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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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 Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning JUN 1, 2013, and ending DEC 31, 2013

Name of foundation

HERBERT SIMON FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

600 E. 96TH STREET

Room/suite

510

City or town, state or province, country, and ZIP or foreign postal code

INDIANAPOLIS, IN 46240

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☒

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

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

J Accounting method:

☒

Cash

☐

Accrual

Other (specify)

\$ 29,857,619. (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))

(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	29,234,950.		N/A	
	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	300,578.	300,578.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,970,926.			
	b Gross sales price for all assets on line 6a	8,760,148.			
	7 Capital gain net income (from Part IV, line 2)		1,970,926.		
	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)					
11 Other income	<4,719.>	<4,719.>		STATEMENT 2	
12 Total. Add lines 1 through 11	31,501,735.	2,266,785.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	68,412.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	8,445.	0.		0.
	b Accounting fees				
	c Other professional fees STMT 4	5,799.	0.		0.
	17 Interest	1,405.	1,405.		0.
	18 Taxes STMT 5	13,306.	3,255.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	64,800.	64,800.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	162,167.	69,460.		0.
25 Contributions, gifts, grants paid	2,271,500.			2,271,500.	
26 Total expenses and disbursements. Add lines 24 and 25	2,433,667.	69,460.		2,271,500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	29,068,068.				
b Net investment income (if negative, enter -0-)		2,197,325.			
c Adjusted net income (if negative, enter -0-)			N/A		

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments			6,604,268.	6,604,268.
	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				
	7	Other notes and loans receivable ▶				
		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				
	b	Investments - corporate stock	STMT 9	0.	14,011,691.	16,249,851.
	c	Investments - corporate bonds	STMT 10	0.	2,007,468.	1,981,093.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 11	0.	4,779,817.	5,022,407.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		0.	27,403,244.	29,857,619.	
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				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
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		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	27,403,244.	
30	Total net assets or fund balances		0.	27,403,244.		
31	Total liabilities and net assets/fund balances		0.	27,403,244.		

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	0.
2	Enter amount from Part I, line 27a	2	29,068,068.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	29,068,068.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	1,664,824.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,403,244.

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				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	8,760,148.	6,789,222.	1,970,926.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			1,970,926.	
2 Capital gain net income or (net capital loss)		2		1,970,926.
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). If (loss), enter -0- in Part I, line 8		3		N/A

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))
2012	2,730,499.	9,420,721.	.289840
2011	4,253,034.	11,341,802.	.374988
2010	2,091,275.	8,033,305.	.260326
2009	1,735,026.	8,980,635.	.193196
2008	2,132,868.	13,246,458.	.161014
2 Total of line 1, column (d)			2 1.279364
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 .255873
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 16,866,023.
5 Multiply line 4 by line 3			5 4,315,560.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 21,973.
7 Add lines 5 and 6			7 4,337,533.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 4,345,200.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date-of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	21,973.
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			
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-)			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		3	21,973.
6 Credits/Payments:		4	0.
a 2013 estimated tax payments and 2012 overpayment credited to 2013		5	21,973.
b Exempt foreign organizations - tax withheld at source			
c Tax paid with application for extension of time to file (Form 8868)			
d Backup withholding erroneously withheld			
7 Total credits and payments. Add lines 6a through 6d TAX PAID W/ O.R.		6a	
		6b	
		6c	23,000.
		6d	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		7	44,601.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed		8	328.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		9	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 0. Refunded <input type="checkbox"/>		10	22,300.
		11	22,300.

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?	Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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) <input checked="" 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? 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 2013 or the taxable year beginning in 2013 (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

N/A

STMT 12

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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		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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>HERBERT SIMON</u> Telephone no. ► <u>317-636-1600</u> Located at ► <u>600 EAST 96TH STREET, SUITE 510, INDIANAPOLIS, IN</u> ZIP+4 ► <u>46260</u>			
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	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
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 ►		
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.)	N/A	2b
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? <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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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
			X

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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)? ☒ 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)?

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**5b****X****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?**SEE STATEMENT 13**☒ 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**6b****X****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?**N/A****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.

(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
HERBERT SIMON 600 EAST 96TH STREET, SUITE 510 INDIANAPOLIS, IN 46240	PRESIDENT / DIRECTOR 0.50	0.	0.	0.
STEPHEN H. SIMON 600 EAST 96TH STREET, SUITE 510 INDIANAPOLIS, IN 46240	SECRETARY / DIRECTOR 0.25	0.	0.	0.
JENNIFER K. SIMON 600 EAST 96TH STREET, SUITE 510 INDIANAPOLIS, IN 46240	DIRECTOR 0.25	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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▶ **0**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	11,410,630.
b	Average of monthly cash balances	1b	689,829.
c	Fair market value of all other assets	1c	5,022,407.
d	Total (add lines 1a, b, and c)	1d	17,122,866.
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	0.
3	Subtract line 2 from line 1d	3	17,122,866.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	256,843.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,866,023.
6	Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	494,427.

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	494,427.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	21,973.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	21,973.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	472,454.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	472,454.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	472,454.

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	4,345,200.
b	Program-related investments - total from Part IX-B	1b	0.
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	4,345,200.
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	5	21,973.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,323,227.

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				472,454.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	1,480,809.			
b From 2009	1,288,342.			
c From 2010	2,139,865.			
d From 2011	4,254,066.			
e From 2012	2,295,565.			
f Total of lines 3a through e	11,458,647.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 4,345,200.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				472,454.
e Remaining amount distributed out of corpus	3,872,746.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,331,393.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	1,480,809.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	13,850,584.			
10 Analysis of line 9:				
a Excess from 2009	1,288,342.			
b Excess from 2010	2,139,865.			
c Excess from 2011	4,254,066.			
d Excess from 2012	2,295,565.			
e Excess from 2013	3,325,935.			

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					
NEW VENTURE FUND 1201 CONNECTICUT AVE NW NO 300 WASHINGTON, DC 20036		N/A	PC	THE MALALA FUND - TO SUPPORT EDUCATION FOR GIRLS	2,000.
GLOBAL GREEN USA 2218 MAIN ST., 2ND FLOOR SANTA MONICA, CA 90405		N/A	PC	GORGEOUS & GREEN - CREATE GREEN BUILDINGS AND CITIES TO STEM GLOBAL CLIMATE CHANGE	5,000.
BIG CAR MEDIA INC 615 N ALABAMA STREET INDIANPOLIS, IN 46204		N/A	PC	TO FUND SCREENPRINTING & GALLERY SPACE - SUPPORTS ART IN INDIANPOLIS	5,000.
TEXAS BOOK FESTIVAL 610 BRAZOS STREET AUSTIN, TX 78701		N/A	PC	FIRST EDITION LITERARY GALA	15,000.
THE AUTHORS GUILD FOUNDATION 31 EAST 32ND STREET NEW YORK, NY 10016		N/A	SO III FI	EMERGENCY RELIEF PROGRAM	3,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a					2,271,500.
b Approved for future payment					
NONE					
Total ▶ 3b					0.

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. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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.

Signature of officer or trustee

Date _____

Title

SECRETARY
DIRECTOR

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if
self-employed

PTIN

MARK N. BERNSTEIN

MARK N. BERNSTEIN

11/24/14

P00045271

Firm's name ► **KSM BUSINESS SERVICES, INC.**

Firm's EIN ► 35-2123203

Firm's address ► P.O. BOX 40857

INDIANAPOLIS, IN 46240-0857

Phone no. (317) 580-2000

Form **990-PF** (2013)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

HERBERT SIMON FAMILY FOUNDATION

Employer identification number

38-3905454

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization	Employer identification number
HERBERT SIMON FAMILY FOUNDATION	38-3905454

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
<u>1</u>	<u>HERBERT SIMON</u> <u>8765 PINE RIDGE DRIVE</u> <u>INDIANAPOLIS, IN 46260</u>	\$ <u>4,165,356.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
<u>2</u>	<u>THE HERBERT SIMON FAMILY FOUNDATION</u> <u>600 E. 96TH STREET, STE 501</u> <u>INDIANAPOLIS, IN 46240</u>	\$ <u>23,419,369.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
<u>3</u>	<u>THE HERBERT SIMON FAMILY FOUNDATION</u> <u>600 E. 96TH STREET, STE 501</u> <u>INDIANAPOLIS, IN 46240</u>	\$ <u>1,650,225.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>	<u> </u> <u> </u> <u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>	<u> </u> <u> </u> <u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u> </u>	<u> </u> <u> </u> <u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

HERBERT SIMON FAMILY FOUNDATION**38-3905454****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
<u>1</u>	<u>3,944 SHS VODAFONE; 20,000 SHS CROWN</u> <u>MEDIA HLDGS; 12,300 SHS BLACKSTONE;</u> <u>49,400 SHS BARNES & NOBLE</u>	\$ <u>4,165,356.</u>	<u>12/13/13</u>
<u>2</u>	<u>VARIOUS INVESTMENTS AND SECURITIES</u>	\$ <u>23,419,369.</u>	<u>06/28/13</u>
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization

Employer identification number

HERBERT SIMON FAMILY FOUNDATION**38-3905454****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) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

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

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	AMERICAN EXPRESS BK FSB - CUSIP 02580VA39	P	01/11/13	11/25/13
b	AMERICAN EXPRESS BK FSB - CUSIP 02580VCL7	P	01/09/13	12/17/13
c	AMER EXPR CENTURION BANK - CUSIP 02586TBY9	P	01/18/13	12/10/13
d	AMER EXPR CENTURION BANK - CUSIP 02586TDA9	P	01/16/13	12/24/13
e	BMW BK OF NORTH AMERICA - CUSIP 05568PTS6	P	01/23/13	11/06/13
f	CAPITAL ONE BANK - CUSIP 14042HW3	P	01/07/13	09/04/13
g	CAPITAL ONE BANK - CUSIP 14042EV31	P	01/14/13	09/04/13
h	CAPITAL ONE NA - CUSIP 14042EW89	P	01/16/13	11/26/13
i	FLAGSTAR BANK FSB - CUSIP 33847EG50	P	01/17/13	10/17/13
j	GE MONEY BANK - CUSIP 36159AKC3	P	01/23/13	08/20/13
k	GE MONEY BANK - CUSIP 36159CGN0	P	01/17/13	12/30/13
l	GOLDMAN SACHS BANK USA - CUSIP 3814126PW9	P	01/18/13	09/04/13
m	GOLDMAN SACHS BANK USA - CUSIP 3814126TC9	P	01/16/13	08/20/13
n	GOLDMAN SACHS BANK USA - CUSIP 3814126TCL	P	01/16/13	11/19/13
o	GOLDMAN SACHS BANK USA - CUSIP 3814126XN0	P	01/17/13	12/24/13

(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 15,000.		15,296.	<296.>
b 21,000.		21,789.	<789.>
c 16,000.		16,608.	<608.>
d 42,000.		43,627.	<1,627.>
e 19,000.		19,347.	<347.>
f 24,030.		24,792.	<762.>
g 14,064.		14,520.	<456.>
h 25,000.		25,926.	<926.>
i 20,000.		20,650.	<650.>
j 35,251.		36,218.	<967.>
k 14,000.		14,476.	<476.>
l 44,068.		45,422.	<1,354.>
m 40,295.		41,433.	<1,138.>
n 35,000.		35,268.	<268.>
o 20,000.		20,748.	<748.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<296.>
b			<789.>
c			<608.>
d			<1,627.>
e			<347.>
f			<762.>
g			<456.>
h			<926.>
i			<650.>
j			<967.>
k			<476.>
l			<1,354.>
m			<1,138.>
n			<268.>
o			<748.>

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

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

3

HERBERT SIMON FAMILY FOUNDATION

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	GOLDMAN SACHS BANK USA - CUSIP 3814126XZ3	P	01/15/13	12/31/13
b	SALLIE MAE BANK MURRAY - CUSIP 795450FJ9	P	01/15/13	09/04/13
c	STIFEL 3372-0747 (SEE ATTACHED)	P		
d	MFS INTL VALUE	P	01/15/13	12/02/13
e	OPPENHEIMER DEVELOPING MARKETS	P	01/15/13	12/02/13
f	FROM K-1: ROYCE PRIVET FUND	P		
g	FROM K-1: THE OVERLOOK PARTNERS	P		
h	FROM K-1: THE OVERLOOK PARTNERS	P		
i	FPA CRESCENT INSTL CL	P	01/15/13	12/02/13
j	CIE FINANCIERE RICHE	P	01/28/13	08/28/13
k	BRITISH AMERICAN TOB	P		
l	ALTRIA GROUP INC	P		
m	MASTERCARD INC CL A	P		
n	STIFEL 5322-9163 ST (SEE ATTACHED)	P		
o	STIFEL 5322-9163 LT (SEE ATTACHED)	P		

(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 25,000.		25,822.	<822.>
b 20,021.		20,696.	<675.>
c 1,054,045.		905,075.	148,970.
d 250,000.		205,611.	44,389.
e 75,000.		71,471.	3,529.
f		10,798.	<10,798.>
g 463.			463.
h 10,372.			10,372.
i 275,000.		237,744.	37,256.
j 2,379.		2,087.	292.
k 2,617.		2,656.	<39.>
l 6,486.		6,086.	400.
m 7,320.		4,692.	2,628.
n 490,503.		356,479.	134,024.
o 4,241,559.		2,795,573.	1,445,986.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<822.>
b			<675.>
c			148,970.
d			44,389.
e			3,529.
f			<10,798.>
g			463.
h			10,372.
i			37,256.
j			292.
k			<39.>
l			400.
m			2,628.
n			134,024.
o			1,445,986.

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 }

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

HERBERT SIMON FAMILY FOUNDATION

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	FROM K-1: APOLLO GLOBAL MANAGEMENT ST	P		
b	FROM K-1: APOLLO GLOBAL MANAGEMENT LT	P		
c	FROM K-1: WILLIAMS PARTNERS LT	P		
d	FROM K-1: OAKTREE CAPITAL ST	P		
e	FROM K-1: OAKTREE CAPITAL LT	P		
f	ROLLS ROYCE HLDGS PLCXXX	P	05/09/13	07/05/13
g	INTERMEC INC	P	03/19/09	09/17/13
h	SPRINT CORP - CASH IN LIEU	P	07/12/05	07/11/13
i	BROOKFIELD RESIDENTIAL PPTYS	P	04/19/12	08/21/13
j	DREAMWORKS ANIMATION	P	08/16/11	08/21/13
k	EQUITY LIFESTYLE PROPERTIES	P	04/19/12	08/21/13
l	JARDINE STRATEGIC HOLDINGS	P	10/13/10	10/31/13
m	PENNEY J C COMPANY INC	P	10/25/11	07/24/13
n	PENNEY J C COMPANY INC	P	11/28/12	07/24/13
o	ROUSE PROPERTIES INC	P	06/19/12	09/25/13

(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 1.			1.
b 1,477.			1,477.
c 1.			1.
d 22.			22.
e 227.			227.
f 51,073.		54,652.	<3,579.>
g 3,000.		3,272.	<272.>
h 4.		2,648.	<2,644.>
i 1,225.		659.	566.
j 1,087.		776.	311.
k 3,504.		3,116.	388.
l 14,400.		11,175.	3,225.
m 1,364.		2,868.	<1,504.>
n 1,887.		2,184.	<297.>
o 4,213.		2,814.	1,399.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1.
b			1,477.
c			1.
d			22.
e			227.
f			<3,579.>
g			<272.>
h			<2,644.>
i			566.
j			311.
k			388.
l			3,225.
m			<1,504.>
n			<297.>
o			1,399.

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
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). If (loss), enter "-0-" in Part I, line 8 }	3

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	TOURMALINE OIL CORP	P	08/02/11	08/21/13
b	GREENLIGHT CAPITAL RE	P	03/24/10	06/28/13
c	FROM K-1: ICAHN ENTERPRISES	P		
d	FROM K-1: APOLLO GLOBAL MANAGEMENT LT	P		
e	FROM K-1: BLACKSTONE GROUP	P		
f	FROM K-1: BLACKSTONE GROUP SEC. 1231 GAIN	P		
g	ICAHN ENTERPRISES	P		
h	PIMCO LOW DURATION	P		
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(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 1,015.		969.	46.
b 2,897.		3,104.	<207.>
c 1.			1.
d 87.			87.
e 3.			3.
f 11.		10.	1.
g 93.		65.	28.
h 1,660,000.		1,660,000.	0.
i 167,083.			167,083.
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			46.
b			<207.>
c			1.
d			87.
e			3.
f			1.
g			28.
h			0.
i			167,083.
j			
k			
l			
m			
n			
o			

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	1,970,926.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE JULIAN CENTER 2011 NORTH MERIDIAN STREET INDIANAPOLIS, IN 46202	N/A	PC	JULIAN JAM FUNDRAISER	5,000.
UNITED STATES FRIENDS OF DAVID SHELDRIK WILDLIFE FUND 201 NORTH ILLINOIS STREET INDIANAPOLIS, IN 46204	N/A	PC	PURCHASE APPROXIMATELY 14 ACRES FOR WILDLIFE CONSERVATION	5,000.
THE MATT TALBOT HOME, INC 14424 CENTRAL AVENUE INDIANAPOLIS, IN 46202	N/A	PC	REPAIRS FOR EXTERIOR OF INDIANAPOLIS TREATMENT HOME	15,000.
MARIAN UNIVERSITY 3200 COLD SPRINGS ROAD INDIANAPOLIS, IN 46222	N/A	PC	21ST CENTURY SCHOLARS SCHOLARSHIP	87,500.
INDIANA STATE UNIVERSITY FOUNDATION INC 30 N 5TH STREET TERRE HAUTE, IN 47807	N/A	PC	HONORING A LEGEND - LARRY BIRD - MVP SPONSORSHIP	33,000.
AMERICAN CANCER SOCIETY (ACS) 250 WILLIAMS STREET NW ATLANTA, GA 30303	N/A	PC	OPERATIONS	20,000.
SPECIAL OLYMPICS SOUTHERN CALIFORNIA 1600 FORBES WAY, SUITE 200 LONG BEACH, CA 90810	N/A	PC	"PIER DEL SOL" (STEVE BERMAN, HONOREE)	50,000.
INDIANAPOLIS THEATRE FRINGE FESTIVAL INC 719 E SAINT CLAIR STREET INDIANAPOLIS, IN 46202	N/A	PC	BUILDING FUND	50,000.
KEEP INDIANAPOLIS BEAUTIFUL INC 1029 E FLETCHER AVE., SUITE 100 INDIANAPOLIS, IN 46203	N/A	PC	MAPLETON F.C. AND ENGLEWOOD POCKET PARKS	25,000.
SECOND HELPINGS, INC THE EUGENE AND MARILYN GLICK CENTER, 1121 SOUTHEASTERN AVE INDIANAPOLIS, IN 46202-3946	N/A	PC	FOOD RESCUE AND HUNGER RELIEF TRANSPORTATION FLEET	20,000.
Total from continuation sheets				2,241,500.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
METROPOLITAN INDIANAPOLIS PUBLIC BROADCASTING, INC A/K/A WFYI PUBLIC MEDIA 1630 N MERIDIAN STREET INDIANAPOLIS, IN 46202-1429	N/A	PC	FILM ON BOBBY "SLICK" LEONARD	50,000.
JEWISH LEARNING INSTITUTE OF SF 720 LOMBARD STREET SAN FRANCISCO, CA 94133	N/A	PC	OPERATIONS	15,000.
INDIANAPOLIS OPERA SOCIETY INC A/K/A INDIANAPOLIS OPERA 4011 N. PENNSYLVANIA STREET INDIANAPOLIS, IN 46205-2608	N/A	PC	OPERATIONS	90,000.
HUMANE SOCIETY OF INDIANAPOLIS INC 7929 MICHIGAN ROAD INDIANAPOLIS, IN 46268	N/A	PC	\$5,000 FOR 2 KENNELS FOR 1 YEAR; \$1,500 FOR OUTREACH	7,500.
ST. VINCENT HOSPITAL FOUNDATION INC 10330 N MERIDIAN STREET, NO. 430 N INDIANAPOLIS, IN 46290	N/A	SO I	\$5,000 FOR BENEFIT OF ST. VINCENT HOUSE; \$100,000 FOR WOMEN'S CLINIC	105,000.
KILIMANJARO EDUCATION FOUNDATION, INC 60 WEST 66TH STREET, SUITE 22D NEW YORK, NY 10023	N/A	PC	OPERATIONS AND TO FUND VOCATIONAL CENTER BUILDOUT	25,000.
MIDNIGHT MISSION 601 SOUTH SAN PEDRO STREET LOS ANGELES, CA 90014	N/A	PC	\$3,500 FOR OPERATIONS; \$1,500 FOR "ADOPT-A-BED" PROGRAM	5,000.
JDRF INTERNATIONAL A/K/A JDRF 26 BROADWAY 15TH FLOOR NEW YORK, NY 10004	N/A	PC	TO FIND A CURE FOR TYPE 1 DIABETES	5,000.
COUNCIL ON ALCOHOLISM & DRUG ABUSE A/K/A CADA 232 E CANON PERDIDO SANTA BARBARA, CA 93101	N/A	PC	TO SUPPORT "SUMMIT FOR DANNY" CLIMB	10,000.
SUPPORTING RILEY CHILDREN INC 30 SOUTH MERIDIAN STREET, NO 200 INDIANAPOLIS, IN 46204	N/A	SO I	BUILDING FUND FOR SIMON FAMILY TOWER	500,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NATIONAL MULTIPLE SCLEROSIS SOCIETY, INDIANA STATE CHAPTER 3500 DEPAUW BLVD, SUITE 1040 INDIANAPOLIS, IN 46268	N/A	PC	OPERATIONS - IN MEMORY OF BRUCE TOBIN	5,000.
SIMON YOUTH FOUNDATION INC A/K/A SYF 225 WEST WASHINGTON STREET INDIANAPOLIS, IN 46204	N/A	PC	OPERATIONS	57,500.
DEBARTOLO FAMILY FOUNDATION 15436 N FLORIDA AVE, STE 200 TAMPA, FL 33613	N/A	PF	11TH ALL STAR CHARITY GALA	- 10,000.
FRIENDS OF ISRAEL DISABLED VETERANS INC BEIT HALOCHEM 1133 BROADWAY NO 232 NEW YORK, NY 10010	N/A	PC	OPERATIONS	50,000.
PACERS BASKETBALL CORP. FOUNDATION, INC. 125 SOUTH PENNSYLVANIA ST INDIANAPOLIS, IN 46204	N/A	PC	OPERATIONS	42,500.
JENNINGS COUNTY COMMUNITY FOUNDATION INC 111 NORTH STATE STREET NORTH VERNON, IN 47265	N/A	PC	FRIENDS OF ED WHITCOMB FUND	5,000.
LUBAVITCH OF INDIANA 1037 GOLF LANE INDIANAPOLIS, IN 46260	N/A	PC	BUILDING FUND FOR CHABAD HOUSE	10,000.
THE HASTEN HEBREW ACADEMY OF INDIANAPOLIS 6602 HOOVER ROAD INDIANAPOLIS, IN 46260	N/A	PC	IN HONOR OF ART FELSHER	2,500.
THE CHEESECAKE FACTORY - OSCAR AND EVELYN OVERTON CHARITABLE FOUNDATION 26901 MALIBU HILLS RD CALABASAS HILLS, CA 91301	N/A	PC	OPERATIONS	2,000.
WORLD JEWISH CONGRESS AMERICAN SECTION INC 501 MADISON AVENUE NEW YORK, NY 10022	N/A	PC	IN HONOR OF ELIE AND MARION WIESEL	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
UJA - FEDERATION OF NEW YORK INC 130 EAST 59TH STREET NEW YORK, NY 10022-1302	N/A	PC	IN HONOR OF DAVID SIMON	25,000.
BOYS SCOUTS OF AMERICA COUNCIL A/K/A CROSSROADS OF AMERICA COUNCIL 7125 FALL CREEK ROAD NORTH INDIANAPOLIS, IN 46256	N/A	PC	OPERATIONS	40,000.
INDIANAPOLIS ZOOLOGICAL SOCIETY INC 1200 WEST WASHINGTON ST INDIANAPOLIS, IN 46222	N/A	PC	SAVING THE ORANGUTANS PROGRAM	50,000.
JEWISH FEDERATION OF GREATER INDIANAPOLIS INC A/K/A JFGI 6705 HOOVER RD INDIANAPOLIS, IN 46260-4120	N/A	PC	OPERATIONS	400,000.
JEWISH FEDERATION OF GREATER SANTA BARBARA 524 CHAPALA ST SANTA BARBARA, CA 93101	N/A	PC	OPERATIONS	10,000.
INDIANAPOLIS SYMPHONY ORCHESTRA FOUNDATION INC 32 EAST WASHINGTON ST, NO 600 INDIANAPOLIS, IN 46204-2919	N/A	SO III FI	OPERATIONS	250,000.
NEW YORK UNIVERSITY 105 EAST 17TH ST, 4TH FLOOR NEW YORK, NY 10003	N/A	PC	OPERATIONS	50,000.
GREATER INDIANAPOLIS LITERACY LEAGUE INC A/K/A INDY READS 2450 N MERIDIAN ST INDIANAPOLIS, IN 46208	N/A	PC	LITTLE LIBRARIES START-UP	20,000.
JOHN P CRAINE HOUSE INC 3535 N PENNSYLVANIA ST INDIANAPOLIS, IN 46205	N/A	PC	PROGRAM SUPPORT: 6-WEEK KITCHEN BASICS	52,000.
INDIANA LEGAL SERVICES INC 151 N DELAWARE ST, NO 1850 INDIANAPOLIS, IN 46204	N/A	PC	HORIZON HOUSE LEGAL CLINIC	30,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
APOLLO GLOBAL MANAGEMENT	154.	0.	154.	154.		
APOLLO GLOBAL MANAGEMENT	9.	0.	9.	9.		
CALUMET SPECIALTY PRODUCTS	1.	0.	1.	1.		
ICAHN ENTERPRISES	2.	0.	2.	2.		
LIN MEDIA LLC	1.	0.	1.	1.		
OAKTREE CAPITAL	242.	0.	242.	242.		
ROYCE PRIVET FUND	3,863.	0.	3,863.	3,863.		
STIFEL ACCOUNTS	459,423.	167,083.	292,340.	292,340.		
STIFEL ACCOUNTS - ACCRUED INTEREST	<2,144.>	0.	<2,144.>	<2,144.>		
THE OVERLOOK PARTNERS	6,109.	0.	6,109.	6,109.		
WILLIAMS PARTNERS	1.	0.	1.	1.		
TO PART I, LINE 4	467,661.	167,083.	300,578.	300,578.		

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
APOLLO GLOBAL MANAGEMENT - INCOME	607.	607.		
APOLLO GLOBAL MANAGEMENT - EXPENSES	<7.>	<7.>		
OAKTREE CAPITAL - INCOME	6.	6.		
CALUMET SPECIALTY PRODUCTS - INCOME	<2,004.>	<2,004.>		
WILLIAMS PARTNERS - INCOME	<3,206.>	<3,206.>		
ROYCE PRIVET FUND	<19.>	<19.>		
CALUMET SPECIALTY PRODUCTS - INCOME	<29.>	<29.>		
WILLIAMS PARTNERS - INCOME	<73.>	<73.>		
THE BLACKSTONE GROUP - INCOME	1.	1.		
ICAHN ENTERPRISES - INCOME	1.	1.		
APOLLO GLOBAL MANAGEMENT - INV. EXP	4.	4.		
TOTAL TO FORM 990-PF, PART I, LINE 11	<4,719.>	<4,719.>		

FORM 990-PF	LEGAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	8,445.	0.			0.
TO FM 990-PF, PG 1, LN 16A	8,445.	0.			0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES RELATED TO INCORPORATION	5,799.	0.			0.
TO FORM 990-PF, PG 1, LN 16C	5,799.	0.			0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	3,255.	3,255.			0.
TAX PAYMENTS	10,051.	0.			0.
TO FORM 990-PF, PG 1, LN 18	13,306.	3,255.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	60,035.	60,035.			0.
OTHER INVESTMENT EXPENSES	4,676.	4,676.			0.
FROM K-1S	44.	44.			0.
WIRE TRANSFER FEES	45.	45.			0.
TO FORM 990-PF, PG 1, LN 23	64,800.	64,800.			0.

FOOTNOTES

STATEMENT

7

PRIOR TO 6/01/13 THIS PRIVATE FOUNDATION WAS ORGANIZED AS A TRUST FILING UNDER EIN 94-3302950. THE FOUNDATION DETERMINED THAT THE CHARITABLE PURPOSES OF THE TRUST WOULD BE BETTER SERVED BY TRANSFERRING ALL OF THE PROPERTY OF THE TRUST TO THIS CORPORATE-FORM FOUNDATION, A NEWLY CREATED PRIVATE FOUNDATION ORGANIZED AS A CHARITABLE NONSTOCK CORPORATION UNDER THE GENERAL CORPORATION LAW AND OTHER LAWS OF THE STATE OF DELAWARE AND IS NOW FILING THIS RETURN.

EXPLANATION OF AMENDMENT: PART V IS BEING COMPLETED IN ACCORDANCE WITH THE SUCCESSOR ENTITY RULES STATED IN IRC SEC. 4940(E)(6). THE 2013 QUALIFYING DISTRIBUTIONS FROM THE PREDECESSOR PRIVATE FOUNDATION OF \$2,073,700 HAVE BEEN ADDED TO LINE 8 OF PART V AND LINE 4 OF PART XIII SO THAT THE ENTITY'S EXCISE TAX LIABILITY ON ITS NET INVESTMENT INCOME CAN BE CORRECTLY CALCULATED. PART VIII, COLUMN (B), IS ALSO AMENDED TO REFLECT THE CORRECT TITLES OF OFFICERS AND DIRECTORS.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE ON CONTRIBUTED STOCK	1,664,824.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,664,824.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AT&T INC	69,159.	70,320.
ABBVIE INC	10,376.	15,104.
ANADARKO PETROLEUM CORP	22,212.	19,830.
APPLE INC	66,812.	84,153.
BARRICK GOLD CORP	23,843.	17,630.
BAXTER INTERNATIONAL INC	63,610.	69,550.
BOEING COMPANY	7,401.	13,649.
CVS CAREMARK CORP	36,178.	50,099.
CAPITAL ONE	32,555.	39,378.
CENTURYLINK INC	36,307.	31,850.
CISCO SYSTEMS INC	22,872.	22,430.
CITIGROUP INC NEW	14,676.	15,633.
COMCAST CORP CL A NEW	47,688.	62,358.
CONAGRA FOODS INC	24,438.	26,960.
E M C CORP MASS	72,227.	75,450.
EXPRESS SCRIPTS HLDG COMPANY	87,269.	110,136.
GENERAL ELECTRIC COMPANY	54,768.	70,075.
GENERAL MOTORS COMPANY	66,408.	81,740.
GOLDCORP INC NEW	26,604.	21,670.
GOOGLE INC CL A	36,928.	56,036.
HESS CORP	36,615.	42,579.
INTERNATIONAL PAPER COMPANY	31,338.	34,321.
JPMORGAN CHASE & COMPANY	6,722.	8,363.
LEIDOS HOLDINGS INC	22,267.	27,476.
MARSH & MCLENNAN COS INC	17,809.	24,180.
METLIFE INC	10,484.	15,421.
MICROSOFT CORP	39,299.	53,421.
MYLAN INC	47,968.	65,100.
OCCIDENTAL PETROLEUM CORP	18,588.	19,020.
PFIZER INC	29,100.	30,630.
PROCTER & GAMBLE COMPANY	38,430.	40,705.
SCIENCE APPLICATIONS INTN'L CORP NEW	23,639.	26,456.
SUNCOR ENERGY INC NEW	34,423.	35,050.
TALISMAN ENERGY INC	95,421.	93,200.
TWENTY FIRST CENTURY FOX INC CL A	23,949.	35,170.
U S BANCORP DE	53,628.	63,266.

VALERO ENERGY CORP	30,388.	40,320.
WAL-MART STORES INC	22,428.	23,607.
WEYERHAEUSER COMPANY	11,933.	13,575.
BUNGE LIMITED	21,546.	24,633.
MFS INTL VALUE CL 1	1,069,780.	1,204,080.
OPPENHEIMER DEVELOPING MARKETS	937,625.	1,006,026.
PIMCO ALL ASSET CL P	1,560,066.	1,498,465.
PIMCO LOW DURATION CL P	814,463.	810,980.
IVA WORLDWIDE CL I	2,318,610.	2,532,098.
LIN MEDIA LLC	1,406.	43,065.
APOLLO GLOBAL MANAGEMENT, LLC	29,672.	34,771.
CALUMET SPECIALTY PRODUCTS PARTNERS, L.P.	31,029.	29,923.
WILLIAMS PARTNERS L.P.	21,037.	26,702.
OAKTREE CAPITAL GROUP, LLC	47,188.	51,191.
ICAHN ENTERPRISES, LP	9,565.	32,714.
THE BLACKSTONE GROUP L.P.	2,338.	4,536.
KKR & CO LP	2,406.	3,967.
BROOKFIELD PROPERTY PARTNERS LP	173.	160.
FPA CRESCENT INSTL CL	1,579,533.	1,702,564.
ALTRIA GROUP INC COM	37,288.	42,229.
ANHEUSER BUSCH INBEV SA NV	64,187.	74,522.
BERKSHIRE HATHAWAY IN DEL CL B NEW	131,491.	160,056.
BRITISH AMERICAN TOBACCO PLC ORD SHS	41,633.	42,897.
BROWN FORMAN CORP CL B	31,183.	35,896.
CIE FINANCIERE RICHEMONT AG ZUG	85,557.	102,373.
COMCAST CORP NEW CL A SPL	25,234.	32,422.
DIAGEO PLC ORD SHS	36,703.	95,037.
HEINEKEN HLDG NV SHS	87,302.	95,037.
MARTIN MARIETTA MATLS INC COM	24,895.	24,985.
MASTERCARD INC CL A COM	70,695.	113,623.
NESTLE SA SPONSORED ADR REPSTG	142,092.	150,519.
PERNOD RICARD ORD SHS	82,752.	77,015.
PHILIP MORRIS INTL INC COM	132,004.	128,517.
SABMILLER PLC SHS	84,143.	89,129.
SCRIPPS NETWORKS INTERACTIVE INC CL A	5,988.	8,641.
UNILEVER NV NEW YORK SHS NEW	65,874.	65,977.
WELLS FARGO & CO NEW COM	73,881.	95,340.
AT&T INC (EQUITY)	22,564.	27,249.
ABBOTT LABORATORIES	12,947.	21,082.
ABBVIE INC (EQUITY)	14,040.	29,046.
ALTRIA GROUP INC (EQUITY)	26,940.	38,390.
ANHEUSER BUSCH INBEV SA NV (EQUITY)	25,972.	49,504.
APPLE INC (EQUITY)	68,230.	86,958.
ARES CAPITAL CORP	33,752.	35,540.
CSX CORP	19,940.	25,893.
CHEVRON CORP	30,321.	37,473.
COCA-COLA COMPANY	26,600.	35,114.
DIAGEO PLC NEW (EQUITY)	26,648.	46,347.
EXXON MOBIL CORP	48,589.	53,130.
GENERAL MILLS INC	26,890.	36,185.
INTEL CORP	45,900.	54,506.
JOHNSON & JOHNSON	28,037.	38,926.
KIMBERLY CLARK CORP	26,168.	41,784.
KRAFT FOODS GRP INC	29,059.	32,346.

MCDONALDS CORP	47,399.	53,367.
MICROSOFT CORP (EQUITY)	45,832.	53,309.
MONDELEZ INTERNATIONAL INC	45,510.	61,775.
NESTLE SA SPONSORED ADR (EQUITY)	45,528.	55,193.
PEPSICO INC	28,413.	37,323.
PFIZER INC (EQUITY)	29,638.	42,882.
PHILIP MORRIS INTL INC (EQUITY)	27,140.	37,030.
PROCTER & GAMBLE COMPANY (EQUITY)	31,745.	40,705.
TAIWAN SEMICONDUCTOR MANUFACTURING CO	27,251.	31,392.
TELEPHONE & DATA SYS INC	49,085.	54,138.
TIME WARNER INC NEW	27,795.	54,033.
TOTAL S A	26,626.	27,572.
VERIZON COMMUNICATIONS INC (EQUITY)	27,775.	35,627.
VIACOM INC CL B	22,950.	39,303.
VODAFONE GROUP PLC NEW	24,841.	34,396.
WELLS FARGO & CO NEW (EQUITY)	30,090.	38,590.
WISDOMTREE JAPAN HEDGED EQUITY	32,263.	35,588.
ABSOLUTE STRATEGIES FUND	82,266.	81,178.
ARTISAN INTL FUND	23,030.	30,374.
ARTISAN MID CAP VALUE FUND	35,955.	46,031.
DODGE & COX INCOME FUND	25,093.	28,814.
DODGE & COX STOCK FUND	28,244.	45,690.
PARAMETRIC TAX MANAGED EMERGING MKTS	42,860.	73,944.
FIDELITY FLOATING RATE	35,000.	35,228.
GATEWAY FUND CL Y	40,000.	42,671.
ISHARES TR MSCI EAFE	36,744.	46,967.
KALMAR GROWTH WITH VALUE SM CAP	47,803.	53,323.
KEELEY SMALL CAP VALUE FUND	59,325.	52,321.
LONGLEAF PARTNERS FUND	31,116.	43,742.
MATTHEWS ASIAN GROWTH	35,000.	41,791.
MUNDER MID CAP CORE GROWTH FUND	38,200.	51,660.
OAKMARK INTL FUND	35,000.	57,263.
PERRITT MICRO CAP OPP FUND	43,120.	59,883.
PIMCO COMMODITY	30,000.	24,493.
PIMCO LOW DURATION FUND	27,264.	29,149.
PIMCO TOTAL RETURN FUND	24,855.	23,297.
SPDR S&P 500	106,747.	144,982.
SPDR DOW JONES INTL REAL ESTATE	23,275.	24,720.
SPDR DOW JONES REIT	19,919.	19,599.
T ROWE PRICE GROWTH STOCK FUND	33,946.	48,016.
T ROWE PRICE INST HIGH YIELD	8,725.	31,976.
TEMPLETON GLOBAL BOND FUND	50,270.	50,115.
VANGUARD SHORT TERM INVESTMENT	60,000.	60,262.
AMC NETWORKS INC CL A	2,624.	13,622.
AMERICAN EXPRESS COMPANY	2,826.	18,146.
AMETEK INC NEW	5,613.	23,702.
ASCENT CAPITAL GRP INC	6,150.	21,390.
BEAM INC	3,723.	13,612.
BROWN-FORMAN CORP CL A	8,028.	22,131.
BROWN FORMAN CORP CL B	3,418.	5,668.
CBS CORP NEW CL A	6,683.	25,456.
CABLEVISION SYS CORP NY GROUP	19,545.	14,344.
COCA-COLA COMPANY (GAMCO)	11,820.	16,524.
CRANE COMPANY	5,538.	13,450.

DEERE & COMPANY	6,925.	18,266.
DIEBOLD INC	10,946.	13,204.
DISCOVERY COMMUNICATIONS INC	7,750.	45,210.
DISH NETWORK CORP CL A	5,856.	17,376.
DIRECTTV	7,836.	20,718.
DR PEPPER SNAPPLE GROUP INC	7,421.	19,098.
EXELIS INC	2,936.	5,718.
FEDERAL MOGUL CORP	7,324.	8,408.
FERRO CORP	850.	6,415.
ROLLS ROYCE HLDGS PLCXXX - CUSIP: 3235121	25,079.	0.
FLOWERVE CORP	3,512.	3,649.
FORTUNE BRANDS HOME & SEC INC	1,035.	9,140.
GATX CORP	11,175.	15,651.
GENUINE PARTS COMPANY	16,576.	23,276.
GRIFFON CORP	9,320.	13,210.
HILLSHIRE BRANDS COMPANY	8,358.	8,032.
HONEYWELL INTL INC	10,776.	17,411.
ITT CORP NEW	2,419.	6,513.
INTERNAP NETWORK SERVICES	10,577.	11,280.
KAMAN CORP	8,670.	19,865.
LEGG MASON INC	12,025.	21,740.
LIBERTY INTERACTIVE CORP SER A	4,269.	7,338.
LIBERTY INTERACTIVE CORP VENTURES SER A	541.	1,471.
LIBERTY MEDIA CORP CL A	879.	9,802.
MADISON SQUARE GARDEN COMPANY CL A	2,217.	14,395.
MYERS INDUSTRIES INC	14,920.	21,120.
NATIONAL FUEL GAS COMPANY	13,101.	21,420.
NAVISTAR INTL CORP NEW	8,820.	11,457.
OIL-DRI CORP OF AMERICA	5,487.	11,352.
PEP BOYS MANNY MOE & JACK	6,528.	8,498.
RPC INC	4,230.	12,049.
RYMAN HOSPITALITY PPTYS	3,540.	14,163.
SCRIPPS NETWORKS INTERACTIVE INC (GAMCO)	8,000.	17,282.
SNYDERS LANCE INC	4,756.	5,732.
SPRINT CORP SER 1	11,220.	14,061.
STARZ SER A	120.	1,959.
TIME WARNER INC NEW (GAMCO)	5,712.	11,574.
TREDEGAR CROP	6,735.	14,405.
UNITED STATES CELLULAR	20,046.	16,728.
VIACOM INC NEW CL A (GAMCO)	15,053.	35,108.
WELLS FARGO & CO NEW (GAMCO)	6,475.	9,080.
XYLEM INC	7,278.	10,380.
ROLLS ROYCE HLDGS PLC LONDON	8,250.	21,145.
WEATHERFORD INTL LTD REG	5,076.	6,196.
ASCENT CAPITAL GRP INC (HORIZON)	2,919.	3,850.
AUTONATION INC	10,770.	22,211.
BROOKFIELD ASSET MANAGEMENT INC	4,738.	5,747.
BROOKFIELD RESIDENTIAL PPTYS INC	2,409.	5,394.
BURGER KING WORLDWIDE	2,865.	3,589.
CBS CORP NEW CL B (HORIZON)	4,752.	10,645.
CBOE HOLDINGS INC	2,553.	6,027.
CALLOWAY REAL ESTATE INVT TRUST	9,452.	7,778.
COLFAX CORP	6,683.	14,840.
CONTINENTAL RESOURCES INC	2,655.	4,501.

CRIMSON WINE GRP LTD	610.	645.
DISCOVERY COMMUNICATIONS INC	3,934.	8,409.
DISH NETWORK CORP CL A (HORIZON)	6,747.	14,075.
DREAMWORKS ANIMATION	18,471.	35,216.
DREAM UNLIMITED CORP	19,402.	24,902.
DUNDEE CORP	26,735.	19,072.
ECHOSTAR CORP	3,094.	4,027.
EQUITY LIFESTYLE PROPERTIES	4,606.	5,471.
FAMILY DOLLAR STORES INC	2,587.	2,534.
FOREST CITY ENTERPRISE	4,738.	5,424.
FREEPORT MCMORAN COPPER & GOLD	3,386.	4,076.
GENERAL GROWTH PPTYS INC	3,427.	5,941.
GOOGLE INC CL A (HORIZON)	2,944.	5,604.
HOWARD HUGHES CORP	20,655.	57,048.
IAC / INTERACTIVECORP	8,666.	19,016.
JARDEN CORP	10,605.	29,939.
L BRANDS INC	6,701.	9,710.
LENNAR CORP	1,878.	2,809.
LEUCADIA NATIONAL CORP	20,864.	20,829.
LIBERTY INTERACTIVE CORP (HORIZON)	6,023.	15,233.
LIBERTY INTERACTIVE CORP VENTURES (HORIZON)	6,115.	17,653.
LIBERTY MEDIA CORP (HORIZON)	24,236.	67,148.
MCEWEN MINING INC	3,225.	964.
ONEX CORP	21,410.	28,270.
OSH OHNE LIQUIDATING CORP	1,035.	3.
PHILIP MORRIS (HORIZON)	7,472.	11,937.
ROUSE PROPERTIES INC	20,258.	32,553.
SEARS CANADA INC	865.	917.
SEARS HOLDINGS CORP	12,105.	8,533.
SEARS HOMETOWN & OUTLET STORES	705.	1,199.
STARZ SER A (HORIZON)	3,400.	13,801.
SUSSER HOLDINGS CORP	3,219.	4,257.
TEXAS PACIFIC LAND TRUST	3,019.	5,299.
TIME WARNER INC NEW (HORIZON)	4,466.	9,412.
TOURMALINE OIL CORP	3,201.	3,802.
VIASAT INC	3,130.	4,072.
VIACOM INC CL B NEW	11,456.	21,748.
WENDYS COMPANY	14,567.	26,483.
WILLIAMS COS INC DEL	10,452.	17,588.
WPX ENERGY INC	1,880.	2,303.
WYNN RESORTS LIMITED	5,119.	22,528.
BOLLORE INVESTISSEMENT ACT	2,677.	7,082.
GLENCORE XSTRATA PLC	2,897.	2,286.
GREENLIGHT CAPITAL RE	3,590.	4,349.
HELLENIC EXCHANGE HLDG	3,745.	8,646.
MARKET VECTORS GAMING ETF	2,625.	8,330.
OSH ONE LIQUIDATING CORP - PREFERRED STOCK	32.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,011,691.	16,249,851.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VERIZON COMMUNICATIONS INC NOTE	49,838.	53,685.
BANK OF BARODA - 060623KYO	13,391.	13,046.
DORAL BANK - 25811LVX4	10,227.	10,084.
STATE BANK OF INDIA - 856284ZP2	25,238.	25,111.
CITIZENS UNION BANK - SHELBYVILLE KY - 177298BR6	20,720.	20,304.
BARCLAYS BANK DE - 06740KAF4	14,528.	14,212.
FIRSTBANK OF PR SANTURCE - 33764JJT3	75,061.	75,184.
BARCLAYS BANK DE - 06740KAY3	10,386.	10,165.
GE CAP FINL INC - 36160TVT0	13,095.	13,052.
CITIBANK NA LAS VEGAS - 17312QLM9	10,387.	10,173.
DISCOVER BANK - 25469JVJ5	26,723.	25,789.
DISCOVER BANK - 25469JVB4	10,726.	10,325.
GOLDMAN SACHS BANK USA - 381426DL6	33,351.	32,124.
DISCOVER BANK - 25469JZ93	16,758.	16,377.
DORAL BANK - 25811LLM9	52,043.	51,069.
GOLDMAN SACHS BANK USA - 38143AQ24	10,005.	10,010.
BARCLAYS BANK DE - 06740KCN5	32,344.	31,652.
ALLY BANK - 02004M3T8	10,170.	10,112.
BMW BANK OF NORTH AMER - 05568PTT4	10,428.	10,211.
DISCOVER BANK - 254670SE3	16,678.	16,349.
GE CAP RETAIL BANK DRAPER - 36160NKE8	20,007.	20,034.
DISCOVER BANK - 25469JZH5	25,802.	24,897.
GE CAP FINL INC - 36160VMU2	31,250.	30,646.
GE CAP FINL INC - 36160XKX4	10,424.	10,215.
CIT BANK - 17284ASM1	11,151.	11,109.
GE CAP RETAIL BANK DRAPER - 36157QDF1	41,058.	41,086.
ALLY BANK - 02004M7B3	11,221.	11,129.
ONE B&T NA - 68232YCT7	41,170.	40,728.
AMER EXPR CENTURION BANK - 02586T4F8	15,591.	15,310.
DISCOVER BANK - 25469JC56	34,373.	33,219.
ALLY BANK - 0205QT86	21,000.	21,055.
AMER EXPR CENTURION BANK - 02586T5CA	10,408.	10,213.
GE CAP FINL INC - 36160JEE4	25,361.	25,200.
DISCOVER BANK - 254670VC3	20,816.	20,424.
GE CAP FINL INC - 36160UE82	18,237.	18,146.
CAPITAL ONE NA - 14042ECE8	29,112.	28,100.
BARCLAYS BANK DE - 06740KFF9	11,106.	11,082.
AMER EXPR CENTURION BANK - 02586T7L2	58,217.	57,235.
GE CAP RETAIL BANK DRAPER - 36157JBV4	4,048.	4,033.
GE CAP RETAIL BANK DRAPER - 36160KEN1	20,277.	20,166.
GE CAP FINL INC - 36160XB97	50,650.	50,414.
GOLDMAN SACHS BANK USA - 38143AVH5	32,101.	32,109.
DORAL BANK - 25811LTZ2	135,581.	133,853.
DISCOVER BANK - 254670RG9	15,770.	15,496.
PARKWAY B&T CO - 70153RGN2	52,006.	51,406.
DORAL BANK - 25811LUM9	38,467.	38,057.
CAPITAL ONE NA - 14042ERT9	27,225.	26,386.

GE MONEY BANK DRAPER - 36159AUH1	25,903.	25,594.
STATE BANK OF INDIA - 856284F74	10,071.	10,066.
GE MONEY BANK DRAPER - 36159AUU2	10,365.	10,241.
GOLDMAN SACHS BANK USA - 381426LM5	9,902.	9,578.
DISCOVER BANK - 25467JK67	16,462.	15,947.
GOLDMAN SACHS BANK USA - 381426LN3	21,917.	21,270.
GOLDMAN SACHS BANK USA - 381426MH5	14,344.	13,884.
DISCOVER BANK - 254670R87	32,407.	32,595.
GE MONEY BANK DRAPER - 36159UW93	12,141.	12,118.
ALLY BANK - 02004MN58	15,375.	15,290.
FLORDIA CITIZENS BANK - 340584AU5	15,684.	15,603.
DISCOVER BANK - 25469JUC1	24,697.	23,557.
ALLY BANK - 02005QR96	8,035.	8,044.
DISCOVER BANK - 25469JVK2	26,607.	25,731.
GE MONEY BANK DRAPER - 36159AYU8	13,329.	13,251.
GE MONEY BANK - 36159STE1	15,388.	15,291.
GOLDMAN SACHS BANK USA - 381426NU5	27,508.	26,456.
GE MONEY BANK - 36159DEQ3	22,449.	21,489.
GE MONEY BANK DRAPER - 36159SVE8	51,374.	50,991.
BMW BANK OF NORTH AMER - 05568PZQ3	98,698.	98,292.
GOLDMAN SACHS BANK USA - 381426SX4	11,320.	10,655.
FLUSING SAVINGS BANK - 344030CW9	14,908.	14,621.
CIT BANK - 17284ASA7	30,840.	30,657.
BARCLAYS BANK DE - 06740KEW3	11,168.	11,183.
CIT BANK - 17284ATQ1	17,501.	17,386.
FRONTIER STATE BANK - 359183CZ1	14,444.	13,913.
REPUBLIC BANK - 760310SB9	10,442.	10,368.
GOLDMAN SACHS BANK USA - 381426YA7	15,307.	14,705.
GE MONEY BANK - 36159CGZ3	32,309.	31,724.
MONROE B&T - 610321BT7	54,701.	53,424.
LEGENDS BANK - 52465JEK9	10,573.	10,495.
STATE BANK OF INDIA - 856283RL2	8,205.	8,165.
METROPOLITAN CAP B&T - 591803AK7	28,568.	27,727.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,007,468.	1,981,093.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ROYCE PRIVET FUND, L.P.	COST	451,964.	493,136.
THE OVERLOOK PARTNERS FUND, L.P.	COST	741,580.	740,632.
HAWKEYE CAPITAL SER TRUST OFFSHORE CL A	COST	500,000.	652,188.
LOEB OFFSHORE FUND LTD	COST	500,000.	589,723.
TIFF INVESTMENT MULTI ASSET	COST	2,586,273.	2,546,728.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,779,817.	5,022,407.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 12

NAME OF CONTRIBUTOR

ADDRESS

HERBERT SIMON

8765 PINE RIDGE DRIVE
INDIANAPOLIS, IN 46260

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 13

GRANTEE'S NAME

DEBARTOLO FAMILY FOUNDATION

GRANTEE'S ADDRESS15436 N FLORIDA AVE, STE 200
TAMPA, FL 33613GRANT AMOUNT

10,000.

DATE OF GRANT

11/24/13

AMOUNT EXPENDED

10,000.

PURPOSE OF GRANT

TO SUPPORT LOCAL 501(C)(3) ORGANIZATIONS.

DATES OF REPORTS BY GRANTEE

DECEMBER 31, 2013

RESULTS OF VERIFICATION\$5,000 TO VAN GOGH'S PALETTE, INC. TO SUPPORT VINCENT HOUSE; \$5,000 TO VAN
DYKE CHURCH TO SUPPORT SUNCOAST KID'S PLACE

STIFEL

HERBERT SIMON FAMILY FDTN
(EQUITY ACCOUNT)
SOLUTIONS KNALL/COHEN MGD ACCT

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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	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
AT&T INC CUSIP: 00206R102		03/15/11	12/03/13	225	6,252.44	7,775.88	1,523.44 (LT)
ABBOTT LABORATORIES CUSIP: 002824100		03/15/11	12/03/13	150	3,411.64	5,624.92	2,213.28 (LT)
ABBVIE INC CUSIP: 00287Y109		03/15/11	12/03/13	150	3,699.63	7,516.45	3,816.82 (LT)
ALTRIA GROUP INC CUSIP: 02209S103		05/02/11	12/03/13	300	8,082.00	11,123.83	3,041.83 (LT)
ANHEUSER BUSCH INBEV SANTV CUSIP: 03524A108		02/10/11 02/10/11	12/03/13 12/03/13	45 90	2,502.00 5,006.70	4,564.80 9,129.60	2,062.80 (LT) 4,122.90 (LT)
APPLE INC CUSIP: 037833100		03/06/13	12/03/13	40	17,109.87	22,488.41	5,378.54 (ST)
ARES CAPITAL CORP CUSIP: 04010L103		06/19/13	12/03/13	600	10,125.48	10,853.99	728.51 (ST)
BARNES & NOBLE INC CUSIP: 067774109		03/22/11	12/17/13	50,000	456,822.82	700,027.81	243,204.99 (LT)
BARNES & NOBLE INC CUSIP: 067774109		03/22/11 03/23/11 03/23/11 03/23/11	12/18/13 12/18/13 12/18/13 12/18/13	25,689 20,971 50,000 100,000	234,706.43 190,330.70 453,440.00 913,625.00	354,389.00 289,302.50 689,768.00 1,379,535.99	119,682.57 (LT) 98,971.80 (LT) 236,328.00 (LT) 465,910.99 (LT)
BRISTOL MYERS SQUIBB COMPANY CUSIP: 110122108		03/10/11	11/07/13	1,325	34,912.16	68,203.72	33,291.56 (LT)
CSX CORP CUSIP: 126408103		03/19/12	12/03/13	250	5,538.83	6,835.03	1,296.20 (LT)
CENTURYLINK INC		03/22/11	12/03/13	850	34,743.15	25,814.55	-8,928.60 (LT)

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

STIFEL

HERBERT SIMON FAMILY FDTN
(EQUITY ACCOUNT)
SOLUTIONS KNALL/COHEN MGD ACCT

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REALIZED GAINS/(-)LOSSES continued

Equities	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
CUSIP. 156700106		02/20/13	12/03/13	70	2,412.18	2,125.91	-286.27 (ST)
CHEVRON CORP CUSIP. 166764100		02/10/11	12/03/13	920	37,155.33	27,940.46	-9,214.87
COCA-COLA COMPANY CUSIP. 191216100		02/10/11	12/03/13	75	7,240.46	9,161.84	1,921.38 (LT)
CROWN MEDIA HOLDINGS INC CLASS A CUSIP. 228411104		03/15/11	12/03/13	250	7,823.64	10,064.85	2,241.21 (LT)
CROWN MEDIA HOLDINGS INC CLASS A CUSIP. 228411104		10/28/11	12/12/13	20,000	32,280.55	66,148.84	33,868.29 (LT)
CROWN MEDIA HOLDINGS INC CLASS A CUSIP. 228411104		10/28/11	12/13/13	8,193	13,223.72	26,970.88	13,747.16 (LT)
CROWN MEDIA HOLDINGS INC CLASS A CUSIP. 228411104		11/01/11	12/13/13	21,856	35,343.85	71,948.70	36,604.85 (LT)
CROWN MEDIA HOLDINGS INC CLASS A CUSIP. 228411104		11/02/11	12/13/13	1,700	2,789.60	5,596.30	2,806.70 (LT)
CROWN MEDIA HOLDINGS INC CLASS A CUSIP. 228411104		11/03/11	12/13/13	14,301	24,894.11	47,078.08	22,183.97 (LT)
CROWN MEDIA HOLDINGS INC CLASS A CUSIP. 228411104		11/04/11	12/13/13	3,350	5,914.40	11,028.01	5,113.61 (LT)
DIAGEO PLC NEW SPONSORED ADR CUSIP. 25243Q205		03/10/11	12/03/13	49,400	82,165.68	162,621.97	80,456.29
DIAGEO PLC NEW SPONSORED ADR CUSIP. 25243Q205		03/10/11	12/03/13	100	7,613.82	12,550.78	4,936.96 (LT)
EXXON MOBIL CORP CUSIP. 30231G102		05/20/13	12/03/13	150	13,882.49	14,128.27	245.78 (ST)
GENERAL MILLS INC CUSIP. 370334104		03/10/11	12/03/13	200	7,417.88	10,105.84	2,687.96 (LT)
GOLDCORP INC NEW CUSIP. 380956409		06/05/13	12/03/13	400	11,679.76	8,388.09	-3,291.67 (ST)
INTEL CORP CUSIP. 458140100		02/10/11	12/03/13	600	13,056.00	14,063.81	1,007.81 (LT)
JOHNSON & JOHNSON CUSIP. 478160104		05/02/11	12/03/13	115	7,586.55	10,782.22	3,195.67 (LT)
KIMBERLY CLARK CORP CUSIP. 494368103		02/10/11	12/03/13	125	8,109.93	13,239.91	5,129.98 (LT)
KRAFT FOODS GRP INC CUSIP. 50076Q106		02/10/11	12/03/13	158	5,147.56	8,372.44	3,224.88 (LT)
MCDONALDS CORP CUSIP. 580135101		03/15/11	12/03/13	150	11,225.69	14,446.26	3,220.57 (LT)

** 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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REALIZED GAINS/(-)LOSSES continued

Equities	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
MICROSOFT CORP CUSIP 594918104		10/11/12	12/03/13	400	11,643.96	15,303.73	3,659.77 (LT)
MONDELEZ INTERNATIONAL INC CUSIP 609207105		02/10/11	12/03/13	475	9,542.12	16,083.51	6,541.39 (LT)
NESTLE S A SPNSD ADR REPSING REG SHS CUSIP 641069406		03/10/11	12/03/13	200	11,080.00	14,329.95	3,249.95 (LT)
PEPSICO INC CUSIP 713448108		02/28/12	12/03/13	125	7,892.49	10,479.82	2,587.33 (LT)
PFIZER INC CUSIP 717081103		02/28/12	12/03/13	375	7,938.72	11,726.08	3,787.36 (LT)
PHILIP MORRIS INTL INC CUSIP 718172109		03/10/11	12/03/13	125	7,982.30	10,682.32	2,700.02 (LT)
PROCTER & GAMBLE COMPANY CUSIP 742718109		02/10/11	12/03/13	150	9,685.20	12,559.30	2,874.10 (LT)
TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY CUSIP 874039100		10/11/12	12/03/13	500	7,569.70	8,755.14	1,185.44 (LT)
TELEPHONE & DATA SYS INC NEW CUSIP 879433829		01/17/13	12/03/13	600	13,452.93	16,169.77	2,716.84 (ST)
TIME WARNER INC NEW CUSIP 887317303		02/10/11	12/03/13	225	8,203.30	14,681.01	6,477.71 (LT)
TOTAL S A SPONSORED ADR CUSIP 89151E109		03/22/11	12/03/13	125	7,396.24	7,411.12	14.88 (LT)
UNITEDHEALTH GROUP INC CUSIP 91324P102		02/10/11 04/06/11	10/21/13 10/21/13	500 275	21,214.70 12,382.56	33,874.25 18,630.85	12,659.55 (LT) 6,248.29 (LT)
VERIZON COMMUNICATIONS INC CUSIP 92343V104		05/02/11	12/03/13	200	33,597.26 7,662.00	52,505.10 9,867.83	18,907.84 2,205.83 (LT)
VIACOM INC CL B NEW CUSIP 92553P201		08/20/12	12/03/13	125	6,374.93	10,124.90	3,749.97 (LT)

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

STIFEL

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REALIZED GAINS/(-)LOSSES continued

Equities	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
VODAFONE GROUP PLC NEW SPONSORED ADR CUSIP: 92857W209		03/10/11	12/03/13	250	7,190 00	9,222.36	2,032 36 (LT)
VODAFONE GROUP PLC NEW SPONSORED ADR CUSIP: 92857W209		03/10/11	12/12/13	875	25,165 00	32,820 67	7,655.67 (LT)
		10/17/11	12/12/13	944	25,761 76	35,408.82	9,647.06 (LT)
		06/14/12	12/12/13	1,800	49,296.42	67,516 83	18,220 41 (LT)
		03/25/13	12/12/13	325	9,226 74	12,190 54	2,963 80 (ST)
WELLS FARGO & CO NEW CUSIP: 949746101		10/11/12	12/03/13	3,944	109,449 92	147,936 86	38,486 94
WISDOMTREE JAPAN HEDGED EQUITY FD ETF CUSIP: 97717W851		06/10/13	12/03/13	220	10,139 78	10,922.82	783 04 (ST)
Total Equities					\$2,883,601.87	\$4,338,826.97	\$1,455,225.10
Other/Alternative Investments	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	
APOLLO GLOBAL MGMT LLC CL A CUSIP: 037612306		04/09/13	12/03/13	300	6,776	8,804 87	(ST)
BLACKSTONE GROUP LP UNIT REPRESENTING CUSIP: 09253U108		06/24/13	12/12/13	12,300	239,955.78	357,677.77	(ST)
CALUMET SPECIALTY PRODUCTS PARTNERS CUSIP: 131476103		08/13/13	12/03/13	350	9,441	9,558 37	(ST)
OAKTREE CAPITAL GROUP LLC UNIT CL A CUSIP: 674001201		06/11/13	12/03/13	175	8,847	9,710 60	(ST)

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

STIFEL

HERBERT SIMON FAMILY FDTN
(EQUITY ACCOUNT)
SOLUTIONS KNALL/COHEN MGD ACCT

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REALIZED GAINS/(-)LOSSES continued

Other/Alternative Investments

WILLIAMS PARTNERS L P
COMMON UNITS REPRESENTNG
CUSIP 96950F104

Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Proceeds	Sale
	03/07/13	12/03/13	150	6,114	7,483.36	
						3 (ST)

STIFEL

HERBERT SIMON FAMILY FDTN
MAYO MANAGED ACCOUNT

January 1 -
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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	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
AMERICAN EXPRESS COMPANY CUSIP. 025816109		01/22/13	12/10/13	220	13,078.76	18,818.27	5,739.51 (ST)
AMERICAN EXPRESS COMPANY CUSIP. 025816109		01/22/13	12/12/13	280	16,645.69	23,371.19	6,725.50 (ST)
		01/23/13	12/12/13	71	4,190.14	5,926.26	1,736.12 (ST)

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

STIFEL

HERBERT SIMON FAMILY FDTN
MAYO MANAGED ACCOUNT

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REALIZED GAINS/(-)LOSSES continued

Equities	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
AMERICAN INTL GROUP INC NEW CUSIP. 026874784		01/31/13	12/12/13	149	8,808.70	12,436.82	3,628.12 (ST)
				500	29,644.53	41,734.27	12,089.74
AMERICAN INTL GROUP INC NEW CUSIP. 026874784		02/27/13	12/10/13	142	5,339.63	7,019.60	1,679.97 (ST)
		03/19/13	12/10/13	72	2,740.32	3,559.24	818.92 (ST)
AMERICAN INTL GROUP INC NEW CUSIP. 026874784		03/19/13	12/12/13	214	8,079.95	10,578.84	2,498.89
		03/22/13	12/12/13	214	8,144.84	10,620.37	2,475.53 (ST)
		04/02/13	12/12/13	143	5,403.43	7,096.79	1,693.36 (ST)
				143	5,533.79	7,096.80	1,563.01 (ST)
ANADARKO PETROLEUM CORP CUSIP. 032511107		12/04/13	12/13/13	500	19,082.06	24,813.96	5,731.90
				50	4,442.36	3,778.05	-664.31 (ST)
APPLE INC CUSIP. 037833100		01/18/13	10/22/13	6	2,987.58	3,164.34	176.76 (ST)
APPLE INC CUSIP. 037833100		01/18/13	12/10/13	8	3,983.44	4,505.44	522.00 (ST)
		01/24/13	12/10/13	11	4,996.06	6,194.98	1,198.92 (ST)
		05/15/13	12/10/13	6	2,824.12	3,379.08	554.96 (ST)
BANK NEW YORK MELLON CORP CUSIP. 064058100		07/08/13	08/06/13	25	11,803.62	14,079.50	2,275.88
				500	14,655.00	15,768.09	1,113.09 (ST)
BANK NEW YORK MELLON CORP CUSIP. 064058100		07/08/13	12/12/13	1,000	29,310.00	32,939.42	3,629.42 (ST)
BARRICK GOLD CORP CUSIP. 067901108		03/14/13	10/01/13	143	4,102.67	2,566.05	-1,536.62 (ST)
		04/04/13	10/01/13	285	7,474.64	5,114.18	-2,360.46 (ST)
BOEING COMPANY CUSIP. 097023105		01/31/13	12/10/13	428	11,577.31	7,680.23	-3,897.08
				50	3,700.50	6,660.95	2,960.45 (ST)
CVS CAREMARK CORP CUSIP. 126650100		02/25/13	12/10/13	140	7,233.10	9,289.36	2,056.26 (ST)
CVS CAREMARK CORP CUSIP. 126650100		02/25/13	12/12/13	300	15,499.50	20,305.17	4,805.67 (ST)

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

STIFEL

HERBERT SIMON FAMILY FDTN
MAYO MANAGED ACCOUNT

January 1 -
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REALIZED GAINS/(-)LOSSES continued

Equities	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
CAPITAL ONE FINANCIAL CORP CUSIP 14040H105		03/05/13	07/09/13	200	10,827.62	13,202.07	2,374.45 (ST)
CAPITAL ONE FINANCIAL CORP CUSIP 14040H105		03/05/13	08/22/13	230	12,451.76	15,380.70	2,928.94 (ST)
		03/28/13	08/22/13	70	3,839.91	4,681.09	841.18 (ST)
CENTURYLINK INC CUSIP 156700106		01/31/13	08/06/13	300	16,291.67	20,061.79	3,770.12
				140	5,669.69	5,055.22	-614.47 (ST)
CISCO SYSTEMS INC CUSIP 17275R102		01/24/13	09/12/13	500	10,507.35	12,162.93	1,655.58 (ST)
CISCO SYSTEMS INC CUSIP 17275R102		01/24/13	12/10/13	498	10,465.32	10,579.82	114.50 (ST)
		01/25/13	12/10/13	2	42.41	42.49	0.08 (ST)
COMCAST CORP CL A NEW CUSIP 20030N101		01/31/13	09/12/13	500	10,507.73	10,622.31	114.58
				100	3,830.40	4,372.02	541.62 (ST)
COMCAST CORP CL A NEW CUSIP 20030N101		01/31/13	09/27/13	300	11,491.20	13,310.22	1,819.02 (ST)
COMCAST CORP CL A NEW CUSIP 20030N101		01/31/13	12/10/13	191	7,316.07	9,438.13	2,122.06 (ST)
COMCAST CORP CL A NEW CUSIP 20030N101		01/31/13	12/20/13	300	11,491.20	15,322.41	3,831.21 (ST)
DISNEY WALT COMPANY CUSIP 254687106		02/05/13	08/06/13	286	15,518.36	19,147.02	3,628.66 (ST)
		02/22/13	08/06/13	71	3,851.75	4,753.29	901.54 (ST)
				357	19,370.11	23,900.31	4,530.20
DISNEY WALT COMPANY CUSIP 254687106		02/22/13	12/05/13	71	3,851.75	4,995.82	1,144.07 (ST)
		02/25/13	12/05/13	286	15,577.85	20,124.03	4,546.18 (ST)
		02/27/13	12/05/13	143	7,724.86	10,062.03	2,337.17 (ST)
				500	27,154.46	35,181.88	8,027.42
DU PONT E.I. DE NEMOURS & COMPANY CUSIP 263534109		03/05/13	07/17/13	151	7,391.11	8,646.59	1,255.48 (ST)
		03/06/13	07/17/13	420	20,470.80	24,050.13	3,579.33 (ST)
				571	27,861.91	32,696.72	4,834.81

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STIFEL

HERBERT SIMON FAMILY FDTN
MAYO MANAGED ACCOUNT

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REALIZED GAINS/(-)LOSSES continued

Equities	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
GENERAL ELECTRIC COMPANY CUSIP 369604103		01/18/13	07/19/13	200	4,345.80	4,920.57	574.77 (ST)
GENERAL ELECTRIC COMPANY CUSIP 369604103		01/18/13	12/10/13	153	3,324.54	4,147.35	822.81 (ST)
GOOGLE INC CL A CUSIP 38259P508		01/22/13	12/10/13	20	13,994.72	21,586.82	7,592.10 (ST)
HESS CORP CUSIP 42809H107		04/25/13 05/06/13	09/09/13 09/09/13	143 57	10,052.90 4,158.31	11,163.53 4,449.80	1,110.63 (ST) 291.49 (ST)
LEIDOS HOLDINGS INC CUSIP 525327102		02/11/13	12/10/13	200 300	14,211.21 9,924.33	15,613.33 12,892.63	1,402.12 2,968.30 (ST)
MARSH & MCLENNAN COS INC CUSIP 571748102		01/25/13 01/31/13	08/26/13 08/26/13	157 343	5,509.11 12,107.90	6,664.53 14,560.10	1,155.42 (ST) 2,452.20 (ST)
MARSH & MCLENNAN COS INC CUSIP 571748102		01/31/13	09/19/13	500 200	17,617.01 7,060.00	21,224.63 8,777.26	3,607.62 1,717.26 (ST)
MARSH & MCLENNAN COS INC CUSIP 571748102		01/31/13	10/14/13	300	10,590.00	12,948.52	2,358.52 (ST)
MARSH & MCLENNAN COS INC CUSIP 571748102		01/31/13	12/10/13	214	7,554.20	10,312.33	2,758.13 (ST)
MERCK & COMPANY INC NEW CUSIP 58933Y105		01/31/13	07/09/13	428	18,660.80	20,476.91	1,816.11 (ST)
MERCK & COMPANY INC NEW CUSIP 58933Y105		01/31/13 02/01/13	08/06/13 08/06/13	286 714	12,469.60 29,925.88	13,804.73 34,463.58	1,335.13 (ST) 4,537.70 (ST)
MOSAIC COMPANY NEW CUSIP 61945C103		02/21/13	10/08/13	1,000 428	42,395.48 24,366.72	48,268.31 19,478.20	5,872.83 -4,888.52 (ST)
MYLAN INC CUSIP 628530107		03/26/13	09/03/13	500	14,572.55	17,839.18	3,266.63 (ST)
MYLAN INC CUSIP 628530107		03/26/13	12/10/13	642	18,711.15	28,063.06	9,351.91 (ST)
NEWS CORP NEW CL A CUSIP 65249B109		07/05/13	12/10/13	357	Incomplete	6,230.75	N/A (ST)

** 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

Equities	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
OCCIDENTAL PETROLEUM CORP CUSIP 674599105		08/01/13	12/12/13	150	13,422.00	13,709.76	287.76 (ST)
ORACLE CORP CUSIP 68389X105		01/22/13	08/14/13	410	14,366.40	13,691.70	-674.70 (ST)
		02/25/13	08/14/13	157	5,501.28	5,242.92	-258.36 (ST)
		02/28/13	08/14/13	43	1,474.90	1,435.97	-38.93 (ST)
		02/28/13	08/14/13	100	3,455.11	3,339.44	-115.67 (ST)
				710	24,797.69	23,710.03	-1,087.66
PFIZER INC CUSIP 717081103		04/30/13	12/10/13	142	4,132.20	4,457.03	324.83 (ST)
PROCTER & GAMBLE COMPANY CUSIP 742718109		04/30/13	12/10/13	214	16,448.02	17,979.81	1,531.79 (ST)
QUALCOMM INC CUSIP 747525103		02/25/13	08/14/13	142	9,283.25	9,494.67	211.42 (ST)
		02/28/13	08/14/13	71	4,685.92	4,747.34	61.42 (ST)
		05/02/13	08/14/13	4	258.47	267.45	8.98 (ST)
		05/02/13	08/14/13	138	9,245.36	9,227.20	-18.16 (ST)
				355	23,473.00	23,736.66	263.66
QUALCOMM INC CUSIP 747525103		02/28/13	10/07/13	358	23,627.57	24,019.22	391.65 (ST)
		05/02/13	10/07/13	142	8,896.31	9,527.19	630.88 (ST)
				500	32,523.88	33,546.41	1,022.53
SCHLUMBERGER LTD CUSIP 808657108		02/14/13	10/15/13	143	11,211.20	12,965.02	1,753.82 (ST)
SCIENCE APPLICATIONS INTERNATIONAL CORP NEW CUSIP 808625107	CASH IN LIEU	02/11/13	10/17/13	0 142	3.76	4.66	0.90 (ST)
SUNCOR ENERGY INC NEW CUSIP 867224107		01/22/13	12/12/13	270	9,187.98	9,138.34	-49.64 (ST)
		02/13/13	12/12/13	14	499.30	473.84	-25.46 (ST)
				284	9,687.28	9,612.18	-75.10
TALISMAN ENERGY INC CUSIP 87425E103		03/04/13	08/22/13	291	3,557.39	3,072.33	-485.06 (ST)
TEXAS INSTRUMENTS INC CUSIP 882508104		02/22/13	08/19/13	428	14,354.65	16,606.11	2,251.46 (ST)
TEXAS INSTRUMENTS INC		02/22/13	08/27/13	286	9,592.11	11,073.55	1,481.44 (ST)

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

STIFEL

HERBERT SIMON FAMILY FDTN
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REALIZED GAINS/(-)LOSSES continued

Equities	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
CUSIP. 882508104		02/28/13	08/27/13	714	24,705.04	27,645.17	2,940.13 (ST)
				1,000	34,297.15	38,718.72	4,421.57
TWENTY FIRST CENTURY FOX INC CL A CUSIP. 90130A101		01/22/13	10/08/13	429	10,274.21	14,002.31	3,728.10 (ST)
U S BANCORP DE NEW CUSIP. 902973304		01/18/13	07/09/13	350	11,430.09	13,050.60	1,620.51 (ST)
		01/31/13	07/09/13	150	4,963.93	5,593.12	629.19 (ST)
				500	16,394.02	18,643.72	2,249.70
U S BANCORP DE NEW CUSIP. 902973304		01/31/13	08/26/13	278	9,199.79	10,355.76	1,155.97 (ST)
		02/08/13	08/26/13	222	7,463.64	8,269.71	806.07 (ST)
				500	16,663.43	18,625.47	1,962.04
UNITED CONTINENTAL HLDGS INC CUSIP. 910047109		08/14/13	09/30/13	500	14,904.15	15,530.72	626.57 (ST)
UNITED CONTINENTAL HLDGS INC CUSIP. 910047109		10/04/13	12/12/13	500	15,892.70	18,728.82	2,836.12 (ST)
		10/24/13	12/12/13	500	15,072.75	18,728.83	3,656.08 (ST)
				1,000	30,965.45	37,457.65	6,492.20
UNITEDHEALTH GROUP INC CUSIP. 91324P102		01/31/13	07/18/13	428	23,746.54	30,067.50	6,320.96 (ST)
		02/25/13	07/18/13	143	7,787.47	10,045.91	2,258.44 (ST)
		04/30/13	07/18/13	143	8,528.48	10,045.93	1,517.45 (ST)
				714	40,062.49	50,159.34	10,096.85
VALERO ENERGY CORP CUSIP. 91913Y100		05/10/13	07/17/13	100	3,786.56	3,512.83	-273.73 (ST)
VALERO ENERGY CORP CUSIP. 91913Y100		05/10/13	10/15/13	413	15,638.50	15,154.35	-484.15 (ST)
WAL-MART STORES INC CUSIP. 931142103		06/07/13	12/10/13	185	14,124.75	14,718.91	594.16 (ST)

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

STIFEL

HERBERT SIMON FAMILY FDTN
MAYO MANAGED ACCOUNT

January 1 -
December 31, 2013
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REALIZED GAINS/(-)LOSSES continued

Equities	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
BUNGE LIMITED CUSIP G16962105		05/07/13	12/10/13	128	9,235.13	10,404.65	1,169.52 (ST)
Total Equities					\$900,699.10	\$1,054,044.98	\$147,115.13
Total Realized Gains/(-)Losses					\$900,699.10	\$1,054,044.98	\$147,115.13
Total Net Short-Term (ST)					\$900,699.10	\$1,054,044.98	\$147,115.13
Total Net Long-Term (LT)					\$0.00	\$0.00	\$0.00
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.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Enter filer's identifying number	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
HERBERT SIMON FAMILY FOUNDATION	38-3905454	
Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)	
600 E. 96TH STREET, NO. 510		
City, town or post office, state, and ZIP code For a foreign address, see instructions		
INDIANAPOLIS, IN 46240		

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

HERBERT SIMON

- The books are in the care of ► **600 EAST 96TH STREET, SUITE 510 - INDIANAPOLIS, IN 46260**
Telephone No ► **317-636-1600** Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above The extension is for the organization's return for.
- ☐ calendar year or
- ☒ tax year beginning **JUN 1, 2013**, and ending **DEC 31, 2013**

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	\$	23,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	\$	23,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	HERBERT SIMON FAMILY FOUNDATION	38-3905454
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	600 E. 96TH STREET, NO. 510	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	INDIANAPOLIS, IN 46240	

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

0 4

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

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

HERBERT SIMON

• The books are in the care of ☒ 600 EAST 96TH STREET, SUITE 510 - INDIANAPOLIS, IN 46260

Telephone No. ☒ 317-636-1600

Fax No. ☐

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013, or other tax year beginning JUN 1, 2013, and ending DEC 31, 2013

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

WAITING ON ADDITIONAL THIRD PARTY INFORMATION.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	23,000.
8b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	23,000.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature ☐

Title ☒ OFFICER

Date ☐

Form 8868 (Rev. 1-2014)