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

Department of the Treasury
 Internal Revenue Service

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

For calendar year 2012 or tax year beginning 07/01, 2012, and ending 06/30, 2013

Name of foundation
NICK SIMONS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
160 FIFTH AVENUE, 7TH FLOOR

City or town, state, and ZIP code
NEW YORK, NY 10010

A Employer identification number
 20-3101239

B Telephone number (see instructions)
 (646) 654-0066

C If exemption application is pending, check here

D 1 Foreign organizations, check here
 2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

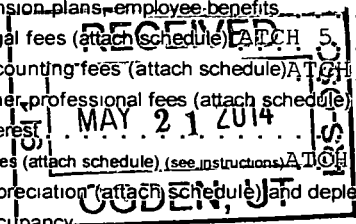
H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 56,863,913.

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)
1 Contributions, gifts, grants, etc., received (attach schedule)		5,400,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		344.	344.		ATCH 1
4 Dividends and interest from securities			507,745.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances		28,500.			ATCH 3
b Less Cost of goods sold		23,724.			
c Gross profit or (loss) (attach schedule)		4,776.			
11 Other income (attach schedule) ATCH 4		2,191.	223,646.		
12 Total. Add lines 1 through 11		5,407,311.	731,735.		
13 Compensation of officers, directors, trustees, etc.		303,900.			303,900.
14 Other employee salaries and wages		179,006.			171,578.
15 Pension plans, employee benefits		168,618.			165,708.
16a Legal fees (attach schedule) ATCH 5		42,778.			78,376.
b Accounting fees (attach schedule) ATCH 6		111,980.	36,953.		77,533.
c Other professional fees (attach schedule) *		207,888.			202,648.
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 8		39,175.	10,982.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy		60,679.			54,042.
21 Travel, conferences, and meetings		278,177.			277,847.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 9		1,706,920.	663,307.		1,513,533.
24 Total operating and administrative expenses. Add lines 13 through 23		3,099,121.	711,242.		2,845,165.
25 Contributions, gifts, grants paid		2,775,529.			2,325,529.
26 Total expenses and disbursements. Add lines 24 and 25		5,874,650.	711,242.	0	5,170,694.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-467,339.			
b Net investment income (if negative, enter -0-)			20,493.		
c Adjusted net income (if negative, enter -0-)					

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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	1,003,158.	806,697.	806,697.
	2	Savings and temporary cash investments	163,025.	233,369.	233,369.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ 10,000,000. Less allowance for doubtful accounts ▶		10,000,000.	10,000,000.
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use	63,806.	424,922.	424,922.
	9	Prepaid expenses and deferred charges		29,095.	29,095.
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	33,143,891.	45,102,625.	45,102,625.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 11)	286,201.	267,205.	267,205.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	34,660,081.	56,863,913.	56,863,913.	
Liabilities	17	Accounts payable and accrued expenses		276,791.	
	18	Grants payable		485,717.	
	19	Deferred revenue		31,200.	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 12)		72,691.	
	23	Total liabilities (add lines 17 through 22)	0	866,399.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	1,480,425.	859,124.	
	25	Temporarily restricted	33,179,656.	55,138,390.	
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	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				
30	Total net assets or fund balances (see instructions)	34,660,081.	55,997,514.		
31	Total liabilities and net assets/fund balances (see instructions)	34,660,081.	56,863,913.		

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	34,660,081.
2	Enter amount from Part I, line 27a	2	-467,339.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	21,804,772.
4	Add lines 1, 2, and 3	4	55,997,514.
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	55,997,514.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-272,706.
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	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	5,021,464.	25,493,121.	0.196973
2010	4,076,656.	17,169,912.	0.237430
2009	3,924,982.	5,965,184.	0.657982
2008	4,630,669.	153,289.	30.208749
2007	3,828,125.	127,736.	29.969038
2	Total of line 1, column (d)		2 61.270172
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 12.254034
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4 40,296,228.
5	Multiply line 4 by line 3		5 493,791,348.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 205.
7	Add lines 5 and 6		7 493,791,553.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions		8 5,170,694.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Total credits and payments'. Total tax due is 3,438.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, tax on political expenditures, and foundation status. Includes 'Yes' and 'No' columns.

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) ATCH. 14
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of FANG HAN Telephone no 646-654-0066
Located at 160 FIFTH AVENUE, 7TH FL, NEW YORK, NY ZIP+4 10010
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? Yes No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country NEPAL

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.

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 instructions)?
Organizations relying on a current notice regarding disaster assistance check here
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?
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
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)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
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? (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?

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

ATCH 15

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? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870

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

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

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
ATCH 16		303,900.	76,823.	0

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
ATCH 17		147,875.	61,396.	0

Total number of other employees paid over \$50,000 Yes No 0

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
ATCH 18		258,504.

Total number of others receiving over \$50,000 for professional services		0

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 TO SUPPORT DEVELOPMENT & TECHNOLOGY OF UNIVERSAL ANESTHESIA MACHINE ("UAM"), A LOW COST, TROLLEY BASED WORKSTATION PROVIDING INHALATION ANESTHESIA USING AN OXYGEN CONCENTRATOR	1,126,152.
2 TO SUPPORT TRAINING FOR RURAL HEALTH CARE WORKERS, CURRICULA DEVELOPMENT, TRAINING SITE START-UP AND DEVELOPMENT, AND PROGRAMS THAT HELP RETAIN HEALTH CARE WORKERS IN THE FIELD	291,292.
3 -----	
4 -----	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2 -----	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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	39,121,956.
b	Average of monthly cash balances	1b	1,787,920.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	40,909,876.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	40,909,876.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	613,648.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,296,228.
6	Minimum investment return. Enter 5% of line 5	6	2,014,811.

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	2,014,811.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	410.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	410.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,014,401.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,014,401.
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	2,014,401.

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	5,170,694.
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	5,170,694.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,170,694.

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				2,014,401.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 3,821,738.				
b From 2008 4,623,005.				
c From 2009 3,626,723.				
d From 2010 3,218,164.				
e From 2011 3,746,956.				
f Total of lines 3a through e	19,036,586.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 5,170,694.				
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				2,014,401.
e Remaining amount distributed out of corpus	3,156,293.			
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	22,192,879.			
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)	3,821,738.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	18,371,141.			
10 Analysis of line 9				
a Excess from 2008 4,623,005.				
b Excess from 2009 3,626,723.				
c Excess from 2010 3,218,164.				
d Excess from 2011 3,746,956.				
e Excess from 2012 3,156,293.				

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

NOT APPLICABLE

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

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

1 Information Regarding Foundation Managers:

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

JAMES SIMONS

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

NONE

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

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

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>ATCH 19</p>				
Total ▶ 3a				2,325,529.
<p>b Approved for future payment</p> <p>ATCH 20</p>				
Total ▶ 3b				450,000.

Schedule of Contributors

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

2012

Name of the organization NICK SIMONS FOUNDATION	Employer identification number 20-3101239
---	---

Organization type (check one)

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

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization NICK SIMONS FOUNDATION

Employer identification number
20-3101239

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES SIMONS ----- 160 FIFTH AVENUE, 7TH FLOOR ----- NEW YORK, NY 10010 -----	\$ 5,400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization NICK SIMONS FOUNDATION

Employer identification number
20-3101239

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----

Name of organization NICK SIMONS FOUNDATION

Employer identification number

20-3101239

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

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

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	75.	75.
INTEREST INCOME - GHS	269.	269.
TOTAL	<u>344.</u>	<u>344.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FROM PARTNERSHIP INTERESTS - RIEF		191,112.
FROM PARTNERSHIP INTERESTS - RIDA		316,633.
TOTAL		<u>507,745.</u>

ATTACHMENT 3

FORM 990-PF, PART I - GROSS SALES LESS RETURNS AND ALLOWANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNIVERSAL ANAESTHESIA MACHINE	28,500.
TOTAL	<u>28,500.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OTHER INCOME - NSF	1,870.	
OTHER INCOME - GHS	321.	
FROM PARTNERSHIP INTERESTS - RIDA		223,646.
	<u>2,191.</u>	<u>223,646.</u>
TOTALS		

ATTACHMENT 5

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES - NSF	1,920.			1,920.
LEGAL FEES - GHS	40,858.			76,456.
TOTALS	<u>42,778.</u>			<u>78,376.</u>

ATTACHMENT 6

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES - NSF	39,470.	13,025.		30,800.
ACCOUNTING FEES - GHS	72,510.	23,928.		46,733.
TOTALS	<u>111,980.</u>	<u>36,953.</u>		<u>77,533.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING FEES - GHS	191,009.			185,769.
PAYROLL SERVICE FEES - GHS	11,647.			11,647.
OTHER PROFESSIONAL FEES - GHS	3,832.			3,832.
OTHER PROFESSIONAL FEES - NSF	1,400.			1,400.
TOTALS	<u>207,888.</u>			<u>202,648.</u>

ATTACHMENT 8

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
EXCISE TAX EXPENSE - NSF	39,175.			
FOREIGN TAXES PAID		10,982.		
TOTALS	<u>39,175.</u>	<u>10,982.</u>		

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PARTNERSHIP EXP - RIEF	291,292.			291,292.
PARTNERSHIP EXP - RIDA	1,126,152.	221,358.		962,812.
NSI PROGRAM EXPENSES	79,109.	441,949.		81,325.
PRODUCTION DEV. COSTS - GHS	1,655.			1,655.
SELLING & MARKETING EXP - GHS	52,233.			53,681.
OFFICE EXPENSES - NSF	24,194.			24,355.
OFFICE EXPENSES - GHS	18,304.			20,234.
INSURANCE - NSF	17,565.			17,565.
INSURANCE - GHS	11,400.			1,994.
TRAINING - GHS	71,630.			58,240.
WARRANTY EXPENSE - GHS	13,386.			380.
GHS PROGRAM EXPENSES				
MISCELLANEOUS - GHS				
TOTALS	<u>1,706,920.</u>	<u>663,307.</u>		<u>1,513,533.</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HEDGE FUNDS	45,102,625.	45,102,625.
TOTALS	<u>45,102,625.</u>	<u>45,102,625.</u>

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVENTORY DEPOSITS	267,205.	267,205.
TOTALS	<u>267,205.</u>	<u>267,205.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DEFERRED EXCISE TAX LIABILITY	72,691.
TOTALS	<u>72,691.</u>

ATTACHMENT 13

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET UNREALIZED GAIN ON INVESTMENTS	1,958,735.
NET SECTION 481(A) ADJUSTMENT	19,846,037.
TOTAL	<u>21,804,772.</u>

FORM 990PF, PART VII-A, LINE 11A-TRANSFERS TO CONT. ENT. STATEMENT

CONTROLLED ENTITY'S NAME: NICK SIMONS INSTITUTE

CONTROLLED ENTITY'S ADDRESS: BOX 8975, EPC 1813

CITY, STATE & ZIP: JHAMSIKHEL

FOREIGN PROVINCE: LALITPUR

FOREIGN COUNTRY: NEPAL

EIN:

TRANSFER AMOUNT: 1,785,000.

EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:

TO TRAIN & SUPPORT HEALTHCARE WORKERS IN THE RURAL REGIONS OF NEPAL.

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: NICK SIMONS INSTITUTE
GRANTEE'S ADDRESS: BOX 8975, EPC 1813
CITY, STATE & ZIP: JHANSIKHEL
FOREIGN PROVINCE: LALITPUR
FOREIGN COUNTRY: NEPAL
GRANT DATE: 05/17/2013
GRANT AMOUNT: 1,785,000.
GRANT PURPOSE: TO TRAIN AND SUPPORT SKILLED COMPASSIONATE HEALTHCARE
WORKERS IN THE RURAL REGIONS OF NEPAL
AMOUNT EXPENDED: 1,785,000.
ANY DIVERSION? NO
DATES OF REPORTS: 9/30/12, 12/31/12, 3/31/13, 6/30/13
VERIFICATION DATE:
RESULTS OF VERIFICATION:

GRANTEE'S NAME: EDNA ADAN UNIVERSITY HOSPITAL
GRANTEE'S ADDRESS: EDNA ADAN HOSPITAL, 1, IFTIN ROAD
CITY, STATE & ZIP: HARGEISA
FOREIGN COUNTRY: SOMALIA
GRANT DATE: 05/27/2013
GRANT AMOUNT: 12,330.
GRANT PURPOSE: TO PROVIDE UNIVERSAL ANESTHESIA INVENTORY PARTS FOR USE
IN HOSPITALS OF RURAL REGIONS
AMOUNT EXPENDED: 12,330.
ANY DIVERSION? NO
DATES OF REPORTS: 6/30/2013
VERIFICATION DATE:
RESULTS OF VERIFICATION:

GRANTEE'S NAME: MULAGO HOSPITAL
GRANTEE'S ADDRESS: MULAGO ROAD, P.O. BOX 7051
CITY, STATE & ZIP: KAMPALA
FOREIGN COUNTRY: UGANDA
GRANT DATE: 10/31/2012
GRANT AMOUNT: 12,046.
GRANT PURPOSE: TO PROVIDE UNIVERSAL ANESTHESIA INVENTORY PARTS FOR USE
IN HOSPITALS OF RURAL REGIONS
AMOUNT EXPENDED: 12,046.
ANY DIVERSION? NO
DATES OF REPORTS: 6/30/2013
VERIFICATION DATE:
RESULTS OF VERIFICATION:

GRANTEE'S NAME: MKURANGA DISTRICT HOSPITAL
GRANTEE'S ADDRESS: P.O. BOX 10
CITY, STATE & ZIP: MKURANGA
FOREIGN COUNTRY: TANZANIA
GRANT DATE: 03/01/2013
GRANT AMOUNT: 11,347.
GRANT PURPOSE: TO PROVIDE UNIVERSAL ANESTHESIA INVENTORY PARTS FOR USE
CONT'D ON NEXT PAGE

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

IN HOSPITALS OF RURAL REGIONS
 AMOUNT EXPENDED: 11,347.
 ANY DIVERSION? NO
 DATES OF REPORTS: 6/30/2013
 VERIFICATION DATE:
 RESULTS OF VERIFICATION:

GRANTEE'S NAME: OKHALDHUNGA HOSPITAL
 GRANTEE'S ADDRESS:
 CITY, STATE & ZIP: OKHALDUNGA
 FOREIGN COUNTRY: NEPAL
 GRANT DATE: 01/31/2013
 GRANT AMOUNT: 11,158.
 GRANT PURPOSE: TO PROVIDE UNIVERSAL ANESTHESIA INVENTORY PARTS FOR USE
 IN HOSPITALS OF RURAL REGIONS
 AMOUNT EXPENDED: 11,158.
 ANY DIVERSION? NO
 DATES OF REPORTS: 6/30/2013
 VERIFICATION DATE:
 RESULTS OF VERIFICATION:

GRANTEE'S NAME: AMDA HOSPITAL DAMAK
 GRANTEE'S ADDRESS: AMDA HOSPITAL DAMAK
 CITY, STATE & ZIP: JHAPA
 FOREIGN COUNTRY: NEPAL
 GRANT DATE: 01/31/2013
 GRANT AMOUNT: 11,135.
 GRANT PURPOSE: TO PROVIDE UNIVERSAL ANESTHESIA INVENTORY PARTS FOR USE
 IN HOSPITALS OF RURAL REGIONS
 AMOUNT EXPENDED: 11,135.
 ANY DIVERSION? NO
 DATES OF REPORTS: 6/30/2013
 VERIFICATION DATE:
 RESULTS OF VERIFICATION:

GRANTEE'S NAME: MODEL HOSPITAL
 GRANTEE'S ADDRESS: KATHMANDU MODEL HOSPITAL
 CITY, STATE & ZIP: KATHMANDU
 FOREIGN COUNTRY: NEPAL
 GRANT DATE: 01/31/2013
 GRANT AMOUNT: 11,135.
 GRANT PURPOSE: TO PROVIDE UNIVERSAL ANESTHESIA INVENTORY PARTS FOR USE
 IN HOSPITALS OF RURAL REGIONS
 AMOUNT EXPENDED: 11,135.
 ANY DIVERSION? NO
 DATES OF REPORTS: 6/30/2013
 VERIFICATION DATE:
 RESULTS OF VERIFICATION:

CONT'D ON NEXT PAGE

ATTACHMENT 15 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: NYANZA HOSPITAL
GRANTEE'S ADDRESS: SOUTHERN PROVINCE, NYANZA DISTRICT
CITY, STATE & ZIP: NYANZA
FOREIGN COUNTRY: RWANDA
GRANT DATE: 01/31/2013
GRANT AMOUNT: 11,135.
GRANT PURPOSE: TO PROVIDE UNIVERSAL ANESTHESIA INVENTORY PARTS FOR USE
IN HOSPITALS OF RURAL REGIONS
AMOUNT EXPENDED: 11,135.
ANY DIVERSION? NO
DATES OF REPORTS: 6/30/2013
VERIFICATION DATE:
RESULTS OF VERIFICATION:

GRANTEE'S NAME: TILGANGA EYE HOSPITAL
GRANTEE'S ADDRESS: GAUSHALA, BAGMATI BRIDGE
CITY, STATE & ZIP: KATHMANDU
FOREIGN COUNTRY: NEPAL
GRANT DATE: 01/31/2013
GRANT AMOUNT: 11,135.
GRANT PURPOSE: TO PROVIDE UNIVERSAL ANESTHESIA INVENTORY PARTS FOR USE
IN HOSPITALS OF RURAL REGIONS
AMOUNT EXPENDED: 11,135.
ANY DIVERSION? NO
DATES OF REPORTS: 6/30/2013
VERIFICATION DATE:
RESULTS OF VERIFICATION:

GRANTEE'S NAME: BUTARE UNIVERSITY TEACHING HOSPITAL
GRANTEE'S ADDRESS: P.O. BOX 324
CITY, STATE & ZIP: BUTARE
FOREIGN PROVINCE: NGOMA SECTOR, HUYE DISTRICT, S PROV
FOREIGN COUNTRY: RWANDA
GRANT DATE: 10/31/2012
GRANT AMOUNT: 10,371.
GRANT PURPOSE: TO PROVIDE UNIVERSAL ANESTHESIA INVENTORY PARTS FOR USE
IN HOSPITALS OF RURAL REGIONS
AMOUNT EXPENDED: 10,371.
ANY DIVERSION? NO
DATES OF REPORTS: 6/30/2013
VERIFICATION DATE:
RESULTS OF VERIFICATION:

GRANTEE'S NAME: KENYATTA NATIONAL HOSPITAL
GRANTEE'S ADDRESS: KENYATTA HOSP. CAMPUS, PO BOX 19676 0020
CITY, STATE & ZIP: NAIROBI
FOREIGN COUNTRY: KENYA
GRANT DATE: 07/31/2012
GRANT AMOUNT: 10,371.
GRANT PURPOSE: TO PROVIDE UNIVERSAL ANESTHESIA INVENTORY PARTS FOR USE
CONT'D ON NEXT PAGE

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

IN HOSPITALS OF RURAL REGIONS
 AMOUNT EXPENDED: 10,371.
 ANY DIVERSION? NO
 DATES OF REPORTS: 6/30/2013
 VERIFICATION DATE:
 RESULTS OF VERIFICATION:

GRANTEE'S NAME: KIAMBU DISTRICT HOSPITAL
 GRANTEE'S ADDRESS: KIAMBU DISTRICT HOSPITAL, PO BOX 39 0090
 CITY, STATE & ZIP: NAIROBI
 FOREIGN COUNTRY: KENYA
 GRANT DATE: 07/31/2012
 GRANT AMOUNT: 10,371.
 GRANT PURPOSE: TO PROVIDE UNIVERSAL ANESTHESIA INVENTORY PARTS FOR USE
 IN HOSPITALS OF RURAL REGIONS
 AMOUNT EXPENDED: 10,371.
 ANY DIVERSION? NO
 DATES OF REPORTS: 6/30/2013
 VERIFICATION DATE:
 RESULTS OF VERIFICATION:

GRANTEE'S NAME: THIKA LEVEL 5 DISTRICT HOSPITAL
 GRANTEE'S ADDRESS: THIKA LEVEL 5 HOSPITAL, THIKA WEST
 CITY, STATE & ZIP: THIKA
 FOREIGN COUNTRY: KENYA
 GRANT DATE: 07/31/2012
 GRANT AMOUNT: 10,370.
 GRANT PURPOSE: TO PROVIDE UNIVERSAL ANESTHESIA INVENTORY PARTS FOR USE
 IN HOSPITALS OF RURAL REGIONS
 AMOUNT EXPENDED: 10,370.
 ANY DIVERSION? NO
 DATES OF REPORTS: 6/30/2013
 VERIFICATION DATE:
 RESULTS OF VERIFICATION:

GRANTEE'S NAME: SOROTI REGIONAL REFERRAL HOSPITAL
 GRANTEE'S ADDRESS: SOROTI REG REFERRAL HOSP. PO BOX 64
 CITY, STATE & ZIP: SOROTI
 FOREIGN COUNTRY: UGANDA
 GRANT DATE: 10/31/2012
 GRANT AMOUNT: 10,259.
 GRANT PURPOSE: TO PROVIDE UNIVERSAL ANESTHESIA INVENTORY PARTS FOR USE
 IN HOSPITALS OF RURAL REGIONS
 AMOUNT EXPENDED: 10,259.
 ANY DIVERSION? NO
 DATES OF REPORTS: 6/30/2013
 VERIFICATION DATE:
 RESULTS OF VERIFICATION:

CONT'D ON NEXT PAGE

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: NENO DISTRICT HOSPITAL
GRANTEE'S ADDRESS: PARTNERS IN HEALTH, P.O. BOX 56
CITY, STATE & ZIP: NENO
FOREIGN COUNTRY: MALAWI
GRANT DATE: 12/31/2012
GRANT AMOUNT: 1,744.
GRANT PURPOSE: TO PROVIDE UNIVERSAL ANESTHESIA INVENTORY PARTS FOR USE
IN HOSPITALS OF RURAL REGIONS
AMOUNT EXPENDED: 1,744.
ANY DIVERSION? NO
DATES OF REPORTS: 6/30/2013
VERIFICATION DATE:
RESULTS OF VERIFICATION:

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JAMES SIMONS 160 FIFTH AVENUE, 7TH FLOOR NEW YORK, NY 10010	PRESIDENT 1.00	0	0	0
MARILYN SIMONS 160 FIFTH AVENUE, 7TH FLOOR NEW YORK, NY 10010	SECRETARY & TREASURER 2.00	0	0	0
CAITLIN HEISING 160 FIFTH AVENUE, 7TH FLOOR NEW YORK, NY 10010	TRUSTEE .50	0	0	0
MARK HEISING 160 FIFTH AVENUE, 7TH FLOOR NEW YORK, NY 10010	TRUSTEE .50	0	0	0
AUDREY SIMONS 160 FIFTH AVENUE, 7TH FLOOR NEW YORK, NY 10010	TRUSTEE .50	0	0	0
LAURA BAXTER SIMONS 160 FIFTH AVENUE, 7TH FLOOR NEW YORK, NY 10010	TRUSTEE .50	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 16 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
LIZ SIMONS 160 FIFTH AVENUE, 7TH FLOOR NEW YORK, NY 10010	TRUSTEE .50	0	0	0
NAT SIMONS 160 FIFTH AVENUE, 7TH FLOOR NEW YORK, NY 10010	TRUSTEE .50	0	0	0
STEPHEN RUDY 160 FIFTH AVENUE, 7TH FLOOR NEW YORK, NY 10010	GRADIAN CEO 40.00	303,900.	76,823.	0
<u>GRAND TOTALS</u>		<u>303,900.</u>	<u>76,823.</u>	<u>0</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
ERICA FRENKEL 160 FIFTH AVENUE, 7TH FLOOR NEW YORK, NY 10010	VP, BUSINESS DEVELOP 40.00	91,500.	23,598. 0
EMILY RYAN 160 FIFTH AVENUE, 7TH FLOOR NEW YORK, NY 10010	PROG. COORDINATOR 40.00	56,375.	37,798. 0
<u>TOTAL COMPENSATION</u>		<u>147,875.</u>	<u>61,396. 0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
STEPHEN KNOBLE P.O. BOX 8975 EPC 1813 KATHMANDU NEPAL	PROGRAM CONSULTANT	66,667.
BHEKH THAPA 239 TANKA PRASAD ROAD BANESHWOR HEIGHT KATHMANDU NEPAL	PROGRAM CONSULTANT	75,000.
FRED LANGWORTHY 9134 ROUTE 289 ADAMS, NY 13605	PROGRAM CONSULTANT	59,587.
FISCAL MANAGEMENT ASSOCIATES 440 PARK AVENUE SOUTH, 3RD FLOOR NEW YORK, NY 10016	ACCOUNTING SERVICES	57,250.
	TOTAL COMPENSATION	<u>258,504.</u>

NICK SIMONS FOUNDATION

20-3101239

FORM 9900FE PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NICK SIMONS INSTITUTE BOX 8975, EPC 1813 JHANSIKHEL LALITPUR NEPAL	N/A NC	PROGRAM & GENERAL OPERATING SUPPORT	1,785,000.
THE AMERICAN HIMALAYAN FOUNDATION 900 MONTGOMERY STREET, SUITE 400 SAN FRANCISCO, CA 94133	N/A PC	GENERAL OPERATING SUPPORT	238,567
HIMALAYAN CATARACT PROJECT PO BOX 55 WATERBURY, VT 05676	N/A PC	GENERAL OPERATING SUPPORT	50,000.
ADVANCE GCFA COVENANT RELATIONSHIP OFFICE 475 RIVERSIDE DRIVE, ROOM 320 NEW YORK, NY 10115	N/A PC	PURPOSE RESTRICTED SUPPORT	45,000.
FUTURE GENERATIONS HC 73 BOX 100, RT 33W NORTH MOUNTAIN FRANKLIN, WV 26807	N/A PC	GENERAL OPERATING SUPPORT	25,000
FOUNDATION FOR THE PEOPLE OF BURMA/ 220 SECOND AVENUE SOUTH SEATTLE, WA 98104	N/A PC	GENERAL OPERATING SUPPORT	20,000

FORM 990E PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
EDNA ADAM UNIVERSITY HOSPITAL 1, IFTIN ROAD HARGEISA SOMALIA	N/A NC	UNIVERSAL ANESTHESIA MACHINE INVENTORY PARTS FOR USE IN HOSPITALS OF RURAL REGIONS	12,330.
MULAGO HOSPITAL MULAGO ROAD, P O. BOX 7051 KAMPALA UGANDA	N/A NC	UNIVERSAL ANESTHESIA MACHINE INVENTORY PARTS FOR USE IN HOSPITALS OF RURAL REGIONS	12,046.
MKURANGA DISTRICT HOSPITAL P O BOX 10 MKURANGA TANZANIA	N/A NC	UNIVERSAL ANESTHESIA MACHINE INVENTORY PARTS FOR USE IN HOSPITALS OF RURAL REGIONS	11,347.
OKHALDHUNGA HOSPITAL OKHALDHUNGA NEPAL	N/A NC	UNIVERSAL ANESTHESIA MACHINE INVENTORY PARTS FOR USE IN HOSPITALS OF RURAL REGIONS	11,158.
AMDA HOSPITAL DAMAK AMDA HOSPITAL DAMAK JHAPA NEPAL	N/A NC	UNIVERSAL ANESTHESIA MACHINE INVENTORY PARTS FOR USE IN HOSPITALS OF RURAL REGIONS	11,135
MODEL HOSPITAL KATHMANDU MODEL HOSPITAL KATHMANDU NEPAL	N/A NC	UNIVERSAL ANESTHESIA MACHINE INVENTORY PARTS FOR USE IN HOSPITALS OF RURAL REGIONS	11,135.

NICK SIMONS FOUNDATION

20-3101239

FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NYANZA HOSPITAL SOUTHERN PROVINCE, NYANZA DISTRICT NYANZA RWANDA	N/A NC	UNIVERSAL ANESTHESIA MACHINE INVENTORY PARTS FOR USE IN HOSPITALS OF RURAL REGIONS	11,135.
TILGANGA EYE HOSPITAL GAUSHALA, BAGMATI BRIDGE KATHMANDU NEPAL	N/A NC	UNIVERSAL ANESTHESIA MACHINE INVENTORY PARTS FOR USE IN HOSPITALS OF RURAL REGIONS	11,135
BUTARE UNIVERSITY TEACHING HOSPITAL (CHUB) P O. BOX 254 BUTARE NGOMA SECTOR, HUYE DISTRICT, S PROV RWANDA	N/A NC	UNIVERSAL ANESTHESIA MACHINE INVENTORY PARTS FOR USE IN HOSPITALS OF RURAL REGIONS	10,371.
KENYATTA NATIONAL HOSPITAL KENYATTA HOSP. CAMPUS, PO BOX 19676 00202 NAIROBI KENYA	N/A NC	UNIVERSAL ANESTHESIA MACHINE INVENTORY PARTS FOR USE IN HOSPITALS OF RURAL REGIONS	10,371
KIAMBU DISTRICT HOSPITAL KIAMBU DISTRICT HOSPITAL, PO BOX 39 00900 KIAMBU KENYA	N/A NC	UNIVERSAL ANESTHESIA MACHINE INVENTORY PARTS FOR USE IN HOSPITALS OF RURAL REGIONS	10,371
THIKA LEVEL 5 DISTRICT HOSPITAL THIKA LEVEL 5 HOSPITAL, THIKA WEST THIKA KENYA	N/A NC	UNIVERSAL ANESTHESIA MACHINE INVENTORY PARTS FOR USE IN HOSPITALS OF RURAL REGIONS	10,370

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SOROTI REGIONAL REFERRAL HOSPITAL SOROTI REG REFERRAL HOSP PO BOX 64 SOROTI UGANDA	N/A NC	UNIVERSAL ANESTHESIA MACHINE INVENTORY PARTS FOR USE IN HOSPITALS OF RURAL REGIONS	10,259
FRIENDS OF PATAN HOSPITAL 1980 DAHLIA STREET DENVER, CO 80220	N/A PC	CAPITAL IMPROVEMENTS	5,000
KATHAMANDU VALLEY PRESERVATION TRUST 136 WEST 21ST STREET, 11TH FLOOR NEW YORK, NY 10011	N/A PC	GENERAL OPERATING SUPPORT	5,000.
AMERICAN NEPAL MEDICAL FOUNDATION 2743 SOUTH VETERAN'S HOSPITAL, PMB #302 SPRINGFIELD, IL 62704	N/A PC	GENERAL OPERATING SUPPORT	2,500.
DARROW SCHOOL 110 DARROW ROAD NEW LEBANON, NY 12125	N/A PC	GENERAL OPERATING SUPPORT	2,000
JOHNS HOPKINS UNIVERSITY 1800 ORLEANS ST , THE CHARLOTTE R. BLOOMBERG CHILDREN'S CENTER STE 6347 BALTIMORE, MD 21287-4904	N/A PC	GENERAL OPERATING SUPPORT	1,855

FORM 990E, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NENO DISTRICT HOSPITAL. PARTNERS IN HEALTH PARTNERS IN HEALTH, P.O. BOX 56 NENO MALAWI	N/A NC	UNIVERSAL ANESTHESIA MACHINE INVENTORY PARTS FOR USE IN HOSPITALS OF RURAL REGIONS	1,744.
THE MIQUON SCHOOL 2025 HARTS LANE CONSHOCKEN, PA 19428	N/A PC	GENERAL OPERATING SUPPORT	600
PRINCETON UNIVERSITY 200 ELM DRIVE PRINCETON, NJ 08544	N/A PC	GENERAL OPERATING SUPPORT	100.

TOTAL CONTRIBUTIONS PAID 2,325,529.

NICK SIMONS FOUNDATION

20-3101239

FORM 990EF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 20

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

NYAYA HEALTH
135 COLLEGE ST, STE 323
NEW HAVEN, CT 06510

N/A
PC

GENERAL OPERATING SUPPORT

450,000.

TOTAL CONTRIBUTIONS APPROVED

450,000.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 21

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
OTHER INCOME - NSF			01	1,870.	
OTHER INCOME - GHS			01	321.	
TOTALS				<u>2,191.</u>	

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

NICK SIMONS FOUNDATION

Employer identification number

20-3101239

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-272,706.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	-272,706.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		-272,706.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14	15		-272,706.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	(3,000.)
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		17 18 19 20 21 22 23 24 25 26 27 28 29
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20 If zero or less, enter -0-	22		
23	Subtract line 22 from line 17 If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Application for Change in Accounting Method

OMB No 1545-0152

Name of filer (name of parent corporation if a consolidated group) (see instructions) NICK SIMONS FOUNDATION		Identification number (see instructions) 20-3101239	
		Principal business activity code number (see instructions) N/A	
Number, street, and room or suite no. If a P O box, see the instructions 160 FIFTH AVENUE, 7TH FLOOR		Tax year of change begins (MM/DD/YYYY)	07/01/2012
City or town, state, and ZIP code NEW YORK, NY 10010		Tax year of change ends (MM/DD/YYYY)	06/30/2013
Name of applicant(s) (if different than filer) and identification number(s) (see instructions)		Name of contact person (see instructions) PAUL E. HAMMERSCHMIDT, CPA	
		Contact person's telephone number (212)-885-8321	

If the applicant is a member of a consolidated group, check this box

If Form 2848, Power of Attorney and Declaration of Representative, is attached (see instructions for when Form 2848 is required), check this box

Check the box to indicate the type of applicant. <input type="checkbox"/> Individual <input type="checkbox"/> Corporation <input type="checkbox"/> Controlled foreign corporation (Sec. 957) <input type="checkbox"/> 10/50 corporation (Sec. 904(d)(2)(E)) <input type="checkbox"/> Qualified personal service corporation (Sec. 448(d)(2)) <input checked="" type="checkbox"/> Exempt organization. Enter Code section ► 501(C)(3)		Check the appropriate box to indicate the type of accounting method change being requested. (see instructions) <input type="checkbox"/> Depreciation or Amortization <input type="checkbox"/> Financial Products and/or Financial Activities of Financial Institutions <input checked="" type="checkbox"/> Other (specify) ► OVERALL CASH TO ACCRUAL METHOD	
<input type="checkbox"/> Cooperative (Sec. 1381) <input type="checkbox"/> Partnership <input type="checkbox"/> S corporation <input type="checkbox"/> Insurance co. (Sec. 816(a)) <input type="checkbox"/> Insurance co. (Sec. 831) <input type="checkbox"/> Other (specify) ►			

Caution. To be eligible for approval of the requested change in method of accounting, the taxpayer must provide all information that is relevant to the taxpayer or to the taxpayer's requested change in method of accounting. This includes all information requested on this Form 3115 (including its instructions), as well as any other information that is not specifically requested.

The taxpayer must attach all applicable supplemental statements requested throughout this form.

Part I Information For Automatic Change Request		Yes	No
1	Enter the applicable designated automatic accounting method change number for the requested automatic change. Enter only one designated automatic accounting method change number, except as provided for in guidance published by the IRS. If the requested change has no designated automatic accounting method change number, check "Other," and provide both a description of the change and citation of the IRS guidance providing the automatic change. See instructions. ► (a) Change No. <u>122</u> (b) Other <input type="checkbox"/> Description ► _____		
2	Do any of the scope limitations described in section 4.02 of Rev. Proc. 2008-52 cause automatic consent to be unavailable for the applicant's requested change? If "Yes," attach an explanation.		✓
Note. Complete Part II below and then Part IV, and also Schedules A through E of this form (if applicable).			

Part II Information For All Requests		Yes	No
3	Did or will the applicant cease to engage in the trade or business to which the requested change relates, or terminate its existence, in the tax year of change (see instructions)? If "Yes," the applicant is not eligible to make the change under automatic change request procedures.		✓
4a	Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) under examination (see instructions)? If "No," go to line 5.		✓
b	Is the method of accounting the applicant is requesting to change an issue (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) either (i) under consideration or (ii) placed in suspense (see instructions)? N/A		✓

Signature (see instructions)

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

<p style="text-align: center;">Filer</p> <p style="text-align: center;"><i>Marilyn Simons</i>, 5/13/14</p> <hr/> <p style="text-align: center;">Signature and date</p> <p style="text-align: center;"><u>Marilyn Simons, Treasurer</u></p> <p style="text-align: center;">Name and title (print or type)</p>	<p style="text-align: center;">Preparer (other than filer/applicant)</p> <p style="text-align: center;"><i>Paul E. Hammerschmidt</i>, 5/16/14</p> <hr/> <p style="text-align: center;">Signature of individual preparing the application and date</p> <p style="text-align: center;">PAUL E. HAMMERSCHMIDT</p> <p style="text-align: center;">Name of individual preparing the application (print or type)</p> <p style="text-align: center;">BDO USA, LLP</p> <p style="text-align: center;">Name of firm preparing the application</p>
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Part II Information For All Requests (continued)	Yes	No
4c Is the method of accounting the applicant is requesting to change an issue pending (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) for any tax year under examination (see instructions)?		N/A
d Is the request to change the method of accounting being filed under the procedures requiring that the operating division director consent to the filing of the request (see instructions)? If "Yes," attach the consent statement from the director.		N/A
e Is the request to change the method of accounting being filed under the 90-day or 120-day window period? If "Yes," check the box for the applicable window period and attach the required statement (see instructions). <input type="checkbox"/> 90 day <input type="checkbox"/> 120 day: Date examination ended ▶ _____		N/A
f If you answered "Yes" to line 4a, enter the name and telephone number of the examining agent and the tax year(s) under examination. Name ▶ _____ Telephone number ▶ _____ Tax year(s) ▶ _____		N/A
g Has a copy of this Form 3115 been provided to the examining agent identified on line 4f?		N/A
5a Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) before Appeals and/or a Federal court? If "Yes," enter the name of the (check the box) <input type="checkbox"/> Appeals officer and/or <input type="checkbox"/> counsel for the government, telephone number, and the tax year(s) before Appeals and/or a Federal court. Name ▶ _____ Telephone number ▶ _____ Tax year(s) ▶ _____		✓
b Has a copy of this Form 3115 been provided to the Appeals officer and/or counsel for the government identified on line 5a?		N/A
c Is the method of accounting the applicant is requesting to change an issue under consideration by Appeals and/or a Federal court (for either the applicant or any present or former consolidated group in which the applicant was a member for the tax year(s) the applicant was a member) (see instructions)? If "Yes," attach an explanation.		N/A
6 If the applicant answered "Yes" to line 4a and/or 5a with respect to any present or former consolidated group, attach a statement that provides each parent corporation's (a) name, (b) identification number, (c) address, and (d) tax year(s) during which the applicant was a member that is under examination, before an Appeals office, and/or before a Federal court. N/A		N/A
7 If, for federal income tax purposes, the applicant is either an entity (including a limited liability company) treated as a partnership or an S corporation, is it requesting a change from a method of accounting that is an issue under consideration in an examination, before Appeals, or before a Federal court, with respect to a Federal income tax return of a partner, member, or shareholder of that entity? If "Yes," the applicant is not eligible to make the change.		N/A
8a Does the applicable revenue procedure (advance consent or automatic consent) state that the applicant does not receive audit protection for the requested change (see instructions)?		N/A
b If "Yes," attach an explanation.		N/A
9a Has the applicant, its predecessor, or a related party requested or made (under either an automatic change procedure or a procedure requiring advance consent) a change in method of accounting within the past 5 years (including the year of the requested change)?		✓
b If "Yes," for each trade or business, attach a description of each requested change in method of accounting (including the tax year of change) and state whether the applicant received consent. N/A		N/A
c If any application was withdrawn, not perfected, or denied, or if a Consent Agreement granting a change was not signed and returned to the IRS, or the change was not made or not made in the requested year of change, attach an explanation. N/A		N/A
10a Does the applicant, its predecessor, or a related party currently have pending any request (including any concurrently filed request) for a private letter ruling, change in method of accounting, or technical advice?		✓
b If "Yes," for each request attach a statement providing the name(s) of the taxpayer, identification number(s), the type of request (private letter ruling, change in method of accounting, or technical advice), and the specific issue(s) in the request(s). N/A		N/A
11 Is the applicant requesting to change its overall method of accounting? SEE STMT If "Yes," check the appropriate boxes below to indicate the applicant's present and proposed methods of accounting. Also, complete Schedule A on page 4 of this form.		✓
Present method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Hybrid (attach description)		
Proposed method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Hybrid (attach description)		

Part II Information For All Requests (continued)	Yes	No																								
12 If the applicant is either (i) not changing its overall method of accounting, or (ii) is changing its overall method of accounting and also changing to a special method of accounting for one or more items, attach a detailed and complete description for each of the following: N/A a The item(s) being changed. b The applicant's present method for the item(s) being changed. c The applicant's proposed method for the item(s) being changed. d The applicant's present overall method of accounting (cash, accrual, or hybrid)																										
13 Attach a detailed and complete description of the applicant's trade(s) or business(es), and the principal business activity code for each. If the applicant has more than one trade or business as defined in Regulations section 1.446-1(d), describe whether each trade or business is accounted for separately; the goods and services provided by each trade or business and any other types of activities engaged in that generate gross income; the overall method of accounting for each trade or business; and which trade or business is requesting to change its accounting method as part of this application or a separate application SEE STMT																										
14 Will the proposed method of accounting be used for the applicant's books and records and financial statements? For insurance companies, see the instructions If "No," attach an explanation.	✓																									
15a Has the applicant engaged, or will it engage, in a transaction to which section 381(a) applies (e.g., a reorganization, merger, or liquidation) during the proposed tax year of change determined without regard to any potential closing of the year under section 381(b)(1)?		✓																								
b If "Yes," for the items of income and expense that are the subject of this application, attach a statement identifying the methods of accounting used by the parties to the section 381(a) transaction immediately before the date of distribution or transfer and the method(s) that would be required by section 381(c)(4) or (c)(5) absent consent to the change(s) requested in this application. N/A																										
16 Does the applicant request a conference with the IRS National Office if the IRS proposes an adverse response?	✓	SEE STMT																								
17 If the applicant is changing to either the overall cash method, an overall accrual method, or is changing its method of accounting for any property subject to section 263A, any long-term contract subject to section 460, or inventories subject to section 474, enter the applicant's gross receipts for the 3 tax years preceding the tax year of change.																										
<table style="width:100%; border-collapse: collapse;"> <tr> <td style="width: 33%; border-bottom: 1px solid black;">1st preceding year ended mo</td> <td style="width: 10%; text-align: center; border-bottom: 1px solid black;">06</td> <td style="width: 10%; text-align: center; border-bottom: 1px solid black;">yr</td> <td style="width: 10%; text-align: center; border-bottom: 1px solid black;">2012</td> <td style="width: 33%; border-bottom: 1px solid black;">2nd preceding year ended mo</td> <td style="width: 10%; text-align: center; border-bottom: 1px solid black;">06</td> <td style="width: 10%; text-align: center; border-bottom: 1px solid black;">yr</td> <td style="width: 10%; text-align: center; border-bottom: 1px solid black;">2011</td> <td style="width: 33%; border-bottom: 1px solid black;">3rd preceding year ended mo</td> <td style="width: 10%; text-align: center; border-bottom: 1px solid black;">06</td> <td style="width: 10%; text-align: center; border-bottom: 1px solid black;">yr</td> <td style="width: 10%; text-align: center; border-bottom: 1px solid black;">2010</td> </tr> <tr> <td style="border-bottom: 1px solid black;">\$</td> <td colspan="3" style="border-bottom: 1px solid black; text-align: right;">23,869,652.</td> <td style="border-bottom: 1px solid black;">\$</td> <td colspan="3" style="border-bottom: 1px solid black; text-align: right;">11,800,188.</td> <td style="border-bottom: 1px solid black;">\$</td> <td colspan="3" style="border-bottom: 1px solid black; text-align: right;">16,800,020.</td> </tr> </table>	1st preceding year ended mo	06	yr	2012	2nd preceding year ended mo	06	yr	2011	3rd preceding year ended mo	06	yr	2010	\$	23,869,652.			\$	11,800,188.			\$	16,800,020.				
1st preceding year ended mo	06	yr	2012	2nd preceding year ended mo	06	yr	2011	3rd preceding year ended mo	06	yr	2010															
\$	23,869,652.			\$	11,800,188.			\$	16,800,020.																	

Part III Information For Advance Consent Request	Yes	No
18 Is the applicant's requested change described in any revenue procedure, revenue ruling, notice, regulation, or other published guidance as an automatic change request? If "Yes," attach an explanation describing why the applicant is submitting its request under advance consent request procedures.		
19 Attach a full explanation of the legal basis supporting the proposed method for the item being changed. Include a detailed and complete description of the facts that explains how the law specifically applies to the applicant's situation and that demonstrates that the applicant is authorized to use the proposed method. Include all authority (statutes, regulations, published rulings, court cases, etc) supporting the proposed method. Also, include either a discussion of the contrary authorities or a statement that no contrary authority exists.		
20 Attach a copy of all documents related to the proposed change (see instructions).		
21 Attach a statement of the applicant's reasons for the proposed change		
22 If the applicant is a member of a consolidated group for the year of change, do all other members of the consolidated group use the proposed method of accounting for the item being changed? If "No," attach an explanation.		
23a Enter the amount of user fee attached to this application (see instructions). ▶ \$ _____		
b If the applicant qualifies for a reduced user fee, attach the required information or certification (see instructions).		

Part IV Section 481(a) Adjustment	Yes	No
24 Does the applicable revenue procedure, revenue ruling, notice, regulation, or other published guidance require the applicant to implement the requested change in method of accounting on a cut-off basis rather than a section 481(a) adjustment? If "Yes," do not complete lines 25, 26, and 27 below.		✓
25 Enter the section 481(a) adjustment Indicate whether the adjustment is an increase (+) or a decrease (-) in income. ▶ \$ <u> + 19,846,037 </u> . Attach a summary of the computation and an explanation of the methodology used to determine the section 481(a) adjustment If it is based on more than one component, show the computation for each component. If more than one applicant is applying for the method change on the same application, attach a list of the name, identification number, principal business activity code (see instructions), and the amount of the section 481(a) adjustment attributable to each applicant. SEE STMT		

Part IV Section 481(a) Adjustment (continued)		Yes	No
26	If the section 481(a) adjustment is an increase to income of less than \$25,000, does the applicant elect to take the entire amount of the adjustment into account in the year of change?		N/A
27	Is any part of the section 481(a) adjustment attributable to transactions between members of an affiliated group, a consolidated group, a controlled group, or other related parties? If "Yes," attach an explanation.		✓

Schedule A—Change in Overall Method of Accounting (If Schedule A applies, Part I below must be completed.)

Part I Change in Overall Method (see instructions)

- 1 Enter the following amounts as of the close of the tax year preceding the year of change. If none, state "None." Also, attach a statement providing a breakdown of the amounts entered on lines 1a through 1g. **SEE STMT**
- | | Amount |
|--|------------------|
| a Income accrued but not received (such as accounts receivable) | \$ 20,000,000. |
| b Income received or reported before it was earned (such as advanced payments). Attach a description of the income and the legal basis for the proposed method | NONE |
| c Expenses accrued but not paid (such as accounts payable) | (178,997.) |
| d Prepaid expenses previously deducted | 25,034. |
| e Supplies on hand previously deducted and/or not previously reported | NONE |
| f Inventory on hand previously deducted and/or not previously reported. Complete Schedule D, Part II | NONE |
| g Other amounts (specify). Attach a description of the item and the legal basis for its inclusion in the calculation of the section 481(a) adjustment. ▶ | NONE |
| h Net section 481(a) adjustment (Combine lines 1a–1g) Indicate whether the adjustment is an increase (+) or decrease (-) in income. Also enter the net amount of this section 481(a) adjustment amount on Part IV, line 25. | \$ + 19,846,037. |
- 2 Is the applicant also requesting the recurring item exception under section 461(h)(3)? **SEE STMT** Yes No
- 3 Attach copies of the profit and loss statement (Schedule F (Form 1040) for farmers) and the balance sheet, if applicable, as of the close of the tax year preceding the year of change. Also attach a statement specifying the accounting method used when preparing the balance sheet. If books of account are not kept, attach a copy of the business schedules submitted with the Federal income tax return or other return (e.g., tax-exempt organization returns) for that period. If the amounts in Part I, lines 1a through 1g, do not agree with those shown on both the profit and loss statement and the balance sheet, attach a statement explaining the differences. **SEE STMT**

Part II Change to the Cash Method For Advance Consent Request (see instructions) N/A

Applicants requesting a change to the cash method must attach the following information:

- A description of inventory items (items whose production, purchase, or sale is an income-producing factor) and materials and supplies used in carrying out the business.
- An explanation as to whether the applicant is required to use the accrual method under any section of the Code or regulations.

Schedule B—Change to the Deferral Method for Advance Payments (see instructions) N/A

- 1 If the applicant is requesting to change to the Deferral Method for advance payments described in section 5.02 of Rev. Proc. 2004-34, 2004-1 C.B. 991, attach the following information:
- A statement explaining how the advance payments meet the definition in section 4.01 of Rev. Proc. 2004-34.
 - If the applicant is filing under the automatic change procedures of Rev. Proc. 2008-52, the information required by section 8.02(3)(a)-(c) of Rev. Proc. 2004-34
 - If the applicant is filing under the advance consent provisions of Rev. Proc. 97-27, the information required by section 8.03(2)(a)-(f) of Rev. Proc. 2004-34.
- 2 If the applicant is requesting to change to the deferral method for advance payments described in Regulations section 1.451-5(b)(1)(ii), attach the following
- A statement explaining how the advance payments meet the definition in Regulations section 1.451-5(a)(1).
 - A statement explaining what portions of the advance payments, if any, are attributable to services, whether such services are integral to the provisions of goods or items, and whether any portions of the advance payments that are attributable to non-integral services are less than five percent of the total contract prices. See Regulations sections 1.451-5(a)(2)(i) and (3).
 - A statement explaining that the advance payments will be included in income no later than when included in gross receipts for purposes of the applicant's financial reports. See Regulations section 1.451-5(b)(1)(ii)
 - A statement explaining whether the inventoriable goods exception of Regulations section 1.451-5(c) applies and if so, when substantial advance payments will be received under the contracts, and how the exception will limit the deferral of income

Schedule C—Changes Within the LIFO Inventory Method (see instructions) N/A**Part I General LIFO Information**

Complete this section if the requested change involves changes within the LIFO inventory method. Also, attach a copy of all **Forms 970, Application To Use LIFO Inventory Method**, filed to adopt or expand the use of the LIFO method.

- 1 Attach a description of the applicant's present and proposed LIFO methods and submethods for each of the following items:
 - a Valuing inventory (e.g., unit method or dollar-value method).
 - b Pooling (e.g., by line or type or class of goods, natural business unit, multiple pools, raw material content, simplified dollar-value method, inventory price index computation (IPIC) pools, vehicle-pool method, etc.).
 - c Pricing dollar-value pools (e.g., double-extension, index, link-chain, link-chain index, IPIC method, etc.).
 - d Determining the current-year cost of goods in the ending inventory (i.e., most recent acquisitions, earliest acquisitions during the current year, average cost of current-year acquisitions, or other permitted method).
- 2 If any present method or submethod used by the applicant is not the same as indicated on Form(s) 970 filed to adopt or expand the use of the method, attach an explanation.
- 3 If the proposed change is not requested for all the LIFO inventory, attach a statement specifying the inventory to which the change is and is not applicable.
- 4 If the proposed change is not requested for all of the LIFO pools, attach a statement specifying the LIFO pool(s) to which the change is applicable.
- 5 Attach a statement addressing whether the applicant values any of its LIFO inventory on a method other than cost. For example, if the applicant values some of its LIFO inventory at retail and the remainder at cost, identify which inventory items are valued under each method.
- 6 If changing to the IPIC method, attach a completed Form 970.

Part II Change in Pooling Inventories

- 1 If the applicant is proposing to change its pooling method or the number of pools, attach a description of the contents of, and state the base year for, each dollar-value pool the applicant presently uses and proposes to use.
- 2 If the applicant is proposing to use natural business unit (NBU) pools or requesting to change the number of NBU pools, attach the following information (to the extent not already provided) in sufficient detail to show that each proposed NBU was determined under Regulations section 1.472-8(b)(1) and (2):
 - a A description of the types of products produced by the applicant. If possible, attach a brochure.
 - b A description of the types of processes and raw materials used to produce the products in each proposed pool
 - c If all of the products to be included in the proposed NBU pool(s) are not produced at one facility, state the reasons for the separate facilities, the location of each facility, and a description of the products each facility produces.
 - d A description of the natural business divisions adopted by the taxpayer. State whether separate cost centers are maintained and if separate profit and loss statements are prepared.
 - e A statement addressing whether the applicant has inventories of items purchased and held for resale that are not further processed by the applicant, including whether such items, if any, will be included in any proposed NBU pool.
 - f A statement addressing whether all items including raw materials, goods-in-process, and finished goods entering into the entire inventory investment for each proposed NBU pool are presently valued under the LIFO method. Describe any items that are not presently valued under the LIFO method that are to be included in each proposed pool.
 - g A statement addressing whether, within the proposed NBU pool(s), there are items both sold to unrelated parties and transferred to a different unit of the applicant to be used as a component part of another product prior to final processing.
- 3 If the applicant is engaged in manufacturing and is proposing to use the multiple pooling method or raw material content pools, attach information to show that each proposed pool will consist of a group of items that are substantially similar. See Regulations section 1.472-8(b)(3)
- 4 If the applicant is engaged in the wholesaling or retailing of goods and is requesting to change the number of pools used, attach information to show that each of the proposed pools is based on customary business classifications of the applicant's trade or business. See Regulations section 1.472-8(c).

Schedule D—Change in the Treatment of Long-Term Contracts Under Section 460, Inventories, or Other Section 263A Assets (see instructions) N/A

Part I Change in Reporting Income From Long-Term Contracts (Also complete Part III on pages 7 and 8.)

- 1 To the extent not already provided, attach a description of the applicant's present and proposed methods for reporting income and expenses from long-term contracts. Also, attach a representative actual contract (without any deletion) for the requested change. If the applicant is a construction contractor, attach a detailed description of its construction activities
2a Are the applicant's contracts long-term contracts as defined in section 460(f)(1) (see instructions)?
b If "Yes," do all the contracts qualify for the exception under section 460(e) (see instructions)?
c If line 2b is "Yes," is the applicant requesting to use the percentage-of-completion method using cost-to-cost under Regulations section 1.460-4(b)?
d If line 2c is "No," is the applicant requesting to use the exempt-contract percentage-of-completion method under Regulations section 1.460-4(c)(2)?
3a Does the applicant have long-term manufacturing contracts as defined in section 460(f)(2)?
b If "Yes," attach an explanation of the applicant's present and proposed method(s) of accounting for long-term manufacturing contracts.
c Attach a description of the applicant's manufacturing activities, including any required installation of manufactured goods.
4 To determine a contract's completion factor using the percentage-of-completion method:
a Will the applicant use the cost-to-cost method in Regulations section 1.460-4(b)?
b If line 4a is "No," is the applicant electing the simplified cost-to-cost method (see section 460(b)(3) and Regulations section 1.460-5(c))?
5 Attach a statement indicating whether any of the applicant's contracts are either cost-plus long-term contracts or Federal long-term contracts.

Part II Change in Valuing Inventories Including Cost Allocation Changes (Also complete Part III on pages 7 and 8.)

- 1 Attach a description of the inventory goods being changed.
2 Attach a description of the inventory goods (if any) NOT being changed.
3a Is the applicant subject to section 263A? If "No," go to line 4a
b Is the applicant's present inventory valuation method in compliance with section 263A (see instructions)? If "No," attach a detailed explanation

4a Check the appropriate boxes below.

Identification methods:

- Specific identification
FIFO
LIFO
Other (attach explanation)

Valuation methods:

- Cost
Cost or market, whichever is lower
Retail cost
Retail, lower of cost or market
Other (attach explanation)

Table with 3 columns: Inventory Being Changed (Present method, Proposed method), Inventory Not Being Changed (Present method). Rows correspond to identification and valuation methods.

- b Enter the value at the end of the tax year preceding the year of change
5 If the applicant is changing from the LIFO inventory method to a non-LIFO method, attach the following information (see instructions).
a Copies of Form(s) 970 filed to adopt or expand the use of the method.
b Only for applicants requesting advance consent. A statement describing whether the applicant is changing to the method required by Regulations section 1.472-6(a) or (b), or whether the applicant is proposing a different method.
c Only for applicants requesting an automatic change. The statement required by section 22.01(5) of the Appendix of Rev Proc 2008-52 (or its successor).

Part III Method of Cost Allocation (Complete this part if the requested change involves either property subject to section 263A or long-term contracts as described in section 460 (see instructions)).

Section A—Allocation and Capitalization Methods

Attach a description (including sample computations) of the present and proposed method(s) the applicant uses to capitalize direct and indirect costs properly allocable to real or tangible personal property produced and property acquired for resale, or to allocate and, where appropriate, capitalize direct and indirect costs properly allocable to long-term contracts. Include a description of the method(s) used for allocating indirect costs to intermediate cost objectives such as departments or activities prior to the allocation of such costs to long-term contracts, real or tangible personal property produced, and property acquired for resale. The description must include the following:

- 1 The method of allocating direct and indirect costs (i.e., specific identification, burden rate, standard cost, or other reasonable allocation method).
- 2 The method of allocating mixed service costs (i.e., direct reallocation, step-allocation, simplified service cost using the labor-based allocation ratio, simplified service cost using the production cost allocation ratio, or other reasonable allocation method).
- 3 The method of capitalizing additional section 263A costs (i.e., simplified production with or without the historic absorption ratio election, simplified resale with or without the historic absorption ratio election including permissible variations, the U.S. ratio, or other reasonable allocation method).

Section B—Direct and Indirect Costs Required To Be Allocated

Check the appropriate boxes showing the costs that are or will be fully included, to the extent required, in the cost of real or tangible personal property produced or property acquired for resale under section 263A or allocated to long-term contracts under section 460. Mark "N/A" in a box if those costs are not incurred by the applicant. If a box is not checked, it is assumed that those costs are not fully included to the extent required. Attach an explanation for boxes that are not checked.

	Present method	Proposed method
1 Direct material		
2 Direct labor		
3 Indirect labor		
4 Officers' compensation (not including selling activities)		
5 Pension and other related costs		
6 Employee benefits		
7 Indirect materials and supplies		
8 Purchasing costs		
9 Handling, processing, assembly, and repackaging costs		
10 Offsite storage and warehousing costs		
11 Depreciation, amortization, and cost recovery allowance for equipment and facilities placed in service and not temporarily idle		
12 Depletion		
13 Rent		
14 Taxes other than state, local, and foreign income taxes		
15 Insurance		
16 Utilities		
17 Maintenance and repairs that relate to a production, resale, or long-term contract activity		
18 Engineering and design costs (not including section 174 research and experimental expenses)		
19 Rework labor, scrap, and spoilage		
20 Tools and equipment		
21 Quality control and inspection		
22 Bidding expenses incurred in the solicitation of contracts awarded to the applicant		
23 Licensing and franchise costs		
24 Capitalizable service costs (including mixed service costs)		
25 Administrative costs (not including any costs of selling or any return on capital)		
26 Research and experimental expenses attributable to long-term contracts		
27 Interest		
28 Other costs (Attach a list of these costs.)		

Part III Method of Cost Allocation (see instructions) (continued)

Section C—Other Costs Not Required To Be Allocated (Complete Section C only if the applicant is requesting to change its method for these costs.)

	Present method	Proposed method
1 Marketing, selling, advertising, and distribution expenses		
2 Research and experimental expenses not included in Section B, line 26		
3 Bidding expenses not included in Section B, line 22		
4 General and administrative costs not included in Section B		
5 Income taxes		
6 Cost of strikes		
7 Warranty and product liability costs		
8 Section 179 costs		
9 On-site storage		
10 Depreciation, amortization, and cost recovery allowance not included in Section B, line 11		
11 Other costs (Attach a list of these costs.)		

Schedule E—Change in Depreciation or Amortization (see instructions) N/A

Applicants requesting approval to change their method of accounting for depreciation or amortization complete this section. Applicants **must** provide this information for each item or class of property for which a change is requested.

Note. See the **List of Automatic Accounting Method Changes** in the instructions for information regarding automatic changes under sections 56, 167, 168, 197, 1400I, 1400L, or former section 168. **Do not** file Form 3115 with respect to certain late elections and election revocations (see instructions).

- 1 Is depreciation for the property determined under Regulations section 1.167(a)-11 (CLADR)? Yes No
If "Yes," the only changes permitted are under Regulations section 1.167(a)-11(c)(1)(iii).
- 2 Is any of the depreciation or amortization required to be capitalized under any Code section (e.g., section 263A)? Yes No
If "Yes," enter the applicable section ► _____
- 3 Has a depreciation, amortization, or expense election been made for the property (e.g., the election under sections 168(f)(1), 179, or 179C)? Yes No
If "Yes," state the election made ► _____
- 4a To the extent not already provided, attach a statement describing the property being changed. Include in the description the type of property, the year the property was placed in service, and the property's use in the applicant's trade or business or income-producing activity.
- b If the property is residential rental property, did the applicant live in the property before renting it? . . . Yes No
- c Is the property public utility property? Yes No
- 5 To the extent not already provided in the applicant's description of its present method, attach a statement explaining how the property is treated under the applicant's present method (e.g., depreciable property, inventory property, supplies under Regulations section 1.162-3, nondepreciable section 263(a) property, property deductible as a current expense, etc.)
- 6 If the property is not currently treated as depreciable or amortizable property, attach a statement of the facts supporting the proposed change to depreciate or amortize the property.
- 7 If the property is currently treated and/or will be treated as depreciable or amortizable property, provide the following information for both the present (if applicable) and proposed methods:
 - a The Code section under which the property is or will be depreciated or amortized (e.g., section 168(g)).
 - b The applicable asset class from Rev. Proc. 87-56, 1987-2 C.B. 674, for each asset depreciated under section 168 (MACRS) or under section 1400L; the applicable asset class from Rev. Proc. 83-35, 1983-1 C.B. 745, for each asset depreciated under former section 168 (ACRS); an explanation why no asset class is identified for each asset for which an asset class has not been identified by the applicant.
 - c The facts to support the asset class for the proposed method.
 - d The depreciation or amortization method of the property, including the applicable Code section (e.g., 200% declining balance method under section 168(b)(1)).
 - e The useful life, recovery period, or amortization period of the property.
 - f The applicable convention of the property.
 - g A statement of whether or not the additional first-year special depreciation allowance (for example, as provided by section 168(k), 168(l), 168(m), 168(n), 1400L(b), or 1400N(d)) was or will be claimed for the property. If not, also provide an explanation as to why no special depreciation allowance was or will be claimed

Power of Attorney and Declaration of Representative

OMB No 1545-0150

For IRS Use Only

Received by _____

Name _____

Telephone _____

Function _____

Date / /

▶ Type or print. ▶ See the separate instructions.

Part I Power of Attorney

Caution: A separate Form 2848 should be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address NICK SIMONS FOUNDATION 160 FIFTH AVENUE, 7TH FLOOR NEW YORK, NY 10010	Taxpayer identification number(s) 20-3101239		
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Daytime telephone number 646-654-0066</td> <td style="width: 50%;">Plan number (if applicable)</td> </tr> </table>	Daytime telephone number 646-654-0066	Plan number (if applicable)
Daytime telephone number 646-654-0066	Plan number (if applicable)		

hereby appoints the following representative(s) as attorney(s)-in-fact

2 Representative(s) must sign and date this form on page 2, Part II

Name and address PAUL E HAMMERSCHMIDT, CPA C/O BDO USA, LLP 100 PARK AVENUE, NEW YORK, NY 10017	CAF No. 200-34787R PTIN P01384178 Telephone No. 212-885-8321 Fax No. 212-697-5012
Check if to be sent notices and communications <input checked="" type="checkbox"/>	Check if new Address <input type="checkbox"/> Telephone No <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address KATHLEEN MEADE 90 WOODBRIDGE CENTER DRIVE, 4TH FLOOR WOODBRIDGE, NJ 07095	CAF No. 6006-15688R PTIN P00085420 Telephone No. 732-734-1015 Fax No. 732-750-1222
Check if to be sent notices and communications <input checked="" type="checkbox"/>	Check if new Address <input type="checkbox"/> Telephone No <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____
	Check if new Address <input type="checkbox"/> Telephone No <input type="checkbox"/> Fax No. <input type="checkbox"/>

to represent the taxpayer before the Internal Revenue Service for the following matters.

3 Matters

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, etc.) (see instructions for line 3)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions for line 3)
APPLICATION FOR CHANGE IN ACCOUNTING METHOD	3115	6/30/2013

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific Uses Not Recorded on CAF**

5 Acts authorized. Unless otherwise provided below, the representatives generally are authorized to receive and inspect confidential tax information and to perform any and all acts that I can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The representative(s), however, is (are) not authorized to receive or negotiate any amounts paid to the client in connection with this representation (including refunds by either electronic means or paper checks). Additionally, unless the appropriate box(es) below are checked, the representative(s) is (are) not authorized to execute a request for disclosure of tax returns or return information to a third party, substitute another representative or add additional representatives, or sign certain tax returns

Disclosure to third parties, Substitute or add representative(s), Signing a return, _____

Other acts authorized _____ (see instructions for more information)

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. An enrolled actuary may only represent taxpayers to the extent provided in section 10 3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan agent may only represent taxpayers to the extent provided in section 10 3(e) of Circular 230. A registered tax return preparer may only represent taxpayers to the extent provided in section 10 3(f) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (level k) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific deletions to the acts otherwise authorized in this power of attorney _____

Nick Simons Foundation
 EIN: 20-3101239
 Attachment to Form 3115, Application for Change in Accounting Method
 Overall Cash to Accrual Method (Automatic Change #122)
 Filed under Section 14.01 of Appendix of Rev. Proc. 2011-14
 Tax Year Ended June 30, 2013

Page 2, Part II, Line 11, Overall Method of Accounting

The Applicant is requesting permission to change its overall method of accounting for federal income tax purposes from the cash receipts and disbursements method to the accrual method for the taxable year ended June 30, 2013. That is, all items of income and expense will be accounted for using an accrual method. This request is being filed under section 14.01 of the Appendix of Rev. Proc. 2011-14 for other than the Applicant's first section 448 year.

Under the present method of accounting, the Applicant reports taxable income on the overall cash method of accounting. Under the proposed method of accounting, the Applicant wishes to change to the overall accrual method of accounting as permitted by section 14.01 of the Appendix of Rev. Proc. 2011-14.

Page 3, Part II, Line 13, Description of Trade(s) or Business(es)

The Applicant, an exempt private foundation, and Gradian Health Systems, LLC (a single member LLC treated as a disregarded entity for federal income tax purposes) are dedicated to improving health and medical care in developing countries, especially for the rural and remote populations of Nepal.

Page 3, Part II, Line 16, Conference of Right

The Applicant requests a conference of right at the IRS National Office if the IRS proposes to rule adversely on this accounting method change. For these purposes, adversely is defined to include granting the method change on terms and conditions other than those requested by the Applicant. To arrange a time and place of such conference, please contact the Applicant's representatives listed on the attached Form 2848, Power of Attorney and Declaration of Representative.

Page 3, Part IV, Line 25, Section 481(a) Adjustment

See response to Schedule A, Part I, Lines 1(a)-(h).

Page 4, Schedule A, Part I, Line 1

The items that comprise the section 481(a) computation are as follows:

1a) Income accrued but not received:

Pledges Receivable	\$20,000,000
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1c) Expenses accrued but not paid:

Accounts Payable	-44,750
Grants Payable	-35,717
Accrued Liabilities (properly deductible under section 461)	-63,963

Nick Simons Foundation
EIN: 20-3101239
Attachment to Form 3115, Application for Change in Accounting Method
Overall Cash to Accrual Method (Automatic Change #122)
Filed under Section 14.01 of Appendix of Rev. Proc. 2011-14
Tax Year Ended June 30, 2013

Deferred Excise Tax Liability	-34,567
Total	-178,997

1d) Prepaid expense previously deducted

Prepaid expenses	25,034
Total section 481(a) adjustment	<u>+\$19,846,037</u>

Page 4, Schedule A, Part I, Line 2

The Applicant is adopting the recurring item exception under Treas. Reg. section 1.461-5 for all applicable liabilities.

Page 4, Schedule A, Part I, Line 3, Accounting Method Used for Balance Sheet

Copies of the profit and loss statement and the balance sheet, as of June 30, 2012 (the close of the tax year preceding the year of change), are attached for the Applicant.

For financial statement purposes, the accrual method of accounting was used in the preparation of the balance sheet attached, as of June 30, 2012.

Request for Faxed Documents

Procedural Statement under Section 9.04(3) of Rev. Proc. 2014-1

The Applicant requests that a copy of any document related to this request (e.g., a request for additional information or the letter ruling) for change in method of accounting be provided to the Applicant and the Applicant's authorized representatives via fax (fax numbers provided below).

Applicant's Fax Number: (646) 654-0220, Attn: Fang Han, Nick Simons Foundation

Authorized Representatives' Fax Number: (212) 697-5012, Attn: Paul Hammerschmidt, BDO USA, LLP

(732) 750-1222, Attn: Kathleen Meade, BDO USA, LLP

**Nick Simons Foundation
and Gradian Health Systems, Inc.
Consolidated Balance Sheet
June 30, 2012**

ASSETS

CASH & INVESTMENT

Cash	1,166,182
Meritage	16,693,626
RIEF	4,346,394
RIDA	12,103,871
TOTAL CASH & INVESTMENT	<u>34,310,073</u>

INVENTORY	63,806
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OTHER ASSETS

Prepaid Expenses	25,108
Due from Broker	-
Pledge Receivable	20,000,000
Inventory Deposits	279,678
Security Deposits	5,000
TOTAL OTHER ASSETS	<u>20,309,786</u>

TOTAL ASSETS	<u><u>\$ 54,683,666</u></u>
---------------------	-----------------------------

LIABILITIES

GRANTS PAYABLE	97,930
ACCOUNTS PAYABLE	45,051
DEFERRED EXCISE TAX LIABILITY	34,567

TOTAL LIABILITIES	<u>177,548</u>
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NET ASSETS	<u>\$ 54,506,118</u>
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TOTAL LIABILITIES & NET ASSETS	<u><u>\$ 54,683,666</u></u>
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**Nick Simons Foundation
and Gradian Health Systems LLC
Consolidated Income Statement
June 30, 2012**

REVENUE

Cash Contribution Income	5,750,500
Contributed Services and Support	42,698
Interest Income	18
Meritage	405,654
RIEF	1,259,214
RIFF	89,594
RIDA	(26,129)
Sales	96,000

TOTAL REVENUE	\$ 7,617,549
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COST OF GOODS SOLD

Equipment	73,771
Royalties	5,931

TOTAL COST OF GOODS SOLD	\$ 79,702
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EXPENSES

Grant Expenses	
Pledged Gifts	
Nick Simons Institute	1,920,337
Other	45,000
Total Pledged Gifts	1,965,337
Non-Pledged Gifts	519,257
Total Grant Expense	2,484,594

NSI Program Expense	381,213
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Gradian Program Expenses	
Research & Development Expenses	852,773
Selling & Marketing Expenses	413,404
Service, Installation and Training	80,136
Donations Expense	67,053
Total Gradian Program Expenses	1,413,366

General & Administrative Expense	725,664
Allocated Overhead Admin Expense	42,698
Excise Tax Expense	34,567
(Gain)/Loss on sale of R&D Equipmer	(32,054)
Other (Gains)/Losses	(4,088)
Total Other Expenses	766,787

TOTAL EXPENSES	\$ 5,045,960
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NET INCOME	\$ 2,491,887
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**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PASS THROUGH FROM PARTNERSHIP K-1 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
							-272,706.	
TOTAL GAIN (LOSS)							<u>-272,706.</u>	

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

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Employer identifying number, see instructions	
	NICK SIMONS FOUNDATION		20-3101239	
	Number, street, and room or suite no. If a P.O. box, see instructions.		Social security number (SSN)	
	160 FIFTH AVENUE, 7TH FLOOR			
City, town or post office, state, and ZIP code. For a foreign address, see instructions.		NEW YORK, NY 10010		

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

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

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

- The books are in the care of **FANG HAN**
Telephone No. **646 654-0066** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until 05/15, 20 14
- 5 For calendar year _____, or other tax year beginning 07/01, 20 12, and ending 06/30, 20 13
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension
INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE BY THIRD PARTIES.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	3,848.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	3,848.
8c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification must be completed for Part II only.

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

Signature [Handwritten Signature] Title CFA, CA Dept Date 2/11/14