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Form 990-PF



Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.






OMB No 1545-0052




2013

Open to Public Inspection



For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation The Melvin and Bren Simon Charitable Foundation Number One		A Employer identification number 35-2049367	
Number and street (or P O box number if mail is not delivered to street address) 329 Main Street		B Telephone number (see instructions) (970) 963-5898	
City or town, state or province, country, and ZIP or foreign postal code Carbondale, CO 81623		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶ \$ 22,697,637	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,150,000			
	2 Check ▶ <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	211,378	211,378		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	414,672			
	b Gross sales price for all assets on line 6a 8,141,483				
	7 Capital gain net income (from Part IV, line 2) . . .		414,672		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 21,120	15,735		
	12 Total. Add lines 1 through 11	1,797,170	641,785		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 24,425			24,425
	c Other professional fees (attach schedule)	 19,335			19,335
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 62,968	1,828		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	7,750			
	22 Printing and publications	610			
	23 Other expenses (attach schedule)	 76,233	74,727		
	24 Total operating and administrative expenses. Add lines 13 through 23	191,321	76,555		43,760
	25 Contributions, gifts, grants paid	3,718,564			3,718,564
	26 Total expenses and disbursements. Add lines 24 and 25	3,909,885	76,555		3,762,324
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,112,715			
	b Net investment income (if negative, enter -0-)		565,230		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	267,891	1,270,395	1,270,395
	2	Savings and temporary cash investments			
	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 ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	252,773		
	b	Investments—corporate stock (attach schedule)	2,449,211	 2,436,773	2,913,450
	c	Investments—corporate bonds (attach schedule).	9,296,939	 7,530,633	7,572,247
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	10,247,210	 9,395,613	10,941,545
	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)	22,514,024	20,633,414	22,697,637	
Liabilities	17	Accounts payable and accrued expenses		205,224	
	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)		205,224	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	22,514,024	20,428,190	
	30	Total net assets or fund balances (see page 17 of the instructions)	22,514,024	20,428,190	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	22,514,024	20,633,414	

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	22,514,024
2	Enter amount from Part I, line 27a	2	-2,112,715
3	Other increases not included in line 2 (itemize) ▶ 	3	141,560
4	Add lines 1, 2, and 3	4	20,542,869
5	Decreases not included in line 2 (itemize) ▶ 	5	114,679
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,428,190

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a Capital Gain Dividends				
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			85,215	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	414,672
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	-39,518

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	2,510,333	24,222,444	0 10364
2011	3,769,889	25,135,814	0 14998
2010	2,625,972	26,950,198	0 09744
2009	2,850,553	27,818,353	0 10247
2008	5,364,653	49,439,945	0 10851

2 Total of line 1, column (d).	2	0 56203
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 11241
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	23,336,261
5 Multiply line 4 by line 3.	5	2,623,159
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	5,652
7 Add lines 5 and 6.	7	2,628,811
8 Enter qualifying distributions from Part XII, line 4.	8	3,762,324

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	5,652
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	5,652
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,652
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,770
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	22,770
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	17,118
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 10,000 Refunded	11	7,118

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IN _____			
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? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶Tanya Carson Telephone no ▶(970) 963-5898 Located at ▶329 Main Street Carbondale CO ZIP +4 ▶816232027			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, 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	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ VI				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

☐ Yes ☒ No

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

☐ Yes ☒ No

b

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

5b

No

Organizations relying on a current notice regarding disaster assistance check here. ☐

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ 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

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

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
Bren Simon	Trustee	0		
329 Main Street	0 25			
Carbondale, CO 816232027				

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total

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

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	23,033,731
b	Average of monthly cash balances.	1b	657,905
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	23,691,636
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	23,691,636
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	355,375
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,336,261
6	Minimum investment return. Enter 5% of line 5.	6	1,166,813

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	1,166,813
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	5,652
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,652
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,161,161
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,161,161
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	1,161,161

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	3,762,324
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	3,762,324
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	5,652
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,756,672
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,161,161
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	2,905,873			
b From 2009.	2,850,553			
c From 2010.	2,632,100			
d From 2011.	3,775,206			
e From 2012.	2,510,333			
f Total of lines 3a through e.	14,674,065			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,762,324				
a Applied to 2012, 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).	3,762,324			
d Applied to 2013 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,161,161			1,161,161
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	17,275,228			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
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 2008 not applied on line 5 or line 7 (see instructions). . .	1,744,712			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	15,530,516			
10 Analysis of line 9				
a Excess from 2009. . . .	2,850,553			
b Excess from 2010. . . .	2,632,100			
c Excess from 2011. . . .	3,775,206			
d Excess from 2012. . . .	2,510,333			
e Excess from 2013. . . .	3,762,324			

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	3,718,564
b Approved for future payment See Additional Data Table				
Total			3b	8,250,000

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2013)

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Gleaners Food Bank 3737 Waldemere Ave Indianapolis,IN 46241	None	Exempt	Food bank donation	100,000
National Democratic Institute 455 Massachusetts Avenue NW Washington,DC 20001	None	Exempt	Grant in honor of Madeleine K Albright	100,000
William J Clinton Foundation 610 President Clinton Avenue Little Rock,AR 72201	None	Exempt	Contribution to General Fund	100,000
US Department of State 2201 C Street NW Washington,DC 20520	None	Exempt	Capital campaign for diplomatic reception rooms	200,000
Endowment of the US Institute of Pe 2301 Constitution Ave NW Washington,DC 20037	None	Exempt	Endowment in honor of Madeleine Albright	333,333
Indianapolis Museum of Art 4000 Michigan Road Indianapolis,IN 46208	None	Exempt	CEO/Director chair endowment	500,000
Riley's Children's Foundation 30 S Meridian St 200 Indianapolis,IN 46204	None	Exempt	Riley Hospital for Children Simon Family Tower	500,000
UCLA Foundation 10920 Wilshire Blvd Suite 900 Los Angeles,CA 90024	None	Exempt	Second and third installment of The Melvin and Bren Simon Digestive Diseases Center	1,225,000
Indianapolis Museum of Art 4000 Michigan Road Indianapolis,IN 46208	None	Exempt	The Virginia B Fairbanks Art & Nature Park	25,000
The Aspen Institute One Dupont Circle NW Suite 700 Washington,DC 20036	None	Exempt	Support for the Gold Leaf Society	50,000
The Aspen Institute One Dupont Circle NW Suite 700 Washington,DC 20006	None	Exempt	Socrates Program	13,250
National Democratic Institute 455 Massachusetts Avenue NW Washington,DC 20001	None	Exempt	Support for annual dinner	46,500
Lucky Day Animal Rescue PO Box 8856 Aspen,CO 81612	None	Exempt	General support	5,000
Roaring Fork Valley Early Learning PO Box 2533 Glenwood Springs,CO 81602	None	Exempt	Grant for language and literacy tools	50,000
Colorado Rocky Mountain School 1493 Country Road 106 Carbondale,CO 81623	None	Exempt	CRMS Scholarship Fund	1,092
Total  3a				3,718,564

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Indiana Historical Society 450 West Ohio Street Indianapolis,IN 46202	None	Exempt	Book publishing	9,390
Thompson Divide Coalition 711 Main Street Carbondale,CO 81623	None	Exempt	Funding for Legal Defense Fund and advocacy	250,000
Union Valley Baptist Church 932 Hwy 64 West Beebe,AR 72012	None	Exempt	Fund construction of a new playground	75,000
Colorado Open Lands 274 Union Blvd Ste 320 Lakewood,CO 80228	None	Exempt	Acquire and prepare property to analyze impact of weather and atmospheric change on flora and fauna	125,000
Lift-Up Food Bank 520 Third Street Carbondale,CO 81623	None	Exempt	Purchase food for Lift-Up Food project	9,999
Total  3a				3,718,564

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.</div>	<div>OMB No 1545-0047</div> <div>2013</div>

<div>Name of the organization</div> <div>The Melvin and Bren Simon Charitable Foundation Number One</div>	<div>Employer identification number</div> <div>35-2049367</div>
-----------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

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 33¹/₃% 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 for 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 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 its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization The Melvin and Bren Simon Charitable Foundation Number One	Employer identification number 35-2049367
----------------------------------------------------------------------------------------------	-----------------------------------------------------

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	Melvin Simon & Associates 225 West Washington Street Indianapolis, IN 462043438	\$ 1,150,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization The Melvin and Bren Simon Charitable Foundation Number One	Employer identification number 35-2049367
----------------------------------------------------------------------------------------------	---------------------------------------------------------

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

Name of organization The Melvin and Bren Simon Charitable Foundation Number One	Employer identification number 35-2049367
----------------------------------------------------------------------------------------------	-----------------------------------------------------

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
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

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

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

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

TY 2013 Accounting Fees Schedule

Name: The Melvin and Bren Simon Charitable
Foundation Number One

EIN: 35-2049367

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	24,425	0	0	24,425

TY 2013 General Explanation Attachment

Name: The Melvin and Bren Simon Charitable
Foundation Number One

EIN: 35-2049367

Software ID: 13000170

Software Version: 2013v3.1

Identifier	Return Reference	Explanation
	General Explanation Supplemental Information for Form 990-PF	The Foundation has made PFIC elections for the following investments The Blackstone Group, LP Glenrock Global Partners (BVI), Inc Hawkeye Capital Offshore Portfolio Advisors (Offshore) Private Equity Fund III, LP Central Fund of Canada Ltd (via Seamans Global Bond QP Fund) Sprott Physical Gold Trust (via Seamans Global Bond QP Fund) Copies of Forms 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund, are attached to this return as pdfs The Foundation, through its investment in KC Partners Investment Fund, LP, is reported

**TY 2013 Investments Corporate
Bonds Schedule**

Name: The Melvin and Bren Simon Charitable
Foundation Number One

EIN: 35-2049367

Software ID: 13000170

Software Version: 2013v3.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Corporate Bonds	7,530,633	7,572,247

**TY 2013 Investments Corporate
Stock Schedule**

Name: The Melvin and Bren Simon Charitable
Foundation Number One

EIN: 35-2049367

Software ID: 13000170

Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Corporate Stocks & Mutual Funds	2,436,773	2,913,450

TY 2013 Investments - Other Schedule

Name: The Melvin and Bren Simon Charitable
Foundation Number One

EIN: 35-2049367

Software ID: 13000170

Software Version: 2013v3.1

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Alternative Investments	AT COST	9,395,613	10,941,545

TY 2013 Other Decreases Schedule

Name: The Melvin and Bren Simon Charitable
Foundation Number One

EIN: 35-2049367

Software ID: 13000170

Software Version: 2013v3.1

Description	Amount
Seamans Global Bond Fund book/tax difference	114,679

TY 2013 Other Expenses Schedule

Name: The Melvin and Bren Simon Charitable
Foundation Number One

EIN: 35-2049367

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Expenses from Blackstone Ptrs K-1	11	11		
Expenses from KC Partners K-1	39,780	39,780		
Expenses from Oaktree Capital K-1	22	22		
Expenses from Seamans Global K-1	8,641	8,641		
Investment Fees	26,273	26,273		
Penalty & Interest on Taxes Due	1,418			
Prepay Charge	88			

TY 2013 Other Income Schedule

Name: The Melvin and Bren Simon Charitable
Foundation Number One

EIN: 35-2049367

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	21,120	15,735	

TY 2013 Other Increases Schedule

Name: The Melvin and Bren Simon Charitable
Foundation Number One

EIN: 35-2049367

Software ID: 13000170

Software Version: 2013v3.1

Description	Amount
KC Partners book/tax difference	141,560

TY 2013 Other Professional Fees Schedule

Name: The Melvin and Bren Simon Charitable
Foundation Number One

EIN: 35-2049367

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Attorney's Fees	19,335	0	0	19,335

TY 2013 Taxes Schedule

Name: The Melvin and Bren Simon Charitable
Foundation Number One

EIN: 35-2049367

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	61,140			
Foreign Tax	1,465	1,465		
Foreign Taxes from K-1's	363	363		

The Melvin and Bren Simon Charitable Foundation Number One

EIN: 35-2049367

Form 990-PF, Part II, Line 10c

Corporate Bonds - Schedule of Holdings

12/31/2013

	Valuation Method	Book Value 12/31/2013	Fair Market Value 12/31/2013
<u>Corporate Bonds</u>			
Boston Pvt B&T Co 3.5% 5/2/16	Cost	21,131.25	21,079.20
Investors Bank Short Hills NJ 2.3% 5/5/16	Cost	10,333.40	10,266.10
Genoa Banking Company 2.75% 5/20/16	Cost	74,777.50	77,469.12
Lake Sunapee Bank FSB 2.1% 5/27/16	Cost	12,392.58	12,322.80
Hewlett Packard Company 2.65% 6/1/16	Cost	30,407.01	30,911.40
Midland States Bank 2.65% 6/22/16	Cost	16,627.00	16,708.96
Gold Coast Bank 1.65% 6/30/16	Cost	17,252.54	17,461.72
MB Finl Bank NA 2.7% 6/30/16	Cost	51,969.48	52,160.00
GE Money Bank 2.75% 7/5/16	Cost	25,798.48	25,977.75
JPMorgan Chase & Co 3.15% 7/5/16	Cost	52,485.33	52,419.00
Morton Cmnty Bank 3.4% 7/25/16	Cost	24,533.67	24,319.05
First Fedl S&L of Bucks .85% 8/2/16	Cost	100,000.00	99,807.00
Crystal Lake B&T Co .85% 8/15/16	Cost	70,000.00	69,861.40
Sallie Mae Bank 1.25% 8/15/16	Cost	49,855.00	50,286.50
Goldman Sachs Bank 1.85% 8/24/16	Cost	40,403.81	40,714.80
MB Financial Bank 2.0% 9/9/16	Cost	70,282.18	71,681.34
BMW Bank of North Amer 1.15% 9/13/16	Cost	49,805.78	49,907.00
Goldman Sachs Bank 1.85% 9/21/16	Cost	25,247.33	25,437.75
Cit Bank 2.15% 9/28/16	Cost	20,347.47	20,494.60
Goldman Sachs Bank 2.0% 10/5/16	Cost	15,245.51	15,320.85
GE Capital Retail Bank 2.0% 10/14/16	Cost	30,484.36	30,597.90
Wachovia Corp New 5.625% 10/15/16	Cost	44,540.13	44,930.40
American Express Bk FSB 3.5% 11/25/16	Cost	37,573.38	37,149.00
Cole Taylor Bank 2.0% 12/9/16	Cost	57,993.92	58,601.13
Southwest Airlines 5.75% 12/15/16	Cost	32,874.39	33,421.80
Amer Expr Centurion Bank 2.05% 12/22/16	Cost	50,765.91	51,095.00
Barclays Bank 2.0% 12/28/16	Cost	20,329.97	20,437.80
Carolina First Bank 5.1% 1/24/17	Cost	11,190.21	11,108.10
Morton Cmnty Bank 3.55% 1/24/17	Cost	25,924.61	25,586.40
Bridgewater Bank .95% 2/14/17	Cost	25,000.00	24,969.75
Carolina First Bank 5.1% 2/14/17	Cost	27,901.68	27,802.50
Bremer Bank NA 1.0% 2/16/17	Cost	75,000.00	74,858.25
Carolina First Bank 5.15% 2/21/17	Cost	16,759.52	16,710.90
Westpac Bkg Corp 2.25% 3/15/17	Cost	10,304.02	10,014.80
Discover Bank 1.7% 3/28/17	Cost	30,628.24	30,429.00
Midfirst Bank 3.05% 4/3/17	Cost	68,622.62	69,144.40

The Melvin and Bren Simon Charitable Foundation Number One

EIN: 35-2049367

Form 990-PF, Part II, Line 10c

Corporate Bonds - Schedule of Holdings

12/31/2013

	Valuation Method	Book Value 12/31/2013	Fair Market Value 12/31/2013
<u>Corporate Bonds</u>			
BMW Bank of North Amer 1.85% 4/27/17	Cost	92,000.35	91,073.70
Washita State Bank 4.95% 5/5/17	Cost	16,835.66	16,687.05
Bank of Internet USA 3.0% 5/8/17	Cost	42,187.39	42,516.80
Wells Fargo & Co 2.1% 5/8/17	Cost	51,412.96	50,932.50
Traditional Bank Inc 3.0% 5/22/17	Cost	52,579.61	53,069.50
Country Bank 5.15% 6/1/17	Cost	28,232.58	27,845.25
Everbank 3.0% 6/1/17	Cost	13,688.14	13,799.63
MB Fnl Bank NA 2.65% 6/12/17	Cost	25,887.85	26,384.00
Goldman Sachs Group Inc 5.1% 6/15/17	Cost	43,494.66	42,995.20
Wachovia Corp 5.75% 6/15/17	Cost	22,954.64	22,814.00
Lasalle Bank NA 5.3% 6/20/17	Cost	33,983.13	33,780.60
First Business Bank 2.3% 6/22/17	Cost	15,629.08	15,500.55
First Bexley Bank .70% 6/28/17	Cost	29,424.42	29,727.00
Commercial Bank 3.75% 7/3/17	Cost	21,842.62	21,579.00
Merrick Bank 1.3% 7/26/17	Cost	24,980.00	25,046.00
Enerbank USA 1.1% 8/2/17	Cost	17,870.00	18,199.98
Sallie Mae Bank 1.75% 8/15/17	Cost	50,110.96	50,439.50
First Bexley Bank .75% 8/28/17	Cost	24,425.95	24,756.00
Merrick Bank 1.5% 9/13/17	Cost	25,000.00	24,981.50
Sun Natl Bank 1.0% 10/3/17	Cost	34,475.59	35,190.05
Genl Electric Cap Corp 1.6% 11/20/17	Cost	30,340.61	29,802.60
Beneficial Mut Svgs Bank 2.25% 12/4/17	Cost	12,486.37	12,425.16
Savings Inst B&T Co 1.35% 12/7/17	Cost	18,967.00	19,011.78
Wells Fargo & Co 5.625% 12/11/17	Cost	28,952.55	28,655.00
MB Fnl Bank NA 2.75% 2/20/18	Cost	36,174.54	36,926.05
Farmers & Merchants Bank 4.55% 3/19/18	Cost	16,654.43	16,645.65
First Natl Bank of Amer 4.0% 4/10/18	Cost	54,797.33	54,381.00
Centurytel Inc 6.15% 9/15/19	Cost	10,279.32	10,550.00
Prime Bank 2.7% 10/15/20	Cost	49,317.50	49,444.50
Total Account # 4047-9606		<u>7,530,633.51</u>	<u>7,572,246.77</u>

Melvin & Bren Simon Charitable Foundation # 1

EIN: 35-2049367

Form 990-PF, Part II, Line 10b

Stocks & Mutual Funds - Schedule of Holdings

12/31/13

		Valuation Method	Cost Basis 12/31/13	Fair Market Value 12/31/13
<u>CORPORATE STOCKS</u>				
AT&T	⌘	Cost	21,180.95	24,612.00
Anheuser Busch	⌘	Cost	20,888.94	39,922.50
Apple Inc	⌘	Cost	31,687.38	42,076.50
Blackrock Inc	⌘	Cost	24,704.10	31,647.00
CSX Corp	⌘	Cost	21,601.42	28,050.75
Chevron Corp	⌘	Cost	20,373.76	24,982.00
Cisco Systems	⌘	Cost	19,776.00	26,916.00
Coca-Cola Company	⌘	Cost	29,780.69	37,179.00
Diageo PLC	⌘	Cost	28,253.93	46,347.00
Dundee Precious Metals	⌘	Cost	10,307.22	6,463.00
Imperial Tobacco Grp	⌘	Cost	21,420.00	23,334.00
Intel Corp	⌘	Cost	35,934.80	42,825.75
Johnson & Johnson	⌘	Cost	29,065.50	41,215.50
Kraft Foods Grp	⌘	Cost	10,370.00	16,173.00
Mastercard Inc	⌘	Cost	20,811.75	62,659.50
Microsoft Corp	⌘	Cost	31,303.55	46,762.50
Mondelez International	⌘	Cost	19,182.57	31,770.00
Nestle S A Spnsd ADR	⌘	Cost	31,226.75	36,795.00
Oil Company Lukoil	⌘	Cost	32,537.50	29,982.00
Pfizer Inc	⌘	Cost	30,577.45	45,945.00
Pinnacle Foods Inc DE	⌘	Cost	25,489.90	27,460.00
Proctor & Gamble	⌘	Cost	20,688.80	27,272.35
Rayonier Inc	⌘	Cost	22,428.56	23,155.00
Rogers Communications	⌘	Cost	29,827.88	37,331.25
Siliconware Precision Inds Ltd	⌘	Cost	30,038.27	28,704.00
Telephone & Data Sys Inc	⌘	Cost	42,232.48	38,670.00
Time Warner Inc	⌘	Cost	20,217.23	38,346.00
Viacom Inc	⌘	Cost	41,077.40	76,422.50
Vodafone Group PLC New	⌘	Cost	39,137.76	58,965.00
Wells Fargo & Co	⌘	Cost	10,649.97	13,620.00
Eaton Corp PLC	⌘	Cost	24,907.28	30,448.00
Market Vectors Junior Gold Mines ETF	⌘	Cost	19,915.00	5,433.75
Total Account # 8918-8077			817,594.79	1,091,485.85

Melvin & Bren Simon Charitable Foundation # 1
EIN: 35-2049367
Form 990-PF, Part II, Line 10b
Stocks & Mutual Funds - Schedule of Holdings
12/31/13

		Valuation Method	Cost Basis 12/31/13	Fair Market Value 12/31/13
<u>MUTUAL FUNDS</u>				
Central Fund of Canada	⌘	Cost	22,651.94	15,900.00
<u>OTHER INVESTMENTS</u>				
Blackstone Group LP	⌘	Cost	23,993.32	37,800.00
Oaktree Capital Group	⌘	Cost	23,929.01	27,949.00
Total Account # 8918-8077			<u>47,922.33</u>	<u>65,749.00</u>
Total for account # 8918-8077			<u>888,169.06</u>	<u>1,173,134.85</u>
<u>MUTUAL FUNDS</u>				
FPA Crescent Instl		Cost	1,132,000.37	1,316,719.20
Total Account # 2032-0352			<u>1,132,000.37</u>	<u>1,316,719.20</u>
Goldcorp Inc		Cost	15,425.85	14,085.50
Market Vectors Gold Miners ETF		Cost	92,609.94	48,599.00
SPDR Gold Trust Gold Shares		Cost	256,836.35	325,136.00
Central Fund of Canada		Cost	51,731.37	35,775.00
Total Account # 7025-4407			<u>416,603.51</u>	<u>423,595.50</u>
Total All Stocks & Mutual Funds			<u>2,436,772.94</u>	<u>2,913,449.55</u>

Melvin & Bren Simon Charitable Foundation # 1

EIN: 35-2049367

Form 990-PF, Part II, Line 13

Alternative Investments

12/31/13

		Valuation Method	Book Value 12/31/2013	Fair Market Value 12/31/2013
<u>ALTERNATIVE INVESTMENTS</u>				
Dialectic Offshore Ltd	⌘	Cost	500,000.00	460,801.29
Galtère Intl Fund Ltd	⌘	Cost	832,300.00	955,081.38
Hawkeye Capital Ser Trust Offshore	⌘	Cost	1,238,188.00	1,447,044.84
IVA Global Fund Cayman Ltd	⌘	Cost	350,000.00	350,000.00
IVA Global Fund Cayman US Invs Ser	⌘	Cost	1,000,000.00	1,164,756.00
Kingstown Partners Offshore Ltd Cl A Ser 1/2013	⌘	Cost	1,000,000.00	1,350,866.60
Mayo Capital Partners Offshore Fd Ltd	⌘	Cost	1,500,000.00	1,628,359.01
Passport Offshore Ltd	⌘	Cost	389,322.00	906,289.83
Seamans Global Bond Fund	⌘	Cost	540,908.00	542,737.51
Portfolio Advisors Offshore Private Eqty Fd III	⌘	Cost	483,844.00	530,906.00
KC Partners Investment Fund	⌘	Cost	1,561,051.00	1,525,488.06
Aldarra Fund	⌘		-	79,214.23
Total Account # 6876-5043			9,395,613.00	10,941,544.75

⌘

REALIZED GAINS/(-)LOSSES

This section provides estimated realized gains or losses for informational purposes only, and should not be used for tax preparation without the assistance of your tax advisor. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. To calculate gains or losses, the trading tax lot relief method indicated on the first page of this statement was used, unless another method was in effect at the time of the trade. We suggest you review this information for accuracy and contact your Financial Advisor with any questions.

Corporate/Government Bonds	<i>Closing Transaction</i>	<i>Date Acquired</i>	<i>Date Sold</i>	<i>Quantity</i>	<i>Cost Basis</i>	<i>Sale Proceeds</i>	<i>Realized Gain/(-)Loss**</i>
ACACIA FEDL SVGS BANK FALLS CHURCH VA CD CUSIP: 003874RQ9	REDEEMED	05/27/09	05/16/13	95,000	95,000.00	95,000.00	N/A (LT)
ALLY BANK MIDVALE UT CD CUSIP: 02005QUV3	REDEEMED	09/20/11	03/28/13	50,000	50,000.00	50,000.00	N/A (LT)
AMERICAN EXPRESS BK FSB SALT LAKE CITY UT CD CUSIP: 02580VG33		07/31/13	12/30/13	100,000	102,408.45	102,197.00	-211.45 (ST)
AMERICAN EXPRESS BK FSB SALT LAKE CITY UT CD CUSIP: 02580VRE7	REDEEMED	02/02/10	06/03/13	122,000	122,000.00	122,000.00	N/A (LT)
AMER EXPR CENTURION BANK SALT LAKE CITY UT CD CUSIP: 02586T6M1		09/30/11	12/30/13	35,000	35,508.92	35,760.66	251.74 (LT)
		08/16/12	12/30/13	40,000	40,740.77	40,869.34	128.57 (LT)
				75,000	76,249.69	76,630.00	380.31
AMERICAN EXPRESS CR CORP MEDIUM TERM NOTE B/E CUSIP: 0258MOCW7	REDEEMED	07/19/10	05/02/13	15,000	15,000.00	15,000.00	N/A (LT)
AMES CMNTY BANK AMES IA CD CUSIP: 030762BM9		02/16/10	12/26/13	75,000	75,000.00	75,122.41	122.41 (LT)
BMW BK OF NORTH AMERICA SALT LAKE CITY UT CD CUSIP: 05568PQJ9	REDEEMED	05/27/09	05/28/13	90,000	90,000.00	90,000.00	N/A (LT)

** Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing

REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
BMW BK OF NORTH AMERICA SALT LAKE CITY UT CD CUSIP: 05568PRU3	REDEEMED	02/05/10	09/16/13	90,000	90,000.00	90,000.00	N/A (LT)
BANK OF NORTHERN MI PETOSKEY MI CD CUSIP: 06414TKL6		02/16/10	12/26/13	50,000	50,004.25	49,985.00	-19.25 (LT)
BARCLAYS BANK DE WILMINGTON DE CD CUSIP: 06740KAW7		09/15/10 11/29/10	12/30/13 12/30/13	45,000 25,000	45,365.80 25,184.48	45,678.53 25,376.97	312.73 (LT) 192.49 (LT)
				70,000	70,550.28	71,055.50	505.22
BARCLAYS BANK DE WILMINGTON DE CD CUSIP: 06740KAY3		06/14/12	12/30/13	50,000	50,622.91	50,756.00	133.09 (LT)
BRAND BANKING COMPANY LAWRENCEVILLE GA CD CUSIP: 105245CL6	REDEEMED	02/02/10	01/15/13	176,000	176,000.00	176,000.00	N/A (LT)
CAPITAL BANK GREENWOOD SC CD CUSIP: 139796AE6		02/17/10	12/26/13	50,000	50,049.41	50,110.50	61.09 (LT)
CELTIC BANK SALT LAKE CITY UT CD CUSIP: 15118RHD2		02/16/10	11/19/13	100,000	100,025.66	100,113.00	87.34 (LT)
CENTURYTEL INC SR NOTE SERIES M CUSIP: 156700AJ5		06/15/12	12/30/13	65,000	66,896.13	67,512.45	616.32 (LT)
CIT BANK SALT LAKE CITY UT CD CUSIP: 17284AHU5	REDEEMED	09/29/11	07/08/13	15,000	15,000.00	15,000.00	N/A (LT)
CITIZENS BANK FLINT MI CD CUSIP: 173702FV8	REDEEMED REDEEMED	02/08/10 02/09/10	02/05/13 02/05/13	50,000 50,000	50,000.00 50,000.00	50,000.00 50,000.00	N/A (LT) N/A (LT)
				100,000	100,000.00	100,000.00	0.00
COMMERCE BANK GENEVA MN CD CUSIP: 20056QKH5	REDEEMED	03/31/10	07/15/13	75,000	75,000.00	75,000.00	N/A (LT)

** Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing

Fed ID #: 35-2049367

REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
COMPASS BANK BIRMINGHAM AL CD CUSIP: 20449E3Q7	REDEEMED	09/30/11	10/07/13	50,000	50,000 00	50,000.00	N/A (LT)
DORAL BANK CATANO PR CD CUSIP: 25811LRZ4	REDEEMED	02/09/10	02/12/13	25,000	25,000 00	25,000.00	N/A (LT)
DOW CHEMICAL CO CPN 7.600% DUE 05/15/14 CUSIP: 260543BW2	REDEEMED	05/31/12	03/25/13	24,000	24,000 00	25,880 43	1,880 43 (ST)
DOW CHEMICAL COMPANY INTERNOTES B/E SEMI CUSIP: 26054LDS9	REDEEMED	05/13/10	06/17/13	20,000	20,000 00	20,000 00	N/A (LT)
DOW CHEMICAL COMPANY INTERNOTES B/E SEMI CUSIP: 26054LDW0	REDEEMED	05/19/10	06/17/13	25,000	25,000 00	25,000 00	N/A (LT)
DUKE REALTY LTD PRTNRSH NEW NOTES CUSIP: 26441YAH0	REDEEMED	12/20/10	12/27/13	30,000	30,966 90	30,966 90	N/A (LT)
FEDL NATL MTG ASSN NOTE B/E CUSIP: 31364FPY1	REDEEMED	03/21/05	01/25/13	28,000	28,000 00	28,000 00	N/A (LT)
FIDELITY BANK NORCROSS GA CD CUSIP: 315886AP6		05/24/13	12/30/13	50,000	49,905 00	49,791 27	-113 73 (ST)
		05/28/13	12/30/13	50,000	49,892 50	49,791 27	-101 23 (ST)
				100,000	99,797.50	99,582 54	-214 96
FIRST AMERN BANK ELK GROVE VILLAGE IL CD CUSIP: 31849SEA2	REDEEMED	01/29/10	12/05/13	100,000	100,000.00	100,000.00	N/A (LT)
FIRST BK OF HIGHLAND PK HIGHLAND PARK IL CD CUSIP: 3191407K9		06/19/12	12/30/13	25,000	25,441 88	25,457.50	15 62 (LT)
FIRST BUSINESS BANK MADISON WI CD CUSIP: 31938QSR6	REDEEMED	01/29/10	04/15/13	90,000	90,000.00	90,000.00	N/A (LT)

** Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.

REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
FIRST FEDERAL SVGS BANK HUNTINGTON IN CD CUSIP: 32021YBQ5	REDEEMED	05/27/09	06/10/13	90,000	90,000.00	90,000.00	N/A (LT)
FIRST NA DAMRISCOTTA ME CD CUSIP: 325351EY6		09/29/11	12/26/13	19,000	19,000.93	18,995.00	-5.93 (LT)
FIRSTBANK OF PUERTO RICO SANTURCE PR CD CUSIP: 337624NX4	REDEEMED	02/17/10	02/25/13	50,000	50,000.00	50,000.00	N/A (LT)
FLORIDA BANK TAMPA FL CD CUSIP: 340559AE3		02/16/10	12/26/13	75,000	75,000.00	75,063.25	63.25 (LT)
FLUSHING SAVINGS BK FSB NEW YORK NY CD CUSIP: 344030CJ8	REDEEMED	02/08/10	04/15/13	20,000	20,000.00	20,000.00	N/A (LT)
FLUSHING SAVINGS BANK NEW YORK NY CD CUSIP: 344030CK5		06/01/12	12/26/13	15,000	15,109.18	14,983.00	-126.18 (LT)
FORD MOTOR CR COMPANY LLC GLBL NOTE B/E CUSIP: 345397TZ6	REDEEMED	12/06/10	10/01/13	75,000	75,000.00	75,000.00	N/A (LT)
FSGBANK NA CHATTANOOGA TN CD CUSIP: 35951WEB6		09/15/10	12/26/13	60,000	60,313.33	60,499.00	185.67 (LT)
FSGBANK NA CHATTANOOGA TN CD CUSIP: 35951WEE0	REDEEMED	01/29/10	07/29/13	150,000	150,000.00	150,000.00	N/A (LT)
GE CAPITAL FINANCIAL INC HOLLADAY UT CD CUSIP: 36160WKN8	REDEEMED	09/20/11	07/16/13	25,000	25,000.00	25,000.00	N/A (LT)
GENERAL ELECTRIC CAPITAL CORP MEDIUM TERM NOTES CUSIP: 36962G3F9	REDEEMED	06/08/10	09/20/13	50,000	50,000.00	50,000.00	N/A (LT)
GENL ELECTRIC CAP CORP MEDIUM TERM NOTE B/E CUSIP: 36962G4Q4	REDEEMED	10/05/11	09/16/13	17,000	17,000.00	17,000.00	N/A (LT)

** Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.

REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
GENL ELECTRIC CAP CORP MEDIUM TERM NOTE CUSIP: 36962G4X9		10/05/11	12/23/13	50,000	50,011.53	49,995.00	-16.53 (LT)
GENL ELECTRIC CAP CORP MEDIUM TERM NOTE CUSIP: 36962GK86		12/06/10	12/30/13	75,000	76,320.95	77,165.50	844.55 (LT)
GOLDMAN SACHS GROUP INC SR NOTE B/E CUSIP: 38141GDB7	REDEEMED	06/21/10	04/01/13	30,000	30,000.00	30,000.00	N/A (LT)
GOLDMAN SACHS GROUP INC NOTE B/E CUSIP: 38141GDQ4	REDEEMED	05/12/10	10/15/13	150,000	150,000.00	150,000.00	N/A (LT)
GOLDMAN SACHS BANK USA NEW YORK NY CD CUSIP: 381426S55		02/16/10	12/26/13	90,000	90,165.10	90,502.60	337.50 (LT)
GOLDMAN SACHS BANK USA NEW YORK NY CD CUSIP: 38143AVL6		06/19/12	12/30/13	50,000	50,000.00	50,210.50	210.50 (LT)
HEWLETT PACKARD CO GLBL NOTE CUSIP: 428236AV5		06/13/12	12/30/13	20,000	20,268.07	20,300.70	32.63 (LT)
		06/14/12	12/30/13	20,000	20,269.12	20,300.70	31.58 (LT)
				40,000	40,537.19	40,601.40	64.21
ISB CMNTY BANK IXONIA WI CD CUSIP: 46425QCP5	REDEEMED	01/29/10	12/09/13	150,000	150,000.00	150,000.00	N/A (LT)
JPMORGAN CHASE & COMPANY GLOBAL SUBORDINATED NOTE CUSIP: 46625HAT7	REDEEMED	09/21/11	01/02/13	50,000	50,000.00	50,000.00	N/A (LT)
JPMORGAN CHASE & CO NOTE CUSIP: 46625HBJ8		06/08/10	12/23/13	25,000	25,115.83	25,179.00	63.17 (LT)
JPMORGAN CHASE & CO GLBL SUB HLDG CO NOTE CUSIP: 46625HBV1		11/01/10	12/30/13	40,000	40,790.63	41,188.77	398.14 (LT)
		12/06/10	12/30/13	59,000	59,968.89	60,753.46	784.57 (LT)
				99,000	100,759.52	101,942.23	1,182.71

** Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing

STIFEL

MELVIN AND BREN SIMON
CHARITABLE FOUNDATION #1

December 1 -
December 31, 2013
Account Number

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REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
JPMORGAN CHASE & CO SR NOTE B/E CUSIP: 46625HHB9	REDEEMED	05/13/10	05/01/13	50,000	50,000 00	50,000 00	N/A (LT)
M&I MARSHALL & ILSLEY BK MILWAUKEE WI CD CUSIP: 55405PJP5	REDEEMED	06/24/08	07/01/13	100,000	100,000 00	100,000 00	N/A (LT)
MEDALLION BANK SALT LAKE CITY UT CD CUSIP: 58403BVK9		07/31/13	12/30/13	75,000	75,276 86	75,101 50	-175.36 (ST)
MERRICK BANK SOUTH JORDAN UT CD CUSIP: 59012Y3H8		05/28/13	12/26/13	80,000	80,000 00	79,859 00	-141 00 (ST)
MID WISCONSIN BANK MEDFORD WI CD CUSIP: 59560QBF6	REDEEMED	05/27/09	06/06/13	74,000	74,000.00	74,000 00	N/A (LT)
MORGAN STANLEY BANK NA SALT LAKE CITY UT CD CUSIP: 61747MRB9	REDEEMED	08/28/12	11/05/13	27,000	27,000.00	27,000 00	N/A (LT)
MORGAN STANLEY BANK NA SALT LAKE CITY UT CD CUSIP: 61747MTM3		05/24/13	12/23/13	20,000	20,006.72	19,995 00	-11 72 (ST)
NATIONAL BK OF COMMERCE SUPERIOR WI CD CUSIP: 633368BS3	REDEEMED	02/16/10	08/13/13	25,000	25,000.00	25,000 00	N/A (LT)
ORIENTAL B&T SAN JUAN PR CD CUSIP: 686184NZ1	REDEEMED	05/27/09	04/11/13	90,000	90,000.00	90,000 00	N/A (LT)
PARAGON COMMERCIAL BANK RALEIGH NC CD CUSIP: 69911Q2L8	REDEEMED REDEEMED	01/21/10 01/29/10	01/15/13 01/15/13	75,000 100,000	75,000 00 100,000.00	75,000.00 100,000 00	N/A (LT) N/A (LT)
				175,000	175,000 00	175,000.00	0.00
PARAGON COML BANK RALEIGH NC CD CUSIP: 69911Q3G8		09/20/10	12/30/13	50,000	50,389 58	50,844.00	454 42 (LT)

** Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.



Fed ID #: 35-2049367

REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
PLAINSCAPITAL BANK DALLAS TX CD CUSIP: 72663QYZ6		07/31/13	12/30/13	100,000	100,000.00	99,837.65	-162.35 (ST)
PRUDENTIAL FINANCIAL INC MEDIUM TERM NOTES B/E CUSIP: 74432QAB1	REDEEMED	04/07/10	07/15/13	35,000	35,000 00	35,000 00	N/A (LT)
QUEENSBOROUGH NATL B&T LOUISVILLE GA CD CUSIP: 74824XBP0	REDEEMED	06/23/08	06/25/13	100,000	100,000 00	100,000.00	N/A (LT)
REPUBLIC BANK BOUNTIFUL UT CD CUSIP: 760310NS7		06/19/12	12/30/13	60,000	61,710 26	61,891 60	181.34 (LT)
SAFRA NATL BANK OF NY NEW YORK NY CD CUSIP: 78658AKS6		08/01/13	12/30/13	50,000	50,000.00	49,838 00	-162.00 (ST)
SALLIE MAE BANK MURRAY UT CD CUSIP: 795450FV2	REDEEMED	09/06/12	11/13/13	20,000	20,000 00	20,000 00	N/A (LT)
SIGNATURE BANK CHICAGO IL CD CUSIP: 82669VBG5	REDEEMED	05/27/09	05/29/13	90,000	90,000 00	90,000 00	N/A (LT)
SIMON PPTY GRP INC NOTES CUSIP: 828806AF6		08/26/10	12/23/13	75,000	75,192 16	75,178 75	-13 41 (LT)
SOUTHWEST AIRLINES CO NOTE CUSIP: 844741AW8		05/03/10	12/30/13	25,000	25,304 09	25,781.93	477 84 (LT)
		05/03/10	12/30/13	50,000	50,593.13	51,563 86	970 73 (LT)
		12/06/10	12/30/13	75,000	76,271.12	77,345.79	1,074 67 (LT)
		06/15/12	12/30/13	70,000	71,726.43	72,189.42	462.99 (LT)
				220,000	223,894.77	226,881 00	2,986.23
SOVEREIGN BANK NATL ASSN WILMINGTON DE CD CUSIP: 84603M2B1		09/27/12	12/30/13	45,000	44,982 50	44,989.15	6 65 (LT)
SOVEREIGN BANK NATL ASSN WILMINGTON DE CD CUSIP: 84603M2P0		08/28/12	12/30/13	75,000	75,000 00	75,037.00	37 00 (LT)

** Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing

REALIZED GAINS/(-)LOSSES continued

Corporate/Government Bonds	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
STATE BANK OF LIZTON LIZTON IN CD CUSIP: 856309AB5	REDEEMED	03/31/10	07/02/13	30,000	30,000.00	30,000.00	N/A (LT)
SYNOVUS BANK COLUMBUS GA CD CUSIP: 87164DDK3		08/01/13	12/30/13	100,000	100,000.00	99,861.92	-138.08 (ST)
TOWN NORTH BANK NA DALLAS TX CD CUSIP: 89213TKB7	REDEEMED	02/09/10	09/04/13	75,000	75,000.00	75,000.00	N/A (LT)
	REDEEMED	02/16/10	09/04/13	76,000	76,000.00	76,000.00	N/A (LT)
				151,000	151,000.00	151,000.00	0.00
TRANSOCEAN INC SENIOR NOTE B/E CUSIP: 893830AR0	REDEEMED	05/13/10	03/15/13	50,000	50,000.00	50,000.00	N/A (LT)
U S TREASURY NOTE INFLATION INDEX NOTE CUSIP: 912828HW3	REDEEMED	05/27/09	04/15/13	250,000	252,772.55	273,412.50	20,639.95 (LT)
VERIZON NEW ENG INC NOTES CUSIP: 92344RAB8	REDEEMED	05/12/10	10/01/13	56,000	56,000.00	56,000.00	N/A (LT)
WACHOVIA MORTGAGE FSB LAS VEGAS NV CD CUSIP: 929781GS5	REDEEMED	08/28/12	08/29/13	75,000	75,000.00	75,000.00	N/A (LT)
Total Corporate/Government Bonds					\$5,804,572.02	\$5,834,232.78	\$29,660.76
Total Realized Gains/(-)Losses					\$5,819,572.02	\$5,834,232.78	\$29,660.76
Total Net Short-Term (ST)					\$651,489.53	\$652,153.04	\$663.51
Total Net Long-Term (LT)					\$5,168,082.49	\$5,182,079.74	\$28,997.25
Total Net Other-Term (OT)					\$0.00	\$0.00	\$0.00

** Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing

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	<i>This period</i>	<i>Cash</i>	<i>Money Market</i>	<i>Margin</i>
Closing Balance - Net Cash Equivalents	\$723.33	\$0.00	\$723.33	\$0.00

REALIZED GAINS/(-)LOSSES

This section provides estimated realized gains or losses for informational purposes only, and should not be used for tax preparation without the assistance of your tax advisor. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. To calculate gains or losses, the trading tax lot relief method indicated on the first page of this statement was used, unless another method was in effect at the time of the trade. We suggest you review this information for accuracy and contact your Financial Advisor with any questions

Equities	<i>Closing Transaction</i>	<i>Date Acquired</i>	<i>Date Sold</i>	<i>Quantity</i>	<i>Cost Basis</i>	<i>Sale Proceeds</i>	<i>Realized Gain/(-)Loss**</i>
ANHEUSER BUSCH INBEV SA/NV CUSIP: 03524A108		06/28/11	11/11/13	125	7,158.45	12,884.17	5,725.72 (LT)
BRISTOL MYERS SQUIBB COMPANY CUSIP: 110122108		04/07/11	06/24/13	350	9,487.94	16,050.72	6,562.78 (LT)
BRISTOL MYERS SQUIBB COMPANY CUSIP: 110122108		04/07/11	11/07/13	425	11,521.07	21,876.66	10,355.59 (LT)
		04/26/11	11/07/13	375	10,487.96	19,302.94	8,814.98 (LT)
				800	22,009.03	41,179.60	19,170.57
CENTURYLINK INC CUSIP: 156700106		04/19/11	10/15/13	250	9,867.33	8,207.50	-1,659.83 (LT)
		04/26/11	10/15/13	250	9,946.65	8,207.50	-1,739.15 (LT)
		07/11/11	10/15/13	500	19,809.70	16,415.02	-3,394.68 (LT)
				1,000	39,623.68	32,830.02	-6,793.66
DEERE & COMPANY CUSIP: 244199105		10/15/13	12/09/13	400	33,423.96	34,599.79	1,175.83 (ST)
GOLDCORP INC NEW CUSIP: 380956409		12/12/12	10/15/13	425	16,315.96	9,953.36	-6,362.60 (ST)
JPMORGAN CHASE & COMPANY CUSIP: 46625H100		05/18/12	05/31/13	350	11,742.47	19,431.70	7,689.23 (LT)
KIMBERLY CLARK CORP CUSIP: 494368103		04/07/11	11/22/13	325	21,293.81	35,424.58	14,130.77 (LT)
MARATHON PETROLEUM CORP CUSIP: 56585A102		01/11/12	10/02/13	650	20,779.46	42,482.81	21,703.35 (LT)
MICROSOFT CORP CUSIP: 594918104		04/19/11	02/07/13	300	7,529.37	8,168.51	639.14 (LT)

** Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.

STIFEL

MEL & BREN SIMON CHAR FDTN #1
EQUITY ACCOUNT
SOLUTIONS KNALL/COHEN MGD ACCT

December 1 -
December 31, 2013
Account Number.

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REALIZED GAINS/(-)LOSSES continued

Equities	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
NEXSTAR BROADCASTING GROUP INC CL A CUSIP: 65336K103		01/15/13	04/16/13	2,000	25,252.00	40,268.49	15,016.49 (ST)
QUANTA SERVICES INC CUSIP: 74762E102		04/20/11	01/17/13	1,000	20,869.60	28,571.55	7,701.95 (LT)
		04/26/11	01/17/13	500	10,514.70	14,285.78	3,771.08 (LT)
		07/11/11	01/17/13	1,100	21,833.79	31,428.72	9,594.93 (LT)
				2,600	53,218.09	74,286.05	21,067.96
REPUBLIC SERVICES INC CUSIP: 760759100		02/22/13	05/06/13	800	25,103.92	27,654.50	2,550.58 (ST)
WESTERN DIGITAL CORP CUSIP: 958102105		02/22/13	05/28/13	535	24,395.68	33,910.75	9,515.07 (ST)
Total Equities					\$317,333.82	\$429,125.05	\$111,791.23
Total Realized Gains/(-)Losses					\$317,333.82	\$429,125.05	\$111,791.23
Total Net Short-Term (ST)					\$124,491.52	\$146,386.89	\$21,895.37
Total Net Long-Term (LT)					\$192,842.30	\$282,738.16	\$89,895.86
Total Net Other-Term (OT)					\$0.00	\$0.00	\$0.00

** Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.

INTERESTED PARTIES AND/OR SUPPORTING FINANCIAL ADVISOR(S)

For the account of:

MEL & BREN SIMON CHAR FDTN #1
EQUITY ACCOUNT
SOLUTIONS KNALL/COHEN MGD ACCT
PO BOX 982
CARBONDALE CO 81623-0982

