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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 Robert Ellis Simon Foundation		A Employer identification number 95-6035905	
Number and street (or P O box number if mail is not delivered to street address) 312 S Canyon View Dr		B Telephone number (see instructions) (310) 656-1111	
City or town, state, and ZIP code Los Angeles, CA 90049		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) \$ 4,100,162		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	40,091	40,091	40,091	
	4 Dividends and interest from securities.	83,502	83,502	83,502	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	36,819			
	b Gross sales price for all assets on line 6a _____ 632,982				
	7 Capital gain net income (from Part IV , line 2)		36,819		
	8 Net short-term capital gain			36,819	
	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)				
	12 Total. Add lines 1 through 11	160,412	160,412	160,412	
	13 Compensation of officers, directors, trustees, etc	29,625			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,200	1,600		
	c Other professional fees (attach schedule)	14,193	14,193		
	17 Interest	2,131	2,131		
	18 Taxes (attach schedule) (see instructions)	5,876	1,038		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,988	6,246		
	24 Total operating and administrative expenses. Add lines 13 through 23	63,013	25,208		0
	25 Contributions, gifts, grants paid	209,268			209,268
	26 Total expenses and disbursements. Add lines 24 and 25	272,281	25,208		209,268
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-111,869			
	b Net investment income (if negative, enter -0-)		135,204		
	c Adjusted net income (if negative, enter -0-)			160,412	

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	23,460	21,613	21,613
	2	Savings and temporary cash investments	267,743	181,334	181,334
	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)			
	b	Investments—corporate stock (attach schedule)	2,300,430	2,060,308	3,003,398
	c	Investments—corporate bonds (attach schedule).	637,364	668,655	708,943
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		185,218	184,874
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,228,997	3,117,128	4,100,162
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ 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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,228,997	3,117,128	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,228,997	3,117,128	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,228,997	3,117,128	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	3,228,997
2	Enter amount from Part I, line 27a	2	-111,869
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	3,117,128
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,117,128

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SEE ATTACHED SCHEDULE	P	2011-12-12	2012-12-12
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 632,577		596,150	36,427
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			36,427
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	36,819
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	36,819

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	170,000	3,690,104	0 04607
2010	100,000	3,750,551	0 02666
2009	249,846	3,395,790	0 07358
2008	232,663	3,737,166	0 06226
2007	257,603	4,551,318	0 05660

2 Total of line 1, column (d).	2	0 26516
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 05303
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,051,587
5 Multiply line 4 by line 3.	5	214,868
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,352
7 Add lines 5 and 6.	7	216,220
8 Enter qualifying distributions from Part XII, line 4.	8	209,268

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	2,704
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	2,704
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	2,704
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,368	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	632	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	3,000
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	18
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	278
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 278	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) _____			
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 ▶THE FOUNDATION Telephone no ▶(310) 656-1111 Located at ▶312 S CANYON VIEW DRIVE LOS ANGELES CA ZIP +4 ▶90049			
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))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RALPH WILLIAMS	Executive Dir	9,625		
3090 HOMEWOOD STREET SIMI VALLEY, CA 93063	1 00			
JOAN G WILLENS	Trustee	20,000		
312 S CANYON VIEW DRIVE LOS ANGELES, CA 90049	3 00			
HAROLD WILLIAMS	Trustee	0		
1200 GETTY CENTER DRIVE LOS ANGELES, CA 90049	1 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,680,993
b	Average of monthly cash balances.	1b	247,075
c	Fair market value of all other assets (see instructions).	1c	185,218
d	Total (add lines 1a, b, and c).	1d	4,113,286
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	4,113,286
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	61,699
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,051,587
6	Minimum investment return. Enter 5% of line 5.	6	202,579

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	202,579
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,704
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,704
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	199,875
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	199,875
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	199,875

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	209,268
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	209,268
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	209,268
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			
2		Undistributed income, if any, as of the end of 2012			
a		Enter amount for 2011 only.			
b		Total for prior years 20____, 20____, 20____			
3		Excess distributions carryover, if any, to 2012			
a		From 2007.			
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 ▶ \$ 209,268			
a		Applied to 2011, but not more than line 2a			
b		Applied to undistributed income of prior years (Election required—see instructions).			
c		Treated as distributions out of corpus (Election required—see instructions).			
d		Applied to 2012 distributable amount.			
e		Remaining amount distributed out of corpus			
5		Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)			
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.			
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 Paid during the year See Additional Data Table				
Total			3a	209,268
b Approved for future payment				
Total			3b	

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					40,091
4	Dividends and interest from securities. . . .					83,502
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.					
8	Gain or (loss) from sales of assets other than inventory					36,819
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). .					160,412
13	Total. Add line 12, columns (b), (d), and (e).					160,412

[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

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

*****	2013-11-13	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00110359
	Jeff S Hershaw CPA	Jeff S Hershaw CPA			
	Firm's name ☐	St Amand-Hershaw Certified Public Accountants		Firm's EIN ☐	
		19816 Henshaw Street			
Firm's address ☐	Woodland Hills, CA 913642603			Phone no (818) 999-6625	

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>				
EARLY CHILDHOOD PARENTING CENTER 1440 HARVARD ST SANTA MONICA,CA 90404	NONE		THEIR MISSION IS TO SUPPORT AND EMPOWER PARENTS TO INSTLL HEALTHY DEVELOPMENT FOR THEIR YOUNG CHILDREN AND TO PROVIDE A SOUND FOUNDATION FOR THEIR SOCIAL AND EMOTIONAL WELL-BEING	33,000
ACHIEVABLE 5901 GREEN VALLEY CIRCLE 32 CULVER CITY,CA 90230	NONE		TO PROVIDE A UNIQUE AND VITAL SUPPORT SYSTEM FOR THE HEALTH,WELL-BEING, MOBILITY AND COMMUNICATION NEEDS OF PERSONS WITH LOW INCOME AND DEVELOPMENTAL DISABILITES THESE PROGRAMS INCLUDE WELLNESS, SPECIALIZED ADAPTIVE EQUIPMENT, EMERGENCY SUPPORT FURTHER, THEY AWARD OVER 50 CAMP SCHOLARSHIPS TO CHILDREN AND ADULTS WITH AUTISM FROM LOW-INCOME FAMILIES	43,368
AVALON-CARVER COMMUNITY CENTER 4920 S AVALON BLVD LOS ANGELES,CA 90011	NONE		THEY ARE A DRUG TREATMENT FACILITY FOCUSING ON A HEALTH AND SUBSTANCE ABUSE SERVICES MIX INCLUDING SUBSTANCE ABUSE TREATMENT WITH OUTPATIENT CARE	42,900
JEWISH FAMILY SERVICES 3580 WILSHIRE BLVD 700 LOS ANGELES,CA 90010	NONE		To provide compassionate social services that enriches the community and improves the lives of men, women and children of all religions, ethnicities and ages especially those who are poor and disadvantaged	50,000
MENTAL HEALTH ADVOCACY SERVICES 3255 WILSHIRE BLVD 902 LOS ANGELES,CA 90010	NONE		To provide free legal services to people with mental and developmental disabilities They assist both children and adults, with an emphasis on obtaining governmental benefits and services, protecting rights, and fighting discrimination	40,000
Total  3a				209,268

TY 2012 Accounting Fees Schedule

Name: Robert Ellis Simon Foundation

EIN: 95-6035905

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	3,200	1,600	0	0

TY 2012 Other Expenses Schedule**Name:** Robert Ellis Simon Foundation**EIN:** 95-6035905**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
POSTAGE	45			
OFFICE EXPENSES	645			
MISCELLANEOUS	749			
INVESTMENT EXPENSES	180	180		
BANK CHARGES	303			
AMORTIZATION	6,066	6,066		

TY 2012 Other Professional Fees Schedule**Name:** Robert Ellis Simon Foundation**EIN:** 95-6035905**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	14,193	14,193	0	0

TY 2012 Taxes Schedule**Name:** Robert Ellis Simon Foundation**EIN:** 95-6035905**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER	60			
FOREIGN TAXES	1,038	1,038		
CORPORATE TAXES	4,778			



GOLDBERG & CO

**Fiscal Statement****CURRENT PORTFOLIO SUMMARY**

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
	CASH		163.55	163.55			
181,170	BIF TREASURY FUND		181,170.00	181,170.00			72.47
	Total Cash and Money Funds		181,333.55	181,333.55			72.47
Certificates of Deposit and Equivalents							
65,000	CD GE MONEY BANK DRAPER UT 01.800% MAY 27 2015	07/18/12	65,725.62	66,271.40	545.00	108.99	1,170.00
60,000	CD GOLDMAN SACHS BK USA NEW YORK, NY 01.850% MAY 09 2017	07/19/12	59,793.00	59,378.52	(414.00)	158.14	1,110.00
60,000	CD DISCOVER BANK GREENWOOD, DE (FMRLY IL) 01.800% JUL 18 2017	07/18/12	59,699.40	59,223.96	(475.00)	491.18	1,080.00
	Total Certificates of Deposit and Equivalents		185,218.02	184,873.88	(344.00)	758.31	3,360.00
Corporate Bonds							
100,000	GOLDMAN SACHS GROUP LP 144A 07.750% JUN 15 2013	08/04/04	101,108.87	103,097.00	1,988.00	344.44	7,750.00
75,000	ALLSTATE CORPORATION 07.500% JUN 15 2013 MOODY'S: A3 S&P: A-	08/02/04	75,848.84	77,382.50	1,513.00	250.00	5,625.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
100,000	BELLSOUTH CORP GLB 05.200% SEP 15 2014	04/18/08	99,811.97	107,412.00	7,800.00	1,531.11	5,200.00
100,000	CISCO SYSTEMS INC GLB 05.500% FEB 22 2018	04/18/08	101,207.15	114,305.00	13,097.00	1,970.83	5,500.00
25,000	CONOCOPHILLIPS COMPANY GUARNT 05.625% OCT 15 2016	06/23/09	25,939.95	29,316.50	3,376.00	296.88	1,407.00
50,000	GENERAL ELECTRIC CO GLB 05.250% DEC 06 2017	03/26/08	49,979.25	58,957.50	8,978.00	182.29	2,625.00
25,000	PEPSICO INC GLB 04.650% FEB 15 2013	06/18/09	25,043.02	25,136.75	93.00	439.17	1,163.00
30,000	WESTERN UNION CO COMPANY GUARNT GLB 05.930% OCT 01 2018	12/09/10	32,556.14	32,960.10	403.00	444.75	1,779.00
Total Corporate Bonds			511,294.99	548,547.35	37,248.00	5,459.47	31,049.00

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GOLDBERG & CO

EMA Fiscal Statement

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Municipal Bonds							
20,000	LOS ANGELES CALIF DEPT WTR & PWR REV D TAXABLE DEC10 07.000%JUL01 41	09/12/12	23,892.87	24,319.80	426.00	700.00	1,400.00
30,000	SAN ANTONIO TEX GEN IMPT LT RF OID TAXABLE OCT08 06.050%AUG01 21	07/19/12	36,840.57	36,815.10	(25.00)	756.25	1,815.00
35,000	METRO WTR DT SO CA WWKS RV BUILD C OID TAXABLE JUN09 06.250%JUL01 39	08/06/12	40,234.37	41,197.45	963.00	1,093.75	2,188.00
50,000	UNIVERSITY CALIF REVS BABS SER R OID TAXABLE AUG09 06.270%MAY15 31	06/18/12	56,392.86	58,063.50	1,670.00	400.58	3,135.00
Total Municipal Bonds			157,360.67	160,395.85	3,034.00	2,950.58	8,538.00

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GOLDBERG & CO

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
800	ACCENTURE PLC SHS	02/24/12	47,712.80	53,200.00	5,487.00	1,297.00
1,300	AT&T INC	07/21/09	31,915.00	43,823.00	11,908.00	2,341.00
1,300	AT&T INC	08/26/09	34,712.99	43,823.00	9,110.00	2,341.00
200	APPLE INC	08/26/09	33,800.00	106,434.58	72,634.00	2,120.00
100	APPLE INC	02/19/10	20,219.00	53,217.29	32,998.00	1,060.00
400	BERKSHIRE HATHAWAYINC DEL CL B NEW	08/20/02	19,872.48	35,880.00	16,007.00	
500	BERKSHIRE HATHAWAYINC DEL CL B NEW	04/15/03	23,667.52	44,850.00	21,182.00	
350	BERKSHIRE HATHAWAYINC DEL CL B NEW	06/18/04	20,391.42	31,395.00	11,003.00	
500	BERKSHIRE HATHAWAYINC DEL CL B NEW	08/26/09	33,176.57	44,850.00	11,673.00	
500	BED BATH & BEYOND INC	10/18/00	10,812.50	27,955.00	17,142.00	
500	BED BATH & BEYOND INC	01/29/01	12,437.50	27,955.00	15,517.00	
600	BED BATH & BEYOND INC	11/25/03	24,714.00	33,546.00	8,832.00	
700	BED BATH & BEYOND INC	03/18/08	26,341.00	39,137.00	12,796.00	
300	COSTCO WHOLESALE CRP DEL	10/18/00	10,237.50	29,619.00	19,381.00	330.00
300	COSTCO WHOLESALE CRP DEL	12/28/00	11,418.75	29,619.00	18,200.00	330.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
800	COSTCO WHOLESALE CRP DEL	01/29/01	26,362.50	59,238.00	32,875.00	660.00
500	COSTCO WHOLESALE CRP DEL	08/16/04	20,440.00	49,365.00	28,925.00	550.00
300	CISCO SYSTEMS INC COM	10/18/00	16,143.75	5,894.82	(10,248.00)	168.00
200	CISCO SYSTEMS INC COM	12/28/00	8,262.50	3,929.88	(4,332.00)	112.00
500	CISCO SYSTEMS INC COM	01/29/01	18,625.00	9,824.70	(8,800.00)	280.00
1,000	CISCO SYSTEMS INC COM	05/21/01	22,250.00	19,649.40	(2,600.00)	561.00
800	CISCO SYSTEMS INC COM	12/16/03	19,152.00	15,719.52	(3,432.00)	449.00
1,000	DIRECTV SHS	10/25/12	51,038.40	50,160.00	(878.00)	
900	EQUITY RESIDENTIAL REIT	10/30/03	26,198.65	51,003.00	24,804.00	2,763.00
1,100	EXXON MOBIL CORP COM	09/15/04	52,228.00	95,205.00	42,977.00	2,508.00
400	EXXON MOBIL CORP COM	09/26/05	25,588.00	34,620.00	9,032.00	912.00
200	GOOGLE INC CL A	12/27/08	93,172.52	141,476.00	48,303.00	
400	JOHNSON AND JOHNSON COM	11/15/00	18,930.00	28,040.00	9,110.00	976.00
400	JOHNSON AND JOHNSON COM	01/29/01	18,452.00	28,040.00	9,588.00	978.00
400	JOHNSON AND JOHNSON COM	06/18/04	22,088.00	28,040.00	5,952.00	976.00
200	JOHNSON AND JOHNSON COM	08/16/04	11,230.00	14,020.00	2,790.00	488.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
333	KRAFT FOODS GROUP INC SHS	04/24/12	13,474.95	15,141.51	1,666.00	666.00
1,000	MONDELEZ INTERNATIONAL INC	04/24/12	24,951.07	25,453.20	502.00	521.00
400	MICROSOFT CORP	10/18/00	10,587.50	10,683.88	96.00	368.00
400	MICROSOFT CORP	12/28/00	9,087.50	10,683.88	1,596.00	368.00
800	MICROSOFT CORP	01/29/01	25,675.00	21,367.76	(4,307.00)	736.00
800	MICROSOFT CORP	11/25/03	20,544.00	21,367.76	823.00	736.00
800	NEXTERA ENERGY INC SHS	08/20/02	22,302.68	55,352.00	33,049.00	1,920.00
800	NEXTERA ENERGY INC SHS	11/25/03	25,396.00	55,352.00	29,956.00	1,920.00
50	NESTLE S A REP RG SH ADR	07/14/03	1,018.00	3,258.50	2,240.00	89.00
1,250	NESTLE S A REP RG SH ADR	09/25/03	28,825.00	81,462.50	52,637.00	2,214.00
500	NESTLE S A REP RG SH ADR	08/16/04	12,640.00	32,585.00	19,945.00	886.00
800	NIKE INC CL B	04/24/12	42,656.04	41,280.00	(1,376.00)	337.00
700	PHILIP MORRIS INTL INC	05/25/11	48,824.86	58,548.00	9,723.00	2,380.00
1,000	PEPSICO INC	09/15/04	49,710.00	68,430.00	18,720.00	2,150.00
400	PEPSICO INC	11/17/04	20,360.00	27,372.00	7,012.00	860.00
3,000	PFIZER INC	02/19/10	54,210.00	75,237.90	21,027.00	2,881.00

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EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
400	QUALCOMM INC	11/18/10	19,222.92	24,743.84	5,520.00	401.00
600	QUALCOMM INC	01/24/11	30,869.94	37,115.76	6,245.00	601.00
500	QUALCOMM INC	02/25/11	29,535.00	30,929.80	1,394.00	501.00
400	STERICYCLE INC COM	03/24/10	21,869.20	37,312.00	15,442.00	
300	STERICYCLE INC COM	11/18/10	21,609.00	27,984.00	6,375.00	
33	SIMON PROPERTY GROUP DEL REIT	07/14/03	1,340.20	5,216.97	3,876.00	146.00
400	SIMON PROPERTY GROUP DEL REIT	12/16/03	18,820.40	63,236.00	44,415.00	1,760.00
500	SIMON PROPERTY GROUP DEL REIT	11/17/04	30,218.00	79,045.00	48,827.00	2,200.00
35	SIMON PROPERTY GROUP DEL REIT	03/20/09	1,187.82	5,533.15	4,345.00	154.00
13	SIMON PROPERTY GROUP DEL REIT	06/24/09	687.38	2,055.17	1,367.00	58.00
10	SIMON PROPERTY GROUP DEL REIT	09/21/09	864.72	1,580.90	916.00	44.00
9	SIMON PROPERTY GROUP DEL REIT	12/21/09	879.44	1,422.81	743.00	40.00
1,000	SOUTHERN COMPANY	07/22/03	29,060.00	42,810.00	13,750.00	1,961.00

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GOLDBERG & CO

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
800	SOUTHERN COMPANY	10/30/03	24,020.40	34,248.00	10,227.00	1,569.00
600	STRYKER CORP	09/25/03	22,749.00	32,892.00	10,143.00	636.00
600	STRYKER CORP	11/25/03	24,216.00	32,892.00	8,676.00	636.00
200	STRYKER CORP	08/16/04	9,215.00	10,964.00	1,749.00	212.00
500	UNION PACIFIC CORP	02/24/12	56,389.65	62,860.00	6,470.00	1,381.00
300	UNITED TECHS CORP COM	02/19/10	20,580.00	24,603.00	4,023.00	642.00
300	UNITED TECHS CORP COM	03/24/10	21,969.00	24,603.00	2,634.00	642.00
1,000	VERIZON COMMUNICATNS COM	07/21/09	28,392.92	43,270.00	14,877.00	2,060.00
1,000	VERIZON COMMUNICATNS COM	08/26/09	29,762.39	43,270.00	13,507.00	2,060.00
600	VERIZON COMMUNICATNS COM	02/19/10	16,427.82	25,962.00	9,534.00	1,236.00
700	WAL-MART STORES INC	07/21/09	34,020.00	47,761.00	13,741.00	1,114.00
500	WAL-MART STORES INC	08/26/09	26,040.00	34,115.00	8,075.00	796.00
Total Equities			1,741,399.15	2,659,530.48	918,116.00	62,080.00

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Statement Period
Year Ending 12/31/12

Account No.
18H-91119

X 00091942

00-17-60608-IPSS000 09-2011





GOLDBERG & CO



Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
1,200	ISHARES CORE S&P MID-CAP ETF	03/22/07	101,832.00	122,040.00	20,208.00	1,742.00
1,000	ISHARES CORE S&P SMALL CAP ETF	03/22/07	68,390.00	78,100.00	9,710.00	1,293.00
2,200	TORTOISE ENERGY INFRASTRUCTURE CORP	02/18/05	65,405.00	83,380.22	17,975.00	4,972.00
1,200	WISDOMTREE INTL M/C DVD FUND	05/18/07	83,282.00	60,348.00	(22,934.00)	1,780.00
Total Mutual Funds/Closed End Funds/UIT			318,909.00	343,868.22	24,959.00	9,787.00

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Statement Period
Year Ending 12/31/12

Account No.
16H-91119

00091843



ROBERT SIMON FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

The following sections are provided to facilitate your review and the preparation of your tax return.

The 2012 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those with a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012. Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available).

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)								
	KRAFT FOODS GROUP INC Cash/Lieu	CUSIP Number 04/24/12	50076Q106 10/16/12	15.66	13.47	0.00	2.19	
	Covered Short Term Capital Gains and Losses Subtotal			15.66	13.47	0.00	2.19	
	NET SHORT TERM CAPITAL GAINS AND LOSSES			15.66	13.47	0.00	2.19	
LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)								
	ABBOTT LABORATORI 5.15% 12 25000.0000 Sale	CUSIP Number 04/30/09	002819AA8 11/30/12	25,000.00	25,000.00	0.00	0.00	
	INTL LEASE FIN 5.00% 2012 65000.0000 Sale	CUSIP Number 02/26/08	459745FR1 09/17/12	65,000.00	64,805.00	0.00	195.00	
	VERIZON NEW JERSE 5.87% 12 30000.0000 Sale	CUSIP Number 02/26/08	92344UAA3 01/17/12	30,000.00	30,000.00	0.00	0.00	

ROBERT SIMON FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

1099-B

2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
FEDEX CORP DELAWARE COM								
	CUSIP Number	31428X106						
400.0000	Sale	06/24/03	02/24/12	36,052.67	24,076.00	0.00	11,976.67	
300.0000	Sale	10/30/03	02/24/12	27,039.50	22,191.00	0.00	4,848.50	
200.0000	Sale	11/25/03	02/24/12	18,026.34	14,286.00	0.00	3,740.34	
	Security Subtotal			81,118.51	60,553.00	0.00	20,565.51	
ISHARES MSCI EAFE INDEX								
	CUSIP Number	464287465						
800.0000	Sale	03/27/06	06/22/12	38,695.29	51,528.00	0.00	(12,832.71)	
500.0000	Sale	04/24/06	06/22/12	24,184.56	33,825.95	0.00	(9,641.39)	
	Security Subtotal			62,879.85	85,353.95	0.00	(22,474.10)	
MEDTRONIC INC COM								
	CUSIP Number	585055106						
300.0000	Sale	10/18/00	06/22/12	11,393.83	16,182.51	0.00	(4,788.68)	
300.0000	Sale	01/29/01	06/22/12	11,393.83	16,479.00	0.00	(5,085.17)	
500.0000	Sale	08/20/02	06/22/12	18,989.72	21,040.00	0.00	(2,050.28)	
200.0000	Sale	08/16/04	06/22/12	7,595.90	9,866.00	0.00	(2,270.10)	
	Security Subtotal			49,373.28	63,567.51	0.00	(14,194.23)	
SIMON PROPERTY GROUP DEL								
	CUSIP Number	828806109						
300.0000	Sale	07/14/03	06/22/12	45,017.35	12,183.60	0.00	32,833.75	
TEVA PHARMACTCL INDS ADR								
	CUSIP Number	881624209						
600.0000	Sale	12/16/03	10/25/12	24,352.49	17,277.00	0.00	7,075.49	
700.0000	Sale	11/17/04	10/25/12	28,411.25	19,138.00	0.00	9,273.25	
	Security Subtotal			52,763.74	36,415.00	0.00	16,348.74	
TARGET CORP COM								
	CUSIP Number	87612E106						
1100.0000	Sale	09/15/04	04/24/12	62,314.47	50,391.00	0.00	11,923.47	
400.0000	Sale	11/17/04	04/24/12	22,659.82	20,608.00	0.00	2,051.82	
	Security Subtotal			84,974.29	70,999.00	0.00	13,975.29	
ZIMMER HOLDINGS INC COM								
	CUSIP Number	98956P102						
500.0000	Sale	08/15/03	02/24/12	31,035.84	24,450.00	0.00	6,585.84	
500.0000	Sale	11/21/06	02/24/12	31,035.84	37,020.00	0.00	(5,984.16)	
	Security Subtotal			62,071.68	61,470.00	0.00	601.68	

ROBERT SIMON FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

1099-B

2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
WALGREEN CO								
		<i>CUSIP Number</i>	<i>931422109</i>					
300.0000	Sale	12/28/00	02/24/12	10,142.48	12,586.50	0.00	(2,444.02)	
300.0000	Sale	01/29/01	02/24/12	10,142.48	11,751.00	0.00	(1,608.52)	
600.0000	Sale	05/21/01	02/24/12	20,284.98	24,522.00	0.00	(4,237.02)	
300.0000	Sale	08/16/04	02/24/12	10,142.49	11,043.00	0.00	(900.51)	
700.0000	Sale	09/15/04	02/24/12	23,665.81	25,900.00	0.00	(2,234.19)	
	<i>Security Subtotal</i>			<i>74,378.24</i>	<i>85,802.50</i>	<i>0.00</i>	<i>(11,424.26)</i>	
Noncovered Long Term Capital Gains and Losses Subtotal				632,576.94	596,149.56	0.00	36,427.38	
NET LONG TERM CAPITAL GAINS AND LOSSES				632,576.94	596,149.56	0.00	36,427.38	
TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES				632,592.60				
TOTAL REPORTED SALES PROCEEDS				632,592.60				

2012 REALIZED CAPITAL GAIN AND LOSS SUMMARY

COVERED SHORT TERM GAINS/LOSSES	NONCOVERED SHORT TERM GAINS/LOSSES	COVERED LONG TERM GAINS/LOSSES	NONCOVERED LONG TERM GAINS/LOSSES
2.19	0.00	0.00	36,427.38

REALIZED COST BASIS INFORMATION FOR SECURITIES SUBJECT TO AMORTIZATION/ACCRETION AS OF DECEMBER 31, 2012

Security Description	Quantity	Date Acquired	Adjusted Cost Basis	Amortization/Accretion Year-To-Date	Amortization/Accretion Life-To-Date	Sales Price
ABBOTT LABORATORI 5.15% 12	25000.0000	04/30/09	25,000.00	(561.76)	(2,122.50)	25,000.00
VERIZON NEW JERSE 5.87% 12	30000.0000	02/26/08	30,000.00	(11.74)	(945.00)	30,000.00