Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 10/01, 2012, and ending 09/30, 2013

Name of foundation: MILDRED HERBERT JULIAN SIMON FOUNDATION

A Employer identification number: 43-6498119

Number and street (or P.O box number if mail is not delivered to street address) / Room/suite: P.O. BOX 387

B Telephone number (see instructions): 314- 418-2643

City or town, state, and ZIP code: ST. LOUIS, MO 63166

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. [X] 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) ▶ $ 13,568,645.

J Accounting method [X] 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).)

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	378,527.	378,527.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	193,534.			
	b	Gross sales price for all assets on line 6a 3,371,331.				
	7	Capital gain net income (from Part IV, line 2)		193,534.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	Total. Add lines 1 through 11	572,061.	572,061.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	149,705.	51,962.		97,742.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 1	13,360.	NONE	NONE	13,360.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 2	17,465.	7,133.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 3	15,095.			15,095.
	24	Total operating and administrative expenses. Add lines 13 through 23	195,625.	59,095.	NONE	126,197.
	25	Contributions, gifts, grants paid	522,372.			522,372.
	26	Total expenses and disbursements Add lines 24 and 25	717,997.	59,095.	NONE	648,569.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-145,936.			
	b	Net investment income (if negative, enter -0-)		512,966.		
	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)

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	637.	2.	2.
	2	Savings and temporary cash investments	60,566.	24,040.	24,040.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) STMT 4	402,080.	402,080.	453,612.
	b	Investments - corporate stock (attach schedule) STMT 5	9,246,668.	9,622,400.	11,046,246.
	c	Investments - corporate bonds (attach schedule) STMT 15	2,512,219.	2,027,250.	2,144,745.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	12,222,170.	12,075,772.	13,668,645.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27	Capital stock, trust principal, or current funds	12,222,170.	12,075,772.	
	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)	12,222,170.	12,075,772.	
	31	Total liabilities and net assets/fund balances (see instructions)	12,222,170.	12,075,772.	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	12,222,170.
2	Enter amount from Part I, line 27a	2	-145,936.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	12,076,234.
5	Decreases not included in line 2 (itemize) ▶ COST ADJ	5	462.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,075,772.

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	PUBLICLY TRADED SECURITIES			
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	3,371,331.		3,177,797.	193,534.
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				193,534.
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	193,534.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	617,874.	12,835,484.	0.048138
2010	626,210.	13,134,504.	0.047677
2009	567,825.	12,350,067.	0.045977
2008	708,729.	11,535,001.	0.061442
2007	754,236.	14,546,526.	0.051850

2	**Total** of line 1, column (d)	2	0.255084
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.051017
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,382,768.
5	Multiply line 4 by line 3	5	682,749.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,130.
7	Add lines 5 and 6	7	687,879.
8	Enter qualifying distributions from Part XII, line 4	8	648,569.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [ ] and enter 1% of Part I, line 27b	1	10,259.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	10,259.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-	5	10,259.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 11,856.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	11,856.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,597.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,597. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ US BANK NA Telephone no. ▶ (314)418-2643

Located at ▶ PO BOX 387, ST LOUIS, MO ZIP+4 ▶ 63166

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

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	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?		1c		X
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)		2b		X
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.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	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		
	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?		6b	X (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?		7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		149,705.	-0-	-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
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 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	13,586,567.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	13,586,567.
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	NONE
3	Subtract line 2 from line 1d	3	13,586,567.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	203,799.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,382,768.
6	**Minimum investment return.** Enter 5% of line 5	6	669,138.

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	669,138.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,259.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	10,259.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	658,879.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	658,879.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	658,879.

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	648,569.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	648,569.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	648,569.

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				658,879.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			603,753.	
b Total for prior years 20 10 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 NONE				
b From 2008 NONE				
c From 2009 NONE				
d From 2010 NONE				
e From 2011 NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 648,569.				
a Applied to 2011, but not more than line 2a			603,753.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				44,816.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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				614,063.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008 NONE				
b Excess from 2009 NONE				
c Excess from 2010 NONE				
d Excess from 2011 NONE				
e Excess from 2012 NONE				

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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
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).)

NONE

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.

SEE STATEMENT 18

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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
a *Paid during the year*				
SEE STATEMENT 26				522,372.
Total . . . . ▶ 3a				522,372.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	378,527.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	193,534.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				572,061.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 572,061.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

Sign Here

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

John F. Loose | 11/13/2013 | TRUSTEE

Signature of officer or trustee | Date | Title

U.S. BANK NA

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name			Firm's EIN	
Firm's address			Phone no.	

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: MILDRED HERBERT JULIAN SIMON FOUNDATION

Employer identification number: 43-6498119

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	-3,568.
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	-3,568.

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	LONG-TERM CAPITAL GAIN DIVIDENDS					61,910.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	134,045.
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	1,147.
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	197,102.

Part III Summary of Parts I and II
Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13			-3,568.
14	Net long-term gain or (loss):				
a	Total for year	14a			197,102.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15			193,534.

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 ( )

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		
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? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **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? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **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	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▷ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▷ 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: MILDRED HERBERT JULIAN SIMON FOUNDATION

Employer identification number: 43-6498119

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
1a 5461.768 NUVEEN SHORT TERM CL I	08/02/2012	11/07/2012	55,000.00	54,618.00	382.00
.2082 BROOKFIELD PROPERTY	04/15/2013	04/23/2013	4.00	5.00	-1.00
2732.24 NUVEEN HIGH INCOME I	03/07/2013	07/30/2013	25,027.00	25,355.00	-328.00
2248.201 NUVEEN STRATEGIC	04/15/2013	07/30/2013	24,978.00	26,057.00	-1,079.00
2500. NUVEEN SHORT TERM BO	03/08/2013	07/30/2013	25,000.00	25,175.00	-175.00
1754.758 AMERICAN CENTY IN INSTL	03/08/2013	07/31/2013	24,128.00	24,198.00	-70.00
210. ISHARES JPMORGAN USD	03/07/2013	07/31/2013	22,848.00	24,940.00	-2,092.00
1281.14 T ROWE PRICE INTL	03/08/2013	07/31/2013	12,171.00	12,376.00	-205.00

1b **Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -3,568.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.
MILDRED HERBERT JULIAN SIMON FOUNDATION

Employer identification number
43-6498119

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

(a) Description of property (Example 100 sh. 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) Subtract (e) from (d)
6a . AOL TIME WARNER SECURITY		10/11/2012	19.00		19.00
.3333 KRAFT FOODS GROUP IN	02/18/2011	10/18/2012	16.00	11.00	5.00
.7999 INTERCONTINENTAL HOT D R	08/06/2010	10/23/2012	20.00	15.00	5.00
. QWEST COMMUNICATIONS INT SECURITY LITIGATION		01/02/2013	37.00		37.00
200000. HONEYWELL INTL 3/01/13	04/29/2008	03/01/2013	200,000.00	201,206.00	-1,206.00
300000. MORGAN STANLEY 3/01/13	12/12/2006	03/01/2013	300,000.00	303,390.00	-3,390.00
4560. ISHARES MSCI EMERGIN ETF	05/07/2008	03/07/2013	199,268.00	228,179.00	-28,911.00
1307. ABB LTD A D R	02/18/2011	03/08/2013	29,695.00	33,215.00	-3,520.00
334. AFLAC INC	07/20/2011	03/08/2013	16,901.00	18,899.00	-1,998.00
299. AGCO CORP	02/18/2011	03/08/2013	16,008.00	16,807.00	-799.00
570. ATT INC	02/18/2011	03/08/2013	20,856.00	16,279.00	4,577.00
381. ADVANCE AUTO PARTS IN	02/18/2011	03/08/2013	29,110.00	23,814.00	5,296.00
190. AECOM TECHNOLOGY CORP	02/18/2011	03/08/2013	5,904.00	5,677.00	227.00
62. ALLERGAN INC	02/18/2011	03/08/2013	6,767.00	4,664.00	2,103.00
61. ALPHA NATURAL RESOURCE	07/20/2011	03/08/2013	521.00	2,773.00	-2,252.00
385. AMERICAN ELECTRIC POW	02/18/2011	03/08/2013	18,208.00	13,783.00	4,425.00
317. AMERICAN EXPRESS CO	07/20/2011	03/08/2013	20,385.00	14,992.00	5,393.00
71. AMERIPRISE FINL INC	02/18/2011	03/08/2013	5,063.00	4,600.00	463.00
274. AMGEN INC	02/18/2011	03/08/2013	25,452.00	14,311.00	11,141.00
250. ANGLO AMERICAN PLC A	05/28/2008	03/08/2013	3,417.00	7,503.00	-4,086.00
223. APACHE CORP	07/23/2004	03/08/2013	16,839.00	10,128.00	6,711.00
152. ASTRAZENECA P L C SPS	07/21/2008	03/08/2013	6,931.00	6,952.00	-21.00
37. AVALONBAY CMNTYS INC	02/18/2011	03/08/2013	4,588.00	4,298.00	290.00
211. AXA A D R	03/19/2009	03/08/2013	3,777.00	2,727.00	1,050.00
253. BANCO BRADESCO A D R	09/10/2010	03/08/2013	4,774.00	4,650.00	124.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

MILDRED HERBERT JULIAN SIMON FOUNDATION

Employer identification number 43-6498119

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
6a 237. BANCO SANTANDER CENT R	12/30/2008	03/08/2013	1,825.00	2,254.00	-429.00
1759. BANK OF AMERICA CORP	02/18/2011	03/08/2013	21,055.00	25,910.00	-4,855.00
63. BAYER AG A D R	07/20/2011	03/08/2013	6,411.00	5,014.00	1,397.00
146. B H P BILLITON LIMITE	12/30/2008	03/08/2013	10,707.00	6,091.00	4,616.00
81. BOEING CO	02/18/2011	03/08/2013	6,552.00	5,951.00	601.00
91. BOSTON PPTYS INC	02/18/2011	03/08/2013	9,365.00	8,655.00	710.00
1264. BRISTOL MYERS SQUIBB	02/18/2011	03/08/2013	47,136.00	32,169.00	14,967.00
57. BRITISH AMERN TOB PLC	05/28/2008	03/08/2013	6,079.00	4,322.00	1,757.00
92. CNOOC LTD A D R	02/18/2011	03/08/2013	17,734 00	18,655.00	-921.00
252. CANON INC SPONS A D R	12/30/2008	03/08/2013	8,958.00	7,773.00	1,185.00
92. CAPITAL ONE FINANCIAL	02/18/2011	03/08/2013	4,979.00	4,847.00	132.00
692. CARNIVAL CORP	02/18/2011	03/08/2013	24,664.00	31,756.00	-7,092.00
46. CELGENE CORP	02/18/2011	03/08/2013	5,105.00	2,449.00	2,656.00
101. CENTRAL EUROPEAN DIST CORP	04/14/2009	03/08/2013	39.00	1,802.00	-1,763.00
104. CERNER CORPORATION	02/18/2011	03/08/2013	9,544.00	5,192.00	4,352.00
613. CHUBB CORPORATION	02/18/2011	03/08/2013	52,503.00	37,466.00	15,037.00
66. COGNIZANT TECH SOLUTIO	02/18/2011	03/08/2013	5,300.00	5,098.00	202.00
164. COMCAST CORP CL A	07/20/2011	03/08/2013	6,673.00	3,967.00	2,706.00
864. COMPANHIA DE BEBIDAS	02/18/2011	03/08/2013	39,200.00	24,209.00	14,991.00
989. CONOCOPHILLIPS	02/18/2011	03/08/2013	57,501.00	58,170.00	-669.00
296. DESARROLLADORA HOMEX	02/16/2010	03/08/2013	3,771.00	7,864.00	-4,093.00
180. DISNEY WALT CO	02/18/2011	03/08/2013	10,278.00	7,832.00	2,446.00
338. DOVER CORP	02/18/2011	03/08/2013	24,836.00	22,744.00	2,092.00
64. ECOLAB INC	12/26/2008	03/08/2013	4,992.00	2,180.00	2,812.00
597. ERICSSON LM TEL SP A	12/30/2008	03/08/2013	7,511.00	4,543.00	2,968.00

6b **Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.
MILDRED HERBERT JULIAN SIMON FOUNDATION

Employer identification number
43-6498119

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

(a) Description of property (Example 100 sh. 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) Subtract (e) from (d)
6a 73. EXELON CORPORATION	11/10/2003	03/08/2013	2,332.00	2,317.00	15.00
273. EXXON MOBIL CORP	10/29/1998	03/08/2013	24,200.00	9,773.00	14,427.00
907. FIFTH THIRD BANCORP	02/18/2011	03/08/2013	14,693.00	13,650.00	1,043.00
272. FOCUS MEDIA HOLDING A	06/09/2010	03/08/2013	6,996.00	4,307.00	2,689.00
46. FOMENTO ECONOMICO MEX	02/23/2007	03/08/2013	5,076.00	1,913.00	3,163.00
304. FREEPORT MCMORAN COPP	02/18/2011	03/08/2013	10,075.00	16,296.00	-6,221.00
344. FUJIFILM HOLDINGS A D	12/10/2009	03/08/2013	6,515.00	8,939.00	-2,424.00
2208. GAMESTOP CORP CL A	02/18/2011	03/08/2013	53,951.00	44,204.00	9,747.00
198. GENERAL DYNAMICS CORP	02/18/2011	03/08/2013	13,590.00	15,473.00	-1,883.00
1130. GENERAL ELECTRIC CO	02/18/2011	03/08/2013	26,735.00	24,193.00	2,542.00
43. GOLDMAN SACHS GROUP IN	02/18/2011	03/08/2013	6,558.00	7,226.00	-668.00
720. HALLIBURTON CO	07/20/2011	03/08/2013	29,995.00	35,323.00	-5,328.00
63. HUMANA INC	07/20/2011	03/08/2013	4,295.00	4,991.00	-696.00
11. HUNTINGTON INGALLS IND	02/18/2011	03/08/2013	549.00	439.00	110.00
201. ILLINOIS TOOL WORKSIN	07/20/2011	03/08/2013	12,536.00	11,210.00	1,326.00
49 IMPERIAL TOB GROUP P L	05/12/2009	03/08/2013	3,448.00	2,366.00	1,082.00
965. INFINEON TECHNOLOGIES	02/18/2011	03/08/2013	8,530.00	10,625.00	-2,095.00
709. INTEL CORP	09/22/2000	03/08/2013	15,286.00	34,697.00	-19,411.00
240. INTERCONTINENTAL HOTE R	08/06/2010	03/08/2013	7,032.00	4,635.00	2,397.00
361. JACOBS ENGR GROUP INC	02/18/2011	03/08/2013	18,497.00	18,533.00	-36.00
284. KEPPEL CORP LTD SPONS	05/28/2008	03/08/2013	5,345.00	4,546.00	799.00
1562. KEYCORP NEW	02/18/2011	03/08/2013	15,292.00	15,104.00	188.00
89. KOHLS CORP	07/20/2011	03/08/2013	4,163.00	5,014.00	-851.00
78. KRAFT FOODS GROUP INC	02/18/2011	03/08/2013	3,870.00	2,536.00	1,334.00
113. LIFE TECHNOLOGIES COR	07/20/2011	03/08/2013	6,846.00	5,615.00	1,231.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: MILDRED HERBERT JULIAN SIMON FOUNDATION

Employer identification number: 43-6498119

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

(a) Description of property (Example 100 sh. 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) Subtract (e) from (d)
6a 969. ELI LILLY CO	02/18/2011	03/08/2013	53,342.00	33,585.00	19,757.00
532. LINCOLN NATL CORP IND	07/20/2011	03/08/2013	17,312.00	16,264.00	1,048.00
608. MCDONALDS CORP	02/18/2011	03/08/2013	59,900.00	46,311.00	13,589.00
416. MCGRAW HILL FINANCIAL	02/18/2011	03/08/2013	19,763.00	16,137.00	[illegible],626.00
774. MERCK AND CO INC	02/18/2011	03/08/2013	33,314.00	25,557.00	7,757.00
413. METLIFE INC	02/18/2011	03/08/2013	15,975.00	19,712.00	-3,737.00
243. MICROSOFT CORP	07/20/2011	03/08/2013	6,814.00	6,612.00	202.00
235. MONDELEZ INTERNATIONA	02/18/2011	03/08/2013	6,681.00	4,712.00	1,969.00
618. MORGAN STANLEY	02/18/2011	03/08/2013	14,196.00	19,059.00	-4,863.00
181. NESTLE SA SPONSORED A	12/30/2008	03/08/2013	12,804.00	7,194.00	[illegible],610.00
139. NETEASE INC A D R	07/20/2011	03/08/2013	7,563.00	6,789.00	774.00
520. NIKE INC	02/18/2011	03/08/2013	28,377.00	22,888.00	5,489.00
69. NORTHROP GRUMMAN CORPO	02/18/2011	03/08/2013	4,543.00	4,299.00	244.00
109. NOVARTIS AG A D R	12/30/2008	03/08/2013	7,477.00	5,428.00	2,049.00
261. OCCIDENTAL PETROLEUM	02/18/2011	03/08/2013	21,418.00	27,940.00	-6,522.00
1702. ORACLE CORPORATION	12/24/2007	03/08/2013	60,777.00	38,414.00	22,363.00
291. P G E CORP	02/18/2011	03/08/2013	12,402.00	13,229.00	-827.00
417. P N C FINANCIAL SERVI INC	02/18/2011	03/08/2013	27,015.00	26,842.00	173.00
235. PEABODY ENERGY CORP	02/18/2011	03/08/2013	5,137.00	15,230.00	-10,093.00
540. PEPSICO INC	09/22/2005	03/08/2013	41,542.00	29,130.00	12,412.00
322. PETROLEO BRASILEIRO S	05/28/2008	03/08/2013	6,070.00	13,465.00	-7,395.00
307. PETROLEO BRASILEIRO S	11/08/2010	03/08/2013	5,247.00	11,024.00	-5,777.00
76. PHILLIPS 66	02/18/2011	03/08/2013	5,014.00	2,657.00	2,357.00
55. PIONEER NAT RES CO	02/18/2011	03/08/2013	6,990.00	5,471.00	1,519.00
208. PRAXAIR INC	02/18/2011	03/08/2013	23,572.00	20,559.00	3,013.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
MILDRED HERBERT JULIAN SIMON FOUNDATION	43-6498119

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
6a 453. PRECISION DRILLING TR	02/18/2011	03/08/2013	3,755.00	5,123.00	-1,368.00
202. T ROWE PRICE GROUP IN	02/18/2011	03/08/2013	15,111.00	14,311.00	800.00
21. PRICELINE COM INC	02/18/2011	03/08/2013	15,086.00	9,434.00	5,652.00
354. PRUDENTIAL FINANCIAL	02/18/2011	03/08/2013	20,970.00	23,672.00	-2,702.00
113. RED HAT INC	02/18/2011	03/08/2013	5,995.00	5,146.00	849.00
228. REYNOLDS AMERICAN INC	02/18/2011	03/08/2013	9,847.00	7,907.00	1,940.00
129. KONINKLIJKE ROYAL KPN	02/23/2007	03/08/2013	471.00	2,021.00	-1,550.00
546. ST JUDE MED INC	02/18/2011	03/08/2013	22,926.00	26,301.00	-3,375.00
187. SEMPRA ENERGY	02/18/2011	03/08/2013	14,625.00	9,945.00	4,680.00
70. SIMON PROPERTY GROUP I	02/18/2011	03/08/2013	11,165.00	7,559.00	3,606.00
886. SOCIETE GENERALE FRAN ADR	12/30/2008	03/08/2013	6,937.00	9,082.00	-2,145.00
141. SONY CORP A D R	07/20/2011	03/08/2013	2,196.00	4,899.00	-2,703.00
98. SUNTRUST BKS INC	07/20/2011	03/08/2013	2,864.00	2,457.00	407.00
552. TJX COMPANIES INC	02/18/2011	03/08/2013	24,660.00	13,792.00	10,868.00
108. TNT EXPRESS NV A D R	12/30/2008	03/08/2013	835.00	939.00	-104.00
299. TARGET CORPORATION	12/30/1999	03/08/2013	19,775.00	9,971.00	9,804.00
63. TELEFONICA SA SPON A D	03/04/2009	03/08/2013	906.00	1,172.00	-266.00
1179. TEVA PHARMACEUTICAL R	07/20/2011	03/08/2013	47,173.00	59,935.00	-12,762.00
703. TEXAS INSTRUMENTS INC	02/18/2011	03/08/2013	24,562.00	25,582.00	-1,020.00
84. THERMO FISHER SCIENTIF	02/18/2011	03/08/2013	6,442.00	4,844.00	1,598.00
177. TOKIO MARINE HOLDINGS	12/15/2008	03/08/2013	5,135.00	4,862.00	273.00
278. TURKCELL ILETISIM HIZ	05/24/2007	03/08/2013	4,470.00	4,266.00	204.00
156. UNILEVER N V A D R	07/20/2011	03/08/2013	6,296.00	5,070.00	1,226.00
370. UNITED HEALTH GROUP I	07/20/2011	03/08/2013	19,914.00	16,233.00	3,681.00
152. V F CORP	02/18/2011	03/08/2013	24,659.00	13,452.00	11,207.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

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MILDRED HERBERT JULIAN SIMON FOUNDATION

Employer identification number 43-6498119

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

(a) Description of property (Example 100 sh. 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) Subtract (e) from (d)
6a 593. VALE SA SP A D R	07/20/2011	03/08/2013	10,970.00	19,581.00	-8,611.00
526. VALE SA SP A D R	09/28/2010	03/08/2013	9,294.00	12,798.00	-3,504.00
71. VARIAN MED SYS INC	02/18/2011	03/08/2013	5,192.00	4,993.00	199.00
345. VERIZON COMMUNICATION	10/29/1998	03/08/2013	16,494.00	15,977.00	517.00
9. VODAFONE GROUP PLC A D	12/30/2008	03/08/2013	248.00	176.00	72.00
386. VODAFONE GROUP PLC A	07/20/2011	03/08/2013	10,638.00	9,770.00	868.00
70. WPP PLC SPONSORED A D	12/30/2008	03/08/2013	5,674.00	2,011.00	3,663.00
125. WAL MART STORES INC	02/18/2011	03/08/2013	9,120.00	6,935.00	2,185.00
249. WELLS FARGO CO	01/04/2002	03/08/2013	9,094.00	5,411.00	3,683.00
216. ACE LTD	07/20/2011	03/08/2013	18,745.00	12,147.00	6,598.00
327. UBS AG REG	12/30/2008	03/08/2013	5,160.00	4,525.00	635.00
3588. FLEXTRONICS INTERNAT	02/18/2011	03/08/2013	24,291.00	30,175.00	-5,884.00
400000. WAL MART STORES 4/15/13	04/29/2008	04/15/2013	400,000.00	402,836.00	-2,836.00
. TYCO INTERNATIONAL LTD S LITIGATION		06/21/2013	122.00		122.00
.375 MALLINCKRODT PLC W I	02/18/2011	07/18/2013	16.00	13.00	3.00
2201.673 NUVEEN REAL ESTAT	02/18/2011	07/30/2013	49,824.00	42,514.00	7,310.00
428.648 AMERICAN CENTY INT INSTL	10/05/2010	07/31/2013	5,894.00	6,417.00	-523.00
65. ISHARES JPMORGAN USD E	04/26/2012	07/31/2013	7,072.00	7,400.00	-328.00
1883.417 T ROWE PRICE INTL	10/05/2010	07/31/2013	17,892.00	19,663.00	-1,771.00
900. IPATH DOW JONES UBS C	02/18/2011	08/29/2013	34,811.00	44,343.00	-9,532.00
3298.153 CREDIT SUISSE COM	05/09/2011	08/29/2013	24,868.00	31,194.00	-6,326.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 134,045.00

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	13,360.			13,360.
TOTALS	13,360.	NONE	NONE	13,360.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3,246.	1,326.
FEDERAL ESTIMATES - PRINCIPAL	10,331.	4,219.
FOREIGN TAXES ON QUALIFIED FOR	3,586.	1,465.
FOREIGN TAXES ON NONQUALIFIED	302.	123.
TOTALS	17,465.	7,133.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	15,095.	15,095.
TOTALS	15,095.	15,095.

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
FFCB DEB 4.625% 12/15/17		402,080.	453,612.
	TOTALS	402,080.	453,612.

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
APACHE CORP		
CHEVRON CORP	50,097.	95,742.
EXXON MOBIL CORP		
SCHLUMBERGER LTD	14,320.	31,545.
TARGET CORP		
JOHNSON & JOHNSON	22,576.	40,831.
INTEL CORP	61,319.	28,720.
IBM CORP	43,609.	95,738.
NUVEEN STRATEGIC INCOME I	123,943.	117,313.
ABBVIE INC	29,628.	35,381.
T ROWE PRICE SMALL CAP VALUE	88,851.	132,797.
AGRIUM INC	5,018.	8,991.
ABB LTD ADR		
ATLAS COPCO AB ADR	6,390.	10,017.
KEPPEL CORP LTD SPONS ADR	13,596.	18,932.
PETROLEO BRASILEIRO SPONS ADR		
TOTAL SA ADR		
HONDA MTR LTD AMERN SHS	7,400.	8,429.
BRITISH AMERN TOB PLC ADR	12,821.	22,187.
DIAGEO PLC SPONS ADR	17,998.	27,068.
FOMENTO ECONOMICO MEXICANO	4,241.	9,903.
NESTLE SA SPONS ADR	18,446.	32,782.
NOVARTIS AG ADR	9,512.	14,652.
AXA ADR		
BANCO SANTANDER CENT HISPANO		
BARCLAYS PLC ADR	7,770.	6,441.
DBS GROUP HLDGS LTD	12,740.	14,214.
HSBC HLDGS PLC SPONS ADR	6,332.	10,689.
ORIX CORP SPONS ADR	9,566.	17,509.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UBS AG REG		
KONINKLIJKE (ROYAL) KPN NV		
TURKCELL ILETISIM HIZMET ADR		
ANGLO AMERICAN PLC ADR		
ACCENTURE LTD	27,740.	44,626.
ASTRAZENECA PLC SPONS ADR		
BHP BILLITON PLC LIMITED ADR		
BOC HONG KONG HLDGS LTD ADR	7,449.	10,338.
NATIONAL GRID PLC SPONS ADR	5,336.	6,732.
BLACKROCK INC	38,951.	42,487.
ISHARES MSCI EMERGING MKTS	458,511.	400,214.
JP MORGAN CHASE & CO	45,931.	63,113.
ALLIANZ AG ADR	8,846.	10,710.
DESARROLLADORA HOMEX ADR		
ERICSSON (LM) TEL SPONS ADR		
FUJIFILM HOLDINGS ADR		
IMPERIAL TOB GROUP PLC ADR		
LUKOIL SPONS ADR	11,358.	13,157.
MITSUI & CO LTD SPONS ADR	7,416.	9,620.
ROYAL DUTCH SHELL PLC ADR	78,291.	79,998.
SAP AG ADR	6,762.	8,131.
SOCIETE GENERALE FRANCE ADR		
BROOKFIELD PROPERTY PARTNERS	173.	155.
TNT EXPRESS NV ADR		
TOKIO MARINE HOLDINGS ADR		
UNILEVER PLC SPONS ADR	5,031.	4,745.
VALE SA SPONS ADR		
VODAFONE GROUP PLC ADR	8,484.	15,233.
WPP PLC SPONS ADR		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ZURICH FINANCIAL SERVICES ADR		
NEUBERGER BERMAN GENESIS INSTL	115,060.	264,811.
ACE LTD	28,094.	49,400.
ROWE T PRICE MIDCAP GROWTH FD		
BASF AG ADR	16,046.	20,640.
BNP PARIBAS SA ADR	8,764.	8,801.
BANCO BRADESCO ADR		
BAYERISCHE MOTOREN WERKE ADR	9,017.	14,901.
CNOOC LTD ADR		
FOCUS MEDIA HOLDING ADR		
INTERCONTINENTAL HTLS GRP PISP		
NISSAN MTR LTD SPONS ADR	8,572.	9,600.
SIEMENS AG ADR	6,993.	8,315.
VOLVO AB SPONS ADR	7,582.	8,524.
CANON INC SPONS ADR		
SANOFI AVENTIS ADR	42,687.	51,541.
TELEFONICA SA SPONS ADR		
TEVA PHARMACEUTICAL INDS ADR		
COCA COLA COMPANY	32,165.	31,137.
AMERICAN CENTY INTL BOND FD	124,435.	121,640.
CREDIT SUISSE COMM RET ST CO	297,286.	235,540.
IPATH DOW JONES UBS COMMODITY	301,193.	234,775.
ISHARES BARCLAYS TIPS BOND ETF	356,720.	358,117.
NUVEEN HIGH INCOME BOND FD	414,645.	431,280.
T ROWE PRICE INTL BOND FUND	111,012.	105,110.
ADVANCE AUTO PARTS INC		
AECOM TECHNOLOGY CORP		
AFLAC INC		
AGCO CORP		

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALLERGAN INC	11,659.	14,020.
ALPHA NATURAL RESOURCES INC		
AMAZON COM INC	11,338.	19,071.
AMERICAN ELECTRIC POWER CO INC		
AMERICAN EXPRESS CO		
AMERIPRISE FINL INC	16,456.	23,134.
AMGEN INC		
ANADARKO PETROLEUM CORP	17,125.	19,528.
APPLE INC	111,588.	146,362.
ATT INC	32,159.	38,081.
AVALONBAY CMNTYS INC		
BANK OF AMERICA CORP		
BOEING CO		
BORG WARNER INC	23,257.	29,504.
BOSTON PPTYS INC		
BRISTOL MYERS SQUIBB CO		
BROADCOM CORP	17,555.	10,824.
CAMERON INTL CORP	25,097.	24,340.
CAPITAL ONE FINANCIAL CORP	42,995.	56,092.
CATERPILLAR INC	21,972.	18,098.
CELGENE CORP	11,340.	32,831.
CENTRAL EUROPEAN DISTRIBUTION		
CERNER CORPORATION	10,584.	22,281.
CHUBB CORPORATION		
CITIGROUP INC	61,503.	65,828.
COGNIZANT TECH SOLUTIONS	21,318.	22,665.
COMCAST CORP		
CONOCOPHILLIPS		
CVS CAREMARK CORP	26,075.	35,412.

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DANAHER CORP	17,311.	23,292.
DIRECTV	13,772.	18,651.
DISNEY WALT CO	12,868.	20,830.
DOVER CORP		
E BAY INC	41,034.	52,113.
EMC CORPORATION	28,732.	27,119.
ECOLAB INC		
ELI LILLY CO		
EXELON CORPORATION		
EXPRESS SCRIPTS INC	18,249.	19,776.
FIFTH THIRD BANCORP		
FLOWSERVE CORP	15,560.	22,460.
FLUOR CORP	14,622.	16,037.
FREEPORT MCMORAN COPPER GOLD		
GAMESTOP CORP		
GENERAL DYNAMICS CORP	41,497.	46,473.
GENERAL ELECTRIC CO		
GOLDMAN SACHS GROUP INC	16,133.	15,188.
GOOGLE INC	78,362.	109,489.
HALLIBURTON CO		
HESS CORP	51,615.	49,652.
HUMANA INC		
HUNTINGTON INGALLS INDUSTRIE		
ILLINOIS TOOL WORKS		
JACOBS ENGR GROUP INC		
KEYCORP		
KOHLS CORP		
KRAFT FOODS INC		
LAUDER ESTEE COS INC	25,835.	32,713.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LIFE TECHNOLOGIES CORP		
LINCOLN NATL CORP IND		
LOWES CO INC	29,043.	39,088.
MCDONALDS CORP		
MCGRAW HILL COMPANIES INC		
MERCK AND CO INC	31,105.	44,848.
METLIFE INC		
MICROSOFT CORP	79,960.	98,143.
MORGAN STANLEY	29,229.	27,624.
NIKE INC		
NORTHROP GRUMMAN CORPORATION		
OCCIDENTAL PETROLEUM CORP		
ORACLE CORPORATION	29,023.	40,467.
PGE CORP		
PNC FINANCIAL SERVICES GROUP		
PEABODY ENERGY CORP		
PEPSICO INC		
PFIZER INC	27,009.	40,387.
PIONEER NAT RES CO	20,791.	39,459.
PRAXAIR INC		
PRICELINE COM INC	12,130.	27,296.
PRUDENTIAL FINANCIAL INC		
RALPH LAUREN CORP	10,598.	13,673.
RED HAT INC		
REYNOLDS AMERICAN INC		
SCHEIN HENRY INC	23,338.	35,488.
SEMPRA ENERGY		
SIMON PROPERTY GROUP INC		
ST JUDE MED INC		

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SUNTRUST BKS INC		
T ROWE PRICE GROUP INC		
ANALOG DEVICES INC	17,484.	17,926.
TEXAS INSTRUMENTS INC		
THERMO FISHER SCIENTIFIC INC	18,281.	29,212.
TIME WARNER CABLE INC	27,339.	35,824.
TJX COMPANIES INC		
UNION PACIFIC CORP	45,207.	72,388.
UNITED HEALTH GROUP INC		
UNITED TECHNOLOGIES CORP	8,297.	28,896.
VF CORP	27,700.	62,303.
VARIAN MED SYS INC	21,310.	22,643.
VERIZON COMMUNICATIONS INC		
WAL MART STORES INC	45,216.	60,277.
WELLS FARGO CO	20,274.	38,552.
WESTERN DIGITAL CORP	35,263.	64,731.
BHP BILLITON PLC SPONS ADR	15,334.	12,537.
BT GROUP PLC ADR	13,293.	25,604.
BAYER AG ADR		
BROOKFIELD ASSET MANAGE	5,423.	5,348.
CARNIVAL CORP		
COMPANHIA DE BEBIDAS PR ADR		
COVIDIEN PLC	18,140.	22,121.
FLEXTRONICS INTERNATIONAL LTD		
HITACHI LTD ADR	5,921.	6,370.
INFINEON TECHNOLOGIES AG ADR		
LVMH MOET HENNESSY LOU VUITT	3,858.	4,646.
NETEASE COM INC ADR		
PETROLEO BRASILEIRO SA ADR		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
POSTNL NV ADR	1,083.	518.
PRECISION DRILLING TRUST		
SBERBANK SPONSORED ADR	16,119.	13,630.
SHIRE PLC ADR	5,678.	7,313.
SONY CORP ADR		
VALE SA SP ADR		
AMERICAN EUROPACIFIC GRTH F2	700,000.	763,349.
NUVEEN REAL ESTATE SECURIT	451,837.	617,568.
NUVEEN FUNDS CORE BD FD I	200,000.	191,766.
SCOUT INTERNATIONAL FUND	760,000.	819,123.
ISHARES JP MORGAN EM BOND FD	92,219.	88,313.
NUVEEN INTERMEDIATE TERM B		
NUVEEN SHORT TERM BOND FUND	84,335.	83,940.
PIMCO TOTAL RETURN FUND INST	300,000.	286,281.
PHILLIPS 66	14,613.	24,169.
ROWE T PRICE MID CAP VALUE FD		
SPDR DJ WILSHIRE INTERNATIONAL	198,907.	218,865.
CULLEN FROST BANKERS INC	26,546.	30,689.
DEERE & CO	21,126.	18,882.
DOLLAR GENERAL CORP	10,630.	12,591.
EMERSON ELEC CO	45,558.	51,695.
EQUINIX INC	29,347.	24,793.
FIDELITY NATL INFORMATION SVCS	23,864.	29,164.
HASBRO INC	31,129.	35,402.
ITC HOLDINGS CORP	18,241.	20,086.
KINDER MORGAN INC	23,877.	22,729.
LORILLARD INC	31,908.	37,123.
LULULEMON ATHLETICA INC	9,286.	9,799.
MATTEL INC	46,461.	47,073.

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MCCORMICK CO INC	27,727.	25,557.
MICROCHIP TECHNOLOGY INC	29,872.	32,554.
MONSANTO CO	21,546.	21,813.
MOTOROLA SOLUTIONS INC	25,136.	23,693.
NEXTERA ENERGY INC	28,790.	31,182.
OCWEN FINANCIAL CORPORATION	11,820.	16,285.
ONEOK INC	21,121.	24,954.
PACCAR INC	21,768.	24,156.
PARKER HANNIFIN CORP	29,275.	32,616.
PHILIP MORRIS INTL	32,081.	30,480.
PRECISION CASTPARTS CORP	8,190.	9,771.
QUALCOMM INC	111,804.	112,761.
ROCKWELL AUTOMATION INC	25,241.	29,836.
SOUTHERN COPPER CORP DEL	34,450.	24,816.
STATE STR CORP	27,333.	30,311.
STRYKER CORP	41,937.	42,987.
TRIMBLE NAV LTD	16,364.	15,746.
URBAN OUTFITTERS INC	11,955.	10,627.
VNWARE INC CL A	10,012.	10,841.
WALGREEN CO	20,049.	26,523.
WILLIAMS SONOMA INC	10,131.	12,364.
YUM BRANDS INC	27,620.	28,984.
3M CO	38,117.	43,107.
ANHEUSER BUSCH INBEV ADR	24,656.	25,296.
ARM HLDGS PLC ADR	13,274.	15,013.
ASSA ABLOY ADR	5,977.	6,776.
BAE SYSTEMS PLC ADR	5,149.	6,860.
CANADIAN PACIFIC RAILWAY LTD	5,070.	4,932.
CHINA CONSTRUCT UNSPON ADR	5,618.	5,173.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COPA HOLDINGS SA CL A	6,816.	8,736.
DEUTSCHE BANK AG	5,100.	5,184.
EATON CORP PLC	63,891.	69,528.
KAO CORP ADR	5,959.	5,656.
MAGNA INTL INC CL A	5,069.	7,513.
MALLINCKRODT PLC WI	1,724.	1,984.
MICHAEL KORS HOLDINGS	21,834.	28,243.
NOVO NORDISK AS ADR	37,571.	36,382.
REPSOL SA SPONSORED ADR	5,169.	5,609.
REXAM PLC SPONSORED ADR	5,058.	5,095.
ROCHE HODG LTD ADR	10,835.	13,101.
SANDS CHINA LTD UNSPONS ADR	5,091.	6,755.
SEADRILL LIMITED	30,929.	37,552.
SEVEN & HLDGS UNSPN ADR	5,050.	5,992.
SUNCOR ENERGY INC	5,010.	5,868.
SWEDBANK ABADR	6,132.	5,726.
SYNGENTA AG ADR	4,942.	4,715.
TECHTRONIC INDUSTRIES SP ADR	5,884.	6,965.
TOTAL SA ADR	11,956.	12,569.
TRANSOCEAN LTD	5,036.	4,228.
ZURICH INSURANCE GROUP ADR	3,303.	4,727.
VALEANT PHARMACEUTICALS INTE	11,778.	17,423.
VALEOSA SPON ADR	9,232.	13,654.
BARCLAYS PLC SPON ADR RTS		507.
ABERDEEN FDS EMRGN MKT INSTL	200,000.	183,760.
T ROWE PRICE MID CAP GROWTH 64	318,100.	491,349.
T ROWE PRICE MID CAP VALUE 115	381,184.	485,563.
TOTALS	9,622,400.	11,046,246.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TORONTO DOMINION BANK 2.375%	314,814.	310,290.
COOPERATIEVE CENTRALE 3.375%	107,649.	106,404.
MORGAN STANLEY 5.30% 3/01/13		
HONEYWELL INTL 4.250% 3/1/13		
WAL MART STORES 4.250% 4/15/13		
PITNEY BOWES 4.875% 8/15/14	396,984.	410,472.
DUPONT EI NEMOUR 4.750%	295,155.	317,745.
BOTTLING GROUP 5.125% 1/15/19	306,120.	341,292.
UNITED PARCEL 5.125% 4/1/19	302,217.	344,517.
GENERAL ELEC 2.90% 1/9/17	304,311.	314,025.
TOTALS	2,027,250.	2,144,745.

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

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

OFFICER NAME:
US BANK NA
ADDRESS:
PO BOX 387
ST LOUIS, MO 63166
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0
COMPENSATION .... 103,925.

OFFICER NAME:
JOAN M NEWMAN
ADDRESS:
1817 HICKORY STREET
ST LOUIS, MO 63104
TITLE:
STEERING COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:
LUCY LOPATA
ADDRESS:
1 MCKNIGHT PLACE APT 308
ST LOUIS, MO 63124
TITLE:
STEERING COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:
CHARLES BARON
ADDRESS:
20 ARROWHEAD ESTATES
CHESTERFIELD, MO 63017
TITLE:
STEERING COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

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

OFFICER NAME:
LEWIS CHARTOCK
ADDRESS:
532 MIDVALE AVE
ST LOUIS, MO 63130
TITLE:
STEERING COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:
MARTIN M ROSEN
ADDRESS:
PO BOX 78544
ST LOUIS, MO 63178
TITLE:
EXECUTIVE DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20
COMPENSATION .... 45,780.

TOTAL COMPENSATION: 149,705.

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RECIPIENT NAME:
MARTIN M ROSEN
ADDRESS:
PO BOX 78544
ST LOUIS, MO 63178
RECIPIENT'S PHONE NUMBER: 314-241-1716
FORM, INFORMATION AND MATERIALS:
LETTER OF INQUIRY
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
TO 501(C)(3) ORGANIZATIONS

RECIPIENT NAME:
ALZHEIMERS ASSOCIATION
ADDRESS:
9370 OLIVE BLVD
ST LOUIS, MO 63132
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
COVENANT HOUSE
ADDRESS:
8 MILLSTONE CAMPUS DRIVE
ST. LOUIS, MO 63146
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FEED MY PEOPLE
ADDRESS:
171 KINGSTON DRIVE
ST LOUIS, MO 63125
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PUPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FOSTER AND ADOPTIVE CARE COALITION
COALITION
ADDRESS:
1750 S BRENTWOOD BLVD STE 210
ST LOUIS, MO 63144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
JEWISH LIGHT
ADDRESS:
6 MILLSTONE CAMPUS DRIVE
ST LOUIS, MO 63146
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
MISSOURI VETERANS HISTORY PROJECT
ADDRESS:
1400 FORUM BLVD STE 38 ABOX 461
COLUMBIA, MO 65203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
HARVEY KORNBLUM JEWISH FOOD
PANTRY
ADDRESS:
10950 SCHUETZ ROAD
ST LOUIS, MO 63146
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FOOD OUTREACH
ADDRESS:
3117 OLIVE STREET
ST LOUIS, MO 63103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
PLANNED PARENTHOOD
ADDRESS:
4251 FOREST PARK AVENUE
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

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RECIPIENT NAME:
MIRIAM FOUNDATION
ADDRESS:
501 BACON AVENUE
ST LOUIS, MO 63119-1512
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
MERS MISSOURI GOODWILL INDUSTRIES
ADDRESS:
1727 LOCUST STREET
ST LOUIS, MO 63103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 180,372.

RECIPIENT NAME:
URBAN LEAGUE
ADDRESS:
3701 GRANDEL SQUARE
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
ST LOUIS AREA FOODBANK
ADDRESS:
70 CORPORATE DR
ST LOUIS, MO 63044
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CROWN CENTER
ADDRESS:
8350 DELCREST DRIVE
ST LOUIS, MO 63124
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
UNITED WAY
ADDRESS:
910 NORTH 11TH STREET
ST LOUIS, MO 63101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SAUL BRODSKY JEWISH COMMUNITY
LIBRARY
ADDRESS:
12 MILLSTONE CAMPUS DRIVE
ST LOUIS, MO 63146
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
YWCA
ADDRESS:
3820 WEST PINE BLVD
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
COMMUNITY HOUSING MANAGEMENT
CORP
ADDRESS:
8 MILLSTONE CAMPUS DRIVE STE 2000
ST LOUIS, MO 63146
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MID EAST AREA AGENCY ON AGING
ADDRESS:
14535 MANCHESTER ROAD
MANCHESTER, MO 63011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
EMPLOYMENT CONNECTION
ADDRESS:
2838 MARKET STREET
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
22ND JUDICIAL CIRCUIT COUR
ADDRESS:
920 N VANDEVENTER
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 175,000.

RECIPIENT NAME:
FOCUS ST LOUIS
ADDRESS:
815 OLIVE STREET STE 110
ST LOUIS, MO 63101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,500.

TOTAL GRANTS PAID: 522,372.