3,46			.073106
2009			8,135.				9,23			.186711
2008	_	5,35	6,811.				4,82			.177291
2007		3,62	0,685.		40	,50	7,49	0.		.089383
								į		
2 Total of line 1, column (d)								2	<u> </u>	.682502
3 Average distribution ratio for the	•		on line 2 by 5,	or by the number	of ye	ars				
the foundation has been in exister	nce if less thai	n 5 years .	•					. 3	<u> </u>	.136500
. .										
4 Enter the net value of noncharitab	le-use assets	for 2012 from Part X,	line 5					. 4	4	11,761,420.
a Manager Contact Contact								_ ا		E 700 424
5 Multiply line 4 by line 3		•	•	•				5	+	5,700,434.
6 Enter 19/ of not investment upon	no /10/ of Dord	I line 07h)								71,083.
6 Enter 1% of net investment incom	ie (1% of Pari	i, line 270)	• •				•	6		/1,003.
7 Add lines 5 and 6								7		5,771,517.
		•	•			•		'	+	<u> </u>
8 Enter qualifying distributions from	n Part XII. line	4						8	1	L5,579,090.
If line 8 is equal to or greater than					na 19	12 %	ate.			
See the Part VI instructions.										
										000 DE (0040)

SIMPSON	PSB	FUND
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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), o4940(e), or 4948 - see instructions) 1	_	1 990-PF (2012) (F/K/A SIMPSON FOUNDATION)		01680			Page 4
Dates to fulling or determination letter: A comment of the com			1948 -	- see in	stru	Ction	15)
b Domestic Coundations that meet the section 4947(a) requirements in Part V, check here ► X and enter 1% of Part I, line 17c. 6c. (b). 7 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 izaxible foundations only. Others enter -0-) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and izaxible foundations only. Others enter -0-) 5 Tax based on investment items. Subtract line 4 from line 3. It zero or less, enter -0- 5 Tax based on investment items. Subtract line 4 from line 3. It zero or less, enter -0- 5 Tax based on investment items. Subtract line 4 from line 3. It zero or less, enter -0- 5 Tax based on investment items. 6 Ceredistr-Pyrensis: 2 2012 estimated tax payments and 2011 overpayment credited to 2012 Exampt foreign organizations - tax withhold at source 6 1 Tax and with application for extension of time to line (from 8859) 8 Backup withholding erroneously withhold 7 1031 credits and payments. Add the ses at through 6d 8 Enter any penalty for underpayment of estimated tax. Check here X if from 2220 is attached 9 Tax dae. If the total of lines 5 and 8 is more than line 7, enter amount ower by the Company of the Comp	1a						
of Part I, line 27b. A did ther domestic foundations enter 2% of line 27b. Exampt foreign organizations enter 4% of Part I, line 12, cot. (b). 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 71, 083. 3 71, 083. 3 71, 083. 5 Subtite A (nome) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 2. If zero or less, enter -0- 5 Exempt foreign organizations - tax withhield at source 6 Exempt foreign organizations - tax withhield at source 7 Tax paid with application for extension of time to file (Form 8869) 8 Be 9 0,000 8 Exempt any sensity for underpayment of estimated tax. Check here [X] if Form 2220 is attached 7 Total credits and psyments. Add lines 8 inhrough 8 8 Enter any sensity for underpayment of estimated tax. Check here [X] if Form 2220 is attached 9 Tax due. If this total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total or lines 5 and 6 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total or lines 5 and 6 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total or lines 5 and 6 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total or lines 5 and 6 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total or lines 5 and 6 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total or lines 5 and 6 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total or lines 5 and 6 is more than line 7, enter amount owed 10 Overpayment. If line 7 is a foreign than the 10 influence any national, stale, or local legislation or definition of the 10 overline 10 influence any national, stale, or local legislation or or intervene in any					_	_	
a All other domestic foundations enter 2% of time 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-) 3 Add lines 1 and 2 4 Subtitle A (increme) tax (domestic section 4947(a)(1) trusts and taxable foundations only, Others enter -0-) 5 Tax based on investment inceme. Subtract line 4 from line 3, 1/zer or less, enter -0- 5 Tax based on investment inceme. Subtract line 4 from line 3, 1/zer or less, enter -0- 5 Tax based on investment inceme. Subtract line 4 from line 3, 1/zer or less, enter -0- 5 Tax based on investment line mes. Subtract line 4 from line 3, 1/zer or less, enter -0- 5 Tax based on investment line mes. Subtract line 4 from line 3, 1/zer or less, enter -0- 5 Exempt foreign organizations - tax withhold at source 6 Enter any pensity freu underspayment of estimated tax. Check here [X] if form 2220 is attached 7 Total credits and payments. Add line 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Total credits and polyments. Add lines 5 and 8, enter the amount overpaid 10 Total credits and polyments. Add lines 5 and 8, enter the amount overpaid 10 Total credits and polyments. Add lines 5 and 8, enter the amount overpaid 10 Total credits and polyments. Add lines 5 and 8, enter the amount overpaid 10 Total credits and polyments. Add lines 5 and 8, enter the amount overpaid 10 Total credits and polyments. Add lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be, Credited by 2013 settinated by 10 properties. In polyments of 10 properties in a polyment overpaid by 10 properties. In polyments of 10 properties in a polyment overpaid by 10 properties and polyments. If 10 properties in a polyment overpaid by 10 properties and polyments. In properties in a polyment over	b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕒 🗶 and enter 1%	1		<u> </u>	<u>1,0</u>	<u>83.</u>
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 71,083. 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract time 4 from line 3. It zero or less, enter -0- 5 Tax based on investment income. Subtract time 4 from line 3. It zero or less, enter -0- 5 Exempt foreign organizations - tax withheld at source 6 Tax paid with application for extension of time to file (Form 8868) 6 PO,000. 6 Exempt foreign organizations - tax withheld at source 6 Tax paid with application for extension of time to file (Form 8868) 6 PO,000. 6 Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached 7 Total credits and payments. Add lines 6 at brough 6d 8 Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount ower paid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 12 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 13 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 14 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 15 Overpayment. If line 7 is more than the lines of the lines over lines in lines over lines in lines over lines in lines o		of Part I, line 27b					
Add lines 1 and 2 Subtrile A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0- Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0- Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0- Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0- Exempt for rigin organizations - tax withheld at source Tax paid with application for extension of time to file (form 8668) Beackup withholding erroneously withheld Total credits and payments. Add lines 6 at brough 60 Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached Total credits and payments. Add lines 6 at flowing the company of the second to the second t	C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).					
4 Subtlet A (income) tax (domesbe section 4947(a)(1) trusts and traxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Texpert foreign organizations. 2012 estimated tax payments and 2011 overpayment credited to 2012 5 Exempt foreign organizations. Eax withheld at source 6 Tax paid with application for extension of time to file (Form 8868) 6 90,000. 6 Backup withdoling erroneously withheld 7 Total credits and payments. Add lines 6s through 6d 6 Extension to five total of lines 5 and 6 is more than line 7, enter amount owed 6 Tax due. If the total of lines 5 and 6 is more than line 7, enter amount owed 9 Tax due. If the total of lines 5 and 6 is more than line 7, enter amount owed 9 To Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 During the tax year, did the foundation attempt to influence to the amount overpaid 12 During the tax year, did the foundation attempt to influence and praticular payments. If line 7 is more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for delinition)? 12 If the answer as "See" to 16 or 16, attach a detailed description of the activities and copies of any materials published or distributed by the foundation his Farm 1120-POL for this year? 13 If Yes, a stach a detailed description of the activities. 14 If Yes, a line and the foundation managers. If S 0, 12 (10 foundation managers. If S 0, 12	2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2				
5 71,083. 6 Credits/Payments: 6 Credits/Payments and 2011 overpayment credited to 2012 6 Exempt foreign organizations - tax withheld at source 6 Tax paid with application for extension of time to file (Form 8868) 6 Betward application for extension of time to file (Form 8868) 6 Betward application for extension of time to file (Form 8868) 6 Enter any penalty for underpayment of estimated tax. Check here	3	Add lines 1 and 2	3		<u> </u>	<u>1,0</u>	<u>83.</u>
6 Credits/Payments: a 2012 estimated tax payments and 2011 overpayment credited to 2012 b Exempt foreign organizations - tax withheld at source e Tax paid with application for extension of time to file (Form 8868) 6 e 90,000. 6 d 7 Total credits and payments. Add lines 6a through 60 7 Total credits and payments. Add lines 6a through 60 8 1,202. 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line? Is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line? Is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line? Is more than the total of lines 5 and 8, enter the amount overpaid 11 0, 20. Part VII-A Statements Regarding Activities 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervers in any political campaign? 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervers in any political campaign? 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 1the enswer is "Yes" to 1e 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. 1c Did the foundation hie Form 11-0P-QL for this year? 2 Enter the reimbursement (if any) of tax on political expenditures tax imposed on foundation managers. ▶ \$ 0. (2) to fromidation managers. ▶ \$ 0. Enter the reimbursement (if any) paid by the foundation during the year for potical sependiture tax imposed on foundation managers. ▶ \$ 0. Enter the reimbursement (if any) paid by the foundation during the year for potical sependiture tax imposed on foundation managers. ▶ \$ 0. Enter the reimbursement of the form of the activities. 1b If "Yes," attach a detailed description of the activities. 1b If "Yes," attach a detaile	4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4				
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4a	3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation,	or				
b If "Yes," has it filed a tax return on Form 990-T for this year? Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. 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? 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. Enter the states to which the foundation reports or with which it is registered (see instructions) CA 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 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 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 8 10 X		bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			3		
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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? 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. 8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA 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 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 X 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 8	b	olf "Yes," has it filed a tax return on Form 990-T for this year?	Ņ	/A	4b		
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Part VII-A Statements Regarding Activities (continued)		$\frac{990-PF(2012)}{(F/K/A SIMPSON FOUNDATION)} \qquad \qquad 68-0168$	3017		age 5
section 512(b)(13)? If Yes, attach schedule (see instructions) 1 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) 10 dit the foundation can which the foundation or a disqualified person had advisory privileges? Website address \(\) \	Pε	rt VII-A Statements Regarding Activities (continued)			
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privilegis? If Yes, attach statement (see instructions) 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Webste address ► N/A 13 The books are in care of ► THE FOUNDATION Located at ► 21 OKINDA WAY, STE C, #358, ORINDA, CA 14 The books are in care of ► THE FOUNDATION Located at ► 21 OKINDA WAY, STE C, #358, ORINDA, CA 15 Section 4947(ii) (1) nonexempt charable trusts filing form 990-Fin is lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 16 Aday from during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form 10 F 50-22.1. If Yes, enter the name of the foreign country ► FILE FORM 720 If any Item is checked in the Yes* column, unless an exception applies. 10 Jung the year of the foundation (either directly or indirectly): 11 Chagas in the sale or exchange, or Issamp of property with a disqualified person? 12 File Form 4720 If any Item is checked in the Yes* column, unless an exception applies. 13 Did from the sale or exchange, or Issamp of property with a disqualified person? 14 File Form 4720 If any Item is checked in the Yes* column, unless an exception applies. 15 Did Form on the sale or exchange, or Issamp of property with a disqualified person? 16 Form 4720 If any Item is checked in the Yes* column, unless an exception applies. 16 Per compensation (1) Person	11				
If Yes, attach statement (see neturctions) 10 drite foundation comply with by apible inspection requirements for its annual returns and exemption application? Website address ▶ N/A 17 The books are in care of ▶ THE FOUNDATION Section 4947(a)(1) noneampt charitable trusts filing Form 930-PF in less of Form 1941 - Check here and enter the amount of tax-exempt interest received or accrued during the year 18 Atary 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 control year. 19 Atary 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 control year. 19 Atary time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form 10 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. 10 Lowning the year of the foundation (either directly) in indirectly); 11 Engage in the sale or exchange, or feasing of property with a disqualified person? 12 Borrow money from, lend money (to, or otherwise extend credit to (or accept it from) a disqualified person? 13 Furnishe goods, services, or featilities to (or accept them from) a disqualified person? 14 Pay compensation to, or pay or remburse the expenses of, a disqualified person? 15 Furnishe and year country or property to a government flexic (exception, flower) 16 Agree to pay money or property to a government flexic (exception, flower) 17 Furnishe and year country or property to a government flexic (exception, flower) 18 If any assert set to 14(1)-(3) (did any of the eact disc		section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		<u>X</u>
13 Dut the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X	12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			
Website address ► N/A I The books are in care of ▶ THE POUNDATION Located at ▶ 21 ORINDA WAY, STE C, #358, ORINDA, CA 15 Section 497(p)(1) nonexempt charitable trusts filing form 990-PF in lieu of form 1041 - Check here a mean of the x-energy interest received or accrued during the year 16. All any time during calendary year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or or here financial account in a foreign country? See the instructions for exceptions and filing requirements for form TD F 90-22.1. If Yes, enter the name of the foreign country? Pert 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. 19 Service with the foundation eleft directly to indirectly; 11 Engage in the sale or exchange, or lessing of property with a disqualified person? 12 Berrow money from, lend money for, or chemises extend credit to (or accept it from) a disqualified person? 13 Furnish poods, services, or lesitities to (or accept them from) a disqualified person? 14 Pay compensation to, or pay or remitives the expenses of, a disqualified person? 15 Transfer any income or assets to a disqualified person? 16 Agree to pay money or property to a government directly: 16 Agree to pay money or property to a government service, if terminating within 90 days.) 16 If any answer is "Yes" to 14(1)-6(i) did any or the acts fall to qualify under the exceptions described in Regulations section 53.494 1(3)-3 or in a current notice regarding disaster assistance (see instructions)? 17 Cransfer any service in the condition has a part to or to employ the officia for a period after termination of powernment service, if terminating within 90 days.) 18 I may answer is 749 to 14(1)-6(i) did any or the acts did count of the acts described in Regulations section 53.494 1(3)-3 or in a current notice regarding disaster assistance (see instructions)? 19 Cransfer in the ser					<u> </u>
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18 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and fining 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. 1 a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or lessing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person or yes X No 4 Yes X No Yes X	15		22	>	ш
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File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 1 a 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (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, afterminating within 90 days.) b If any answer is "Yes' to 1a(1)-(6), did any of the acts fall to qualify under the exceptions described in Regulations section 53.491 (10)-3 or in a current notice regarding disaster assistance check here b obtain the risk day of the taxy are heighning in 2012? 2 Taxes on failure to distribute income (section 4942(a)(0) or 4942(a)(0) or 4942(a)(0) or 4942(a)(0) or 4942(a)(0) or 4942(a)(0) or 4942(a)(0)					
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defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 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.) If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years listed, answer "No" and attach states and at		before the first day of the tax year beginning in 2012?	10	<u> </u>	_X_
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Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?			<u>2b</u>	<u> </u>	
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had not been removed from jeopardy before the first day of the tax year beginning in 2012?			48	\vdash	
			4h		x
	_)-PF	

SIMPSON PSB FUND 68-0168017 Form 990-PF (2012) (F/K/A SIMPSON FOUNDATION) Page 6 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: Yes X No (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, Yes X No any voter registration drive? Yes X No (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section Yes X No 509(a)(1), (2), or (3), or section 4940(d)(2)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for Yes X No the prevention of cruelty to children or animals? b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations N/A section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b Organizations relying on a current notice regarding disaster assistance check here c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes No If "Yes," attach the statement required by Regulations section 53.4945-5(d). 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on Yes X No a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X If "Yes" to 6b, file Form 8870. Yes X No 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Information About Officers, Directors, Trustees, Foundation Managers, Highly Part VIII Paid Employees, and Contractors List all officers, directors, trustees, foundation managers and their compensation. (d) Contributions to employee benefit plans and defarred compensation (c) Compensation (b) Title, and average hours per week devoted to position (e) Expense account, other (If not paid, enter -0-) (a) Name and address allowances BARCLAY SIMPSON CHAIRMAN 21 ORINDA WAY, STE C, #358 Ō. ORINDA, CA 94563 3.00 0 0 2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (d) Contributions to employee benefit plans and deferred compensation (e) Expense account, other (b) Title, and average hours per week devoted to position (a) Name and address of each employee paid more than \$50,000 (c) Compensation allowances NONE

Form **990-PF** (2012)

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

Form 990-PF (2012) (F/K/A SIMPSON FOUNDATION)	68-	0168017 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundat Paid Employees, and Contractors (continued)	ion Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter	"NONE."	· · · · · · · · · · · · · · · · · · ·
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
	177	
Total number of others receiving over \$50,000 for professional services	J	▶ 0
Part IX-A Summary of Direct Charitable Activities		T
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistic number of organizations and other beneficiaries served, conferences convened, research papers productions.	cal information such as the iced, etc.	Expenses
1 <u>N/A</u>		
2		
3		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on II N/A	nes 1 and 2.	Amount
1 N/A		
2		
All other program-related investments. See instructions. 3		
Total. Add lines 1 through 3		0.

Adjusted qualifying distributions. Subtract line 5 from line 4

4940(e) reduction of tax in those years.

Form 990-PF (2012) <u>(F/K/A SIMPSON</u> FOUNDATION) Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Part X 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 40,136,805. 1a 2,260,576. Average of monthly cash balances 1b c Fair market value of all other assets 10 d Total (add lines 1a, b, and c) 1d 42,397,381. e Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 1e 2 Acquisition indebtedness applicable to line 1 assets Subtract line 2 from line 1d 42,397. 3 635,961. Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) A Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 761,420. Minimum investment return. Enter 5% of line 5 <u>2,088,071</u> 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.) 2,088,071. 1 Minimum investment return from Part X, line 6 Tax on investment income for 2012 from Part VI, line 5 71,083. Income tax for 2012. (This does not include the tax from Part VI.) Add lines 2a and 2b Distributable amount before adjustments. Subtract line 2c from line 1 2,016,988. 3 Recoveries of amounts treated as qualifying distributions 4 Add lines 3 and 4 5 88. Deduction from distributable amount (see instructions) Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 988. Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 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 Amounts set aside for specific charitable projects that satisfy the: a Suitability test (prior IRS approval required) **b** Cash distribution test (attach the required schedule) 3Ь Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 4 15,579,090. Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment <u>71,083.</u> income. Enter 1% of Part I, line 27b

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

Form **990-PF** (2012)

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SIMPSON PSB FUND (F/K/A SIMPSON FOUNDATION)

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI,		· · · · · · · · · · · · · · · · · · ·		
line 7				2,016,988.
2 Undistributed income, if any, as of the end of 2012:	· · · -			
a Enter amount for 2011 only			0.	
b Total for prior years:				
·		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 3,624,230.				
b From 2008 5,358,850.				
c From 2009 4,022,255.				
d From 2010 1,793,767.				
e From 2011 5,174,659.				
f Total of lines 3a through e	19,973,761.			
4 Qualifying distributions for 2012 from	12/3/3//010	· · · · · · · · · · · · · · · · · · ·		
Part XII, line 4: ▶\$ 15,579,090.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior				
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus		U •		
-	0.			
(Election required - see instructions)	<u>U•</u>		. <u>-</u>	2,016,988.
d Applied to 2012 distributable amount	13,562,102.			2,010,300.
e Remaining amount distributed out of corpus	13,302,102.			0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount	U •			
must be shown in column (a)) 6 Enter the net total of each column as indicated below:				
	33,535,863.			
& Corpus Add lines 3f, 4c, and 4e Subtract line 5	33,333,003.			
b Prior years' undistributed income. Subtract		0.		
line 4b from line 2b		<u> </u>		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable				
amount - see instructions		0.		
e Undistributed income for 2011. Subtract line				
4a from line 2a. Taxable amount - see ınstr.			0.	
f Undistributed income for 2012. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2013				0.
7 Amounts treated as distributions out of	,		,	
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007				
not applied on line 5 or line 7	3,624,230.			
9 Excess distributions carryover to 2013.				
Subtract lines 7 and 8 from line 6a	29,911,633.			
10 Analysis of line 9:				
a Excess from 2008 5,358,850.]	
b Excess from 2009 4,022,255.				*
e Excess from 2010 1,793,767.			*	
d Excess from 2011 5,174,659.	<u>.</u>			
e Excess from 2012 13,562,102.				
		· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·	

SIMPSON PSB FUND Page 10 Form 990-PF (2012) (F/K/A SIMPSON FOUNDATION) 68-0168017 Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling 4942(1)(5) b Check box to indicate whether the foundation is a private operating foundation described in section 4942(i)(3) or Tax year Prior 3 years 2 a Enter the lesser of the adjusted net (c) 2010 (b) 2011 (a) 2012 (d) 2009 (e) Total income from Part I or the minimum investment return from Part X for each year listed b 85% of line 2a e 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 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 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 Part XV | Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.) 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).) BARCLAY SIMPSON

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 9

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:

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Part Av Supplementary Information		 		T
3 Grants and Contributions Paid During the Y	ear or Approved for Future	Payment	· · · · · · · · · · · · · · · · · · ·	
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
··	or substantial contributor	recipient		
a Paid during the year				
SEE STATEMENT A		Ì	EDUCATION	
				15,579,090,
			<u> </u>	
Total		<u> </u>	▶ 3a	15 579 090.
b Approved for future payment				
		1		
NONE				
				
	- 	 		
	<u></u>			
Total				

Form 990-PF (2012) Part XVI-A

(F/K/A SIMPSON FOUNDATION)

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelate	ed business income	Exclu	ded by section 512, 513, or 514	(e)
1 Program service revenue:	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
	Code		1000		
<u> </u>	 		 		
b	—		-		
<u> </u>				·	
d	<u> </u>				
e				.=	
- Case and contracts from any arranged acception			 		
g Fees and contracts from government agencies 2 Membership dues and assessments					· . - . · · · · · · · · · · · · · · · · · ·
· · · · · · · · · · · · · · · · · · ·	\vdash				
3 Interest on savings and temporary cash investments			14	65 649	
4 Dividends and interest from securities			14	65,648. 574,730.	• • • • • • • • • • • • • • • • • • • •
			14	3/4,/30.	- -
5 Net rental income or (loss) from real estate: a Debt-financed property			<u> </u>		
b Not debt-financed property			 		
Not dept-infanced property Net rental income or (loss) from personal	<u> </u>				
property 7 Other investment income			14	14,025.	
•		 : •	T #	14,025.	·
8 Gain or (loss) from sales of assets other			18	7,164,000.	
than inventory 9 Net income or (loss) from special events			10	7,104,000.	
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:			\vdash		
a a					
- b		· -	-		
		· · · · · · · · · · · · · · · · · · ·			·· ·· · · · · · · · · · · · · · · · ·
d			-		
e					· · · · · · · · · · · · · · · · · · ·
12 Subtotal. Add columns (b), (d), and (e)		0.	 	7,818,403.	0.
40 = 1 1 444 (40 ((-) /4) 4/-)				13	7,818,403.
(See worksheet in line 13 instructions to verify calculations.)		• • •	• •		
Part XVI-B Relationship of Activities to	n the Acc	omplishment of Ex	/emn	t Purnoses	
Total of the state					
Line No. Explain below how each activity for which incor			contrit	outed importantly to the accom	plishment of
the foundation's exempt purposes (other than I	by providing fu	nds for such purposes).			
	·			· —	
					<u> </u>
				-	
223621					Form 990-PF (2012)

Form 990-PF (2012) (F/K/A SIMPSON FOUNDATION) 68-0168017 Page 13 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable **Exempt Organizations** No Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of Yes 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 1a(1) (2) Other assets 1a(2) X **b** Other transactions: (1) Sales of assets to a noncharitable exempt organization 15(1) (2) Purchases of assets from a noncharitable exempt organization 16(2) (3) Rental of facilities, equipment, or other assets 1b(3) (4) Reimbursement arrangements 1b(4) (5) Loans or loan guarantees ... 1b(5) X (6) Performance of services or membership or fundraising solicitations 1b(6) c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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. (a) Line no (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described ☐ Yes X No in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? b If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A 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 taxpaver) is based on all information of which preparer has any knowledge return with the prepare Sign Here X Yes **CHAIRMAN** No Signature of officer or trustee Title Date PTIN Preparer's signature Check [if Date Print/Type preparer's name self- employed 11/12/2013 Paid MARGARET FONG P00418074 **Preparer** Firm's EIN > 33-1197384Firm's name ► WTAS LLC

STE 1600

Form **990-PF** (2012)

<u>(415) 764-2700</u>

Phone no.

Use Only

Firm's address ▶ 100 FIRST STREET,

SAN FRANCISCO,

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

Department of the Treasury Internal Revenue Service

Name of the organization

Schedule of Contributors

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

OMB No 1545-0047

Employer identification number

	MPSON PSB FUND /K/A SIMPSON FOUNDATION)	68-0168017
Organization type (check or		00 01001
Filers of:	Section:	
Form 990 or 990-EZ	501(c)() (enter number) organization	
	4947(a)(1) nonexempt charitable trust not treated as a private foundation	
	527 political organization	
Form 990-PF	X 501(c)(3) exempt private foundation	
	4947(a)(1) nonexempt charitable trust treated as a private foundation	
	501(c)(3) taxable private foundation	
-	covered by the General Rule or a Special Rule. 7), (8), or (10) organization can check boxes for both the General Rule and a Special Ru	lle. See instructions.
General Rule		
For an organization contributor. Comple	filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in meter Parts I and II.	oney or property) from any one
Special Rules		
509(a)(1) and 170(b	e)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the rego)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the of Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.	
total contributions	e)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contru of more than \$1,000 for use <i>exclusively</i> for religious, charitable, scientific, literary, or edu ruelty to children or animals. Complete Parts I, II, and III.	
contnbutions for us If this box is check purpose. Do not co	c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contribe exclusively for religious, charitable, etc., purposes, but these contributions did not to ed, enter here the total contributions that were received during the year for an exclusive amplete any of the parts unless the General Rule applies to this organization because its, etc., contributions of \$5,000 or more during the year	tal to more than \$1,000. Ily religious, charitable, etc., t received nonexclusively
but it must answer "No" on	at is not covered by the General Rule and/or the Special Rules does not file Schedule E Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).	

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

Name of organization SIMPSON PSB FUND (F/K/A SIMPSON FOUNDATION)

Employer identification number

68-0168017

Part I	Contributors (see instructions). Use duplicate copies of Part I	if additional space is needed.	<u> </u>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BARCLAY SIMPSON 21 ORINDA WAY, STE C, #358 ORINDA, CA 94563	\$\$.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		ss	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		 \$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
23452 12-2	1-12	Schedule B (Form	990, 990-EZ, or 990-PF) (2012)

Grants were paid during 2012 to the following charitable organizations:

Name of Recipient	<u>Amount</u>
AJC	5,000
Bancroft Library	10,000
Bay Area Leadership Foundation	5,000
Berkeley Art Museum	7,015,000
Berkeley Public Library Foundation	5,000
Cal Performances	10,000
Cal Shakes	300,000
California Symphony	200,000
Carmel Bach Festival	10,000
California College of the Arts	1,000,000
Children's Fairyland	5,000
Diablo Regional Arts Association	10,000
GirlSMART Literacy Program	260,000
Girls Incorporated	410,000
Kala Institute	75,000
Kennedy-King College Scholarship Fund	8,000
Las Trampas	10,000
Multicultural Institute	10,000
Musuem of Folk Art	10,000
Northern Lights School	10,000
Oakland Leaf	10,000
Oakland Museum of California	1,000,000
Pacific Vision	1,000
Partnership for Haas Prominence	5,000,000
Pro Musica	5,000
PS1 Pluralistic School	100,000
Rotary Club of Lafayette	500
Super Stars Literacy	5,000
UC Berkeley Foundation	20,000
UC Press Foundation	5,000
UC Regents Lawrence Hall of Science	10,000
UC Regents Intercollegiate Athletics	25,000
Various Charitable Organizations	19,590
Walnut Creek Library Foundation	5,000
WC Literacy Foundation	5,000
Total Contributions Paid	15,579,090

^{*}Addresses for recipients are available upon request.

FORM 990-PF INTEREST ON SAVINGS AND T	EMPORARY C	ASH I	NVESTMENTS	STATEMENT	1
SOURCE				AMOUNT	
CITY NATIONAL BANK #3048			•	4.	70.
FIDELITY #590					23.
GOLDMAN SACHS #046-8					50.
GOLDMAN SACHS #066-6					10.
GOLDMAN SACHS #107-6					33.
GOLDMAN SACHS #229-8					25.
GOLDMAN SACHS #694-1					51.
GOLDMAN SACHS #945-2				54	44.
GREAT GABLE				64,1	32.
HOUSATONIC EQUITY INVESTORS					6.
JP MORGAN					1.
PIVOTAL PARTNERS					3.
TOTAL TO FORM 990-PF, PART I, LINE 3,	COLUMN A			65,6	48.
				CM3 MD3CD3M	
FORM 990-PF DIVIDENDS AND INT	EREST FROM	SECU	JRITIES	STATEMENT	2
SOURCE GRO	OSS AMOUNT		PITAL GAINS	COLUMN (A)
FIDELITY #9590	228,652.		25.	228,6	27
GOLDMAN SACHS #066-6	8,193		1,197.	6,9	
GOLDMAN SACHS #107-6	63,709		9,675.	54,0	
GOLDMAN SACHS #945-2	47,957		12,898.	35,0	
GREAT GABLE	138,915		0.	138,9	
JP MORGAN	111,195		98.	111,0	
PIVOTAL PARTNERS	2.		0.	,	2.
TOTAL TO FM 990-PF, PART I, LN 4	598,623		23,893.	574,7	30.
FORM 990-PF OTHER	RINCOME			STATEMENT	3
			· · · · ·		
	(A)		(B)	(C)	
	REVENUE		NET INVEST-		
DESCRIPTION	PER BOOK	KS	MENT INCOME	NET INCO	ME
OTHER INVESTMENT INCOME	14,	025.	14,025	•	
TOTAL TO FORM 990-PF, PART I, LINE 11	14,	025.	14,025	•	

FORM 990-PF C	THER PROFES	SIONAL FEES		STATEMENT 4		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM			
INVESTMENT MANAGEMENT FEES	70,076.	70,076	•	0.		
TO FORM 990-PF, PG 1, LN 16C	70,076.	70,076	•	0.		
FORM 990-PF	TAX	ES		STATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM	_		
OTHER TAXES	10,000.	0	•	0.		
TO FORM 990-PF, PG 1, LN 18	10,000.	0		0.		
FORM 990-PF	OTHER E	XPENSES		STATEMENT 6		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME				
INVESTMENT EXPENSES	417,816.	417,816	•	0.		
TO FORM 990-PF, PG 1, LN 23	417,816.	417,816	•	0.		
FORM 990-PF	CORPORAT	E STOCK		STATEMENT 7		
DESCRIPTION		В	OOK VALUE	FAIR MARKET VALUE		
FIDELITY GOLDMAN SACHS JP MORGAN GREAT GABLE FUND PIVOTAL PARTNERS HOUSATONIC EQUITY INVESTORS			10,723,406. 4,940,903. 38,213. 14,831,733. 22,084. 2,373,447.	10,723,406. 4,940,903. 38,213. 14,831,733. 22,084. 2,373,447.		
TOTAL TO FORM 990-PF, PART II	, LINE 10B		32,929,786.	32,929,786.		

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	8
NAME OF CONTRIBUTOR	ADDRESS		
BARCLAY SIMPSON	21 ORINDA WAY, STE C, #358		

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D

STATEMENT

9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BARCLAY SIMPSON 21 ORINDA WAY, STE C, #358 ORINDA, CA 94563

TELEPHONE NUMBER NAME OF GRANT PROGRAM

(925) 254-6358

SIMPSON PSB FUND

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST DETAILING THE PURPOSE OF THE REQUEST AND HOW IT RELATES TO EDUCATION.

ANY SUBMISSION DEADLINES

NONE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

AWARDS ARE GENERALLY GRANTED TO ORGANIZATIONS AND INITIATIVES THAT FURTHER AND IMPROVE EDUCATIONAL RESOURCES.

SIMPSON PSB FUND CONTINUATION FOR 990-PF. PART IV (F/K/A SIMPSON FOUNDATION) 68-0168017 PAGE OF Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (a) List and describe the kind(s) of property sold, e.g., real estate, (c) Date acquired (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) (mo., day, yr.) 1a 6,036 SHS GS SMALL/MID-CAP GROWTH FUND P 05/03/1103/28/12 b GOLDMAN SACHS #066-6 P VARIOUS VARIOUS c GOLDMAN SACHS #066-6 P **VARIOUS VARIOUS** d 8,888 SHS ISHARES MSCI EAFE INDEX FUND ETF P 12/23/1103/28/12 e 6.341 SHS SPDR S&P 500 ETF TRUST P 12/23/1103/28/12 f GREAT GABLE FUND P VARIOUS 12/31/12 g JP MORGAN P VARIOUS VARIOUS h JP MORGAN P 09/23/1104/16/12 1 47,000 SHS SSD P VARIOUS 02/09/12 1 31,874 SHS SSD P VARIOUS 02/10/12 k 13,126 SHS SSD P VARIOUS 02/13/12 1 39 SHS GS SMALL/MID-CAP GROWTH FUND P 12/08/1003/28/12 m 562 SHS GS SMALL/MID-CAP GROWTH FUND P 12/08/1003/28/12 n SHS GS SMALL/MID-CAP GROWTH FUND P 11/22/1003/28/12 o GOLDMAN SACHS #066-6 P VARIOUS VARIOUS (f) Depreciation allowed (a) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (a) 94,155 95,242. <1,087.> а 3,568. 719. b 2,849. <u>c</u> 19,563. 16,814. 749. 45,762. đ 485.274. 439,512. 888,925. 89,255. <u>799,670.</u> e 14,831,733. 16,409,306. <1,577,573.> 983,579. 988,060. g <4,481.> 687. h 591. 96. 514,257. 514,257. 1,012,362. 1,012,362. Ĩ 426,970. k 426,970. 607. 563. 44. 8,774. m 8,144. 630. 496,464. 450,000. n 46,464. 3,647. 3,965. 0 <318.> Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k). (j) Adjusted basis (k) Excess of col. (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any <1,087.> a 719. þ C 2.749.

				
<u>d</u>				45,762.
<u>e</u>				89,255.
f				<1,577,573.>
0				<4,481.>
h				96.
1				1,514,257.
				1,012,362.
k				426,970.
<u> </u>				44.
m				630.
n				46,464.
0				<318.>
2 Capital gain net income or (net o	capital loss) { If gain, also ente	r in Part I, line 7 0-* in Part I, line 7	2	
3 Net short-term capital gain or (lo	oss) as defined in sections 1222(5) a		ነ	

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired (c) Date acquired (a) List and describe the kind(s) of property sold, e.g., real estate. (d) Date sold P - Purchase D - Donation (mo., day, yr.) 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) 1a GOLDMAN SACHS #066-6 P VARIOUS **VARIOUS** b TD BANK NORTH INC P VARIOUS 06/14/12 P c 500,000 SHS EKSPORTFINANS ASA 06/23/1008/30/12 d GREAT GABLE CAYMEN ISLAND CORP P 01/01/05|01/01/12 P VARIOUS VARIOUS e JP MORGAN f JP MORGAN P VARIOUS VARIOUS P g GREAT GABLE FUND VARIOUS **VARIOUS** P **VARIOUS** h HOUSATONIC EQUITY INVESTORS VARIOUS HOUSATONIC EQUITY INVESTORS P VARIOUS VARIOUS P **VARIOUS** PIVOTAL PARTNERS VARIOUS k CAPITAL GAINS DIVIDENDS Т m n 0 (g) Cost or other basis (f) Depreciation allowed (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 80,517 59,279 21,238. a **85.** 85. b 70,000. 570,000. 500,000 C 14,860,684 11, 801,246 3,059,438. d 17,703. 212,781 195,078 е 103,175. 507,855. 404,680. 1,950,638. 1,950,638. g 2,707 2,707. h i <u>355,336.</u> 355<u>,336</u>. 3,938. 3.938. 23,893. 23.893. k m n 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any 21,238. 85. b 70,000. 3.059.438. d 17,703. е f 103,175. 1,950,638. 2,707. h 355,336. 3,938. 23,893. m n 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 2 7,164,000.Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 N/A