Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning 10/01 , 2014, and ending 09/30, 2015

Name of foundation MILDRED HERBERT JULIAN SIMON FOUNDATION	**A** Employer identification number 43-6498119
Number and street (or P O box number if mail is not delivered to street address) PO BOX 0634 — Room/suite	**B** Telephone number (see instructions) 314-418-2643
City or town, state or province, country, and ZIP or foreign postal code MILWAUKEE, WI 53201-0634	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1 Foreign organizations, check here ▶ ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 12,751,338. **J** Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	372,778.	370,045.	2,732.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,300,062.			
b	Gross sales price for all assets on line 6a 18,904,635.				
7	Capital gain net income (from Part IV, line 2)		1,300,062.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	1,672,840.	1,670,107.	2,732.	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	158,269.	58,490.		99,779.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 1	13,360.	NONE	NONE	13,360.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 2	22,907.	6,738.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 3	10,326.			10,326.
24	**Total operating and administrative expenses.** Add lines 13 through 23	204,862.	65,228.	NONE	123,465.
25	Contributions, gifts, grants paid	597,449.			597,449.
26	**Total expenses and disbursements** Add lines 24 and 25	802,311.	65,228.	NONE	720,914.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	870,529.			
b	**Net investment income** (if negative, enter -0-)		1,604,879.		
c	**Adjusted net income** (if negative, enter -0-)			2,732.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	284,352.	262,353.	262,353.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less. allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U S and state government obligations (attach schedule)	402,080.	402,080.	433,112.
b	Investments - corporate stock (attach schedule)	10,153,130.	11,335,824.	10,672,987.
c	Investments - corporate bonds (attach schedule)	1,631,033.	1,335,111.	1,382,886.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	12,470,595.	13,335,368.	12,751,338.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	12,470,595.	13,335,368.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	12,470,595.	13,335,368.	
31	**Total liabilities and net assets/fund balances** (see instructions)	12,470,595.	13,335,368.	

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	12,470,595.
2	Enter amount from Part I, line 27a	2	870,529.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,341,124.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	5,756.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,335,368.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	18,904,635.		17,604,573.	1,300,062.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				1,300,062.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 1,300,062.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . **3**

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	851,089.	14,138,239.	0.060198
2012	648,569.	13,382,768.	0.048463
2011	617,874.	12,835,484.	0.048138
2010	626,210.	13,134,504.	0.047677
2009	567,825.	12,350,067.	0.045977

2	**Total** of line 1, column (d)	2	0.250453
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050091
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	13,838,380.
5	Multiply line 4 by line 3	5	693,178.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,049.
7	Add lines 5 and 6	7	709,227.
8	Enter qualifying distributions from Part XII, line 4	8	720,914.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	16,049.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	16,049.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	16,049.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 15,291.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	15,291.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	37.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	795.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ US BANK NA Telephone no. ▶ (314)418-2643			
	Located at ▶ PO BOX 387, ST LOUIS, MO ZIP+4 ▶ 63166			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	Yes [ ] No [X]		
(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 [X]		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	Yes [ ] No [X]		
(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 [X]		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	Yes [ ] No [ ]		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	Yes [ ] No [X]		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
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 [X]		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		158,269.		

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	13,876,369.
b	Average of monthly cash balances	1b	172,748.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	14,049,117.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	14,049,117.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	210,737.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,838,380.
6	**Minimum investment return.** Enter 5% of line 5	6	691,919.

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	691,919.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	16,049.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	16,049.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	675,870.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	675,870.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	675,870.

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	720,914.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	720,914.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	16,049.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	704,865.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				675,870.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			448,064.	
b Total for prior years 20 12 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009 . . . . . . NONE				
b From 2010 . . . . . . NONE				
c From 2011 . . . . . . NONE				
d From 2012 . . . . . . NONE				
e From 2013 . . . . . . NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4. ▶ $ 720,914.				
a Applied to 2013, but not more than line 2a			448,064.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				272,850.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				403,020.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2010 . . . NONE				
b Excess from 2011 . . . NONE				
c Excess from 2012 . . . NONE				
d Excess from 2013 . . . NONE				
e Excess from 2014 . . . NONE				

Part XIV . Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 16				597,449.
Total . . . . . . ▶ 3a				597,449.
b Approved for future payment				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	372,778.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,300,062.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,672,840.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,672,840.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Barbara Stokey | 01/28/2016 | TRUSTEE

Signature of officer or trustee | Date | Title

U.S. BANK NA

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN		01/28/2016	X	P00364310

Firm's name ▶ PRICEWATERHOUSECOOPERS LLP — Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 GRANT STREET PITTSBURGH, PA 15219 — Phone no 412-355-6000

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART I - ACCOUNTING FEES

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

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	1,477.	1,477.
FOREIGN TAXES PAID	254.	254.
FOREIGN TAXES	5,007.	5,007.
PRIOR YEAR FEDERAL EXCISE TAX	878.	
FEDERAL ESTIMATED EXCISE TAXES	15,291.	
TOTALS	22,907.	6,738.

MILDRED HERBERT JULIAN SIMON FOUNDATION 43-6498119

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	10,326.	10,326.
TOTALS	10,326.	10,326.

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

DESCRIPTION	AMOUNT
COST BASIS ADJUSTMENT	1,464.
MUTUAL FUND TIMING DIFFERENCE	4,292.
TOTAL	5,756.

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

OFFICER NAME:
US BANK N.A.
ADDRESS:
PO BOX 387
ST LOUIS, MO 63166
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20
COMPENSATION .... 158,269.

OFFICER NAME:
JOAN M NEWMAN
ADDRESS:
1817 HICKORY STREET
ST LOUIS, MO 63104
TITLE:
STEERING COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

OFFICER NAME:
LUCY LOPATA
ADDRESS:
1 MCKNIGHT PLACE APT 308
ST LOUIS, MO 63124
TITLE:
STEERING COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

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

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

OFFICER NAME:
LEWIS CHARTOCK
ADDRESS:
532 MIDVALE AVE
ST LOUIS, MO 63130
TITLE:
STEERING COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

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

TOTAL COMPENSATION: 158,269.

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

RECIPIENT NAME:
ST LOUIS PUBLIC RADIO
ADDRESS:
3651 OLIVE STREET
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
EMPLOYMENT CONNECTION
ADDRESS:
2838 MARKET STREET
ST. LOUIS, MO 63103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
NINE NETWORK
ADDRESS:
3655 OLIVE STREET
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
MERS MISSOURI GOODWILL INDUSTRIES
ADDRESS:
1727 LOCUST STREET
ST LOUIS, MO 63103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 174,941.

RECIPIENT NAME:
ANTI-DEFAMATION LEAGUE
ADDRESS:
34 N BRENTWOOD BLVD STE 2
ST. LOUIS, MO 63105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

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

RECIPIENT NAME:
JEWISH LIGHT
ADDRESS:
6 MILLSTONE CAMPUS DRIVE
ST. LOUIS, MO 63146
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
STL CHAPTER OF THE ALZHEIMER'S ASSOC
ADDRESS:
9370 OLIVE BLVD
ST. LOUIS, MO 63132
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
URBAN LEAGUE OF METROPOLITAN STL, INC.
ADDRESS:
3701 GRANDEL SQUARE
ST. LOUIS, MO 63108-3627
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
COVENANT PLACE
ADDRESS:
8 MILLSTONE CAMPUS DRIVE
ST. LOUIS, MO 63146
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 41,883.

RECIPIENT NAME:
ENERGY CARE
ADDRESS:
2758 WYOMING STREET
ST. LOUIS, MO 63118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,500.

RECIPIENT NAME:
RX OUTREACH
ADDRESS:
3171 RIVERPORT TECH CENTER DRIVE
ST LOUIS, MO 63043
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
PATHWAYS TO INDEPENDENCE
ADDRESS:
2009 S HANLEY ROAD SUITE 103
ST LOUIS, MO 63105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
HAVEN OF GRACE
ADDRESS:
1225 WARREN STREET
ST LOUIS, MO 63106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
WOMEN OF ACHIEVEMENT
ADDRESS:
50 KINGSBURY PLACE
ST LOUIS, MO 63112
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
CASA DE SALUD
ADDRESS:
3200 CHOUTEAU AVE
ST LOUIS, MO 63103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,000.

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

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

RECIPIENT NAME:
FOOD OUTREACH
ADDRESS:
3117 OLIVE STREET
ST LOUIS, MO 63103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CRAFT ALLIANCE
ADDRESS:
6640 DELMAR BLVD
ST LOUIS, MO 63130
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
JEWISH COMMUNITY CENTER
ADDRESS:
2 MILLSTONE CAMPUS DRIVE
ST LOUIS, MO 63146
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
SUPPORT DOGS INC
ADDRESS:
11645 LILBURN PARK ROAD
ST LOUIS, MO 63146
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

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

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

RECIPIENT NAME:
SHERWOOD FOREST CAMP
ADDRESS:
2708 SUTTON BLVD
ST LOUIS, MO 63143
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
22ND JUDICIAL CIRCUIT COUR
ADDRESS:
920 N VANDEVENTER
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 205,625.

TOTAL GRANTS PAID: 597,449.

Asset Short Nm	Federal Tax Cost Amt	Market Value	Asset Class Nm
ABBOTT LABORATORIES	57,173 17	45,850 80	COMMON STOCK
APPLE INC	195,557 86	211,998 60	COMMON STOCK
BOEING CO	67,164 91	69,534 45	COMMON STOCK
DEERE CO	82,090 20	62,900 00	COMMON STOCK
GENERAL DYNAMICS CORP	73,530 36	72,285 80	COMMON STOCK
GOODYEAR TIRE RUBBER CO	34,971 22	34,022 80	COMMON STOCK
DOVER CORP	62,280 63	53,463 30	COMMON STOCK
HEWLETT PACKARD CO	86,829 60	73,244 60	COMMON STOCK
JOHNSON JOHNSON	59,163 68	76,827 05	COMMON STOCK
KIMBERLY CLARK CORP	45,569 01	48,086 64	COMMON STOCK
KROGER CO	15,048 46	20,632 04	COMMON STOCK
LINCOLN NATIONAL CORP	13,574 14	11,912 46	COMMON STOCK
OCCIDENTAL PETROLEUM CORPORATION	14,739 15	13,891 50	COMMON STOCK
SCHLUMBERGER LTD	9,274 01	20,139 24	FOREIGN COMMON STOCK
UNION PACIFIC CORP	98,752 55	107,064 51	COMMON STOCK
UNITED TECHNOLOGIES CORP	8,296 68	23,849 32	COMMON STOCK
WAL MART STORES INC	82,048 06	72,620 80	COMMON STOCK
CVS HEALTH CORPORATION	55,576 59	90,691 20	COMMON STOCK
P N C FINANCIAL SERVICES GROUP INC	76,290 71	81,172 00	COMMON STOCK
LOWES CO INC	15,347 93	15,024 56	COMMON STOCK
SUNTRUST BKS INC	27,971 23	29,291 84	COMMON STOCK
MICROSOFT CORP	72,476 80	69,134 12	COMMON STOCK
CARDINAL HEALTH INC	116,616 61	103,322 90	COMMON STOCK
C M S ENERGY CORP	12,487 71	15,187 60	COMMON STOCK
TRINITY INDS INC	17,185 26	12,785 88	COMMON STOCK
ORACLE CORPORATION	42,882 62	55,516 44	COMMON STOCK
TOYOTA MTR CORP A D R	13,280 60	12,548 96	FOREIGN COMMON STOCK
AMGEN INC	11,506 04	12,587 12	COMMON STOCK
NESTLE SA SPONSORED A D R	18,445 88	35,438 04	FOREIGN COMMON STOCK
CISCO SYSTEMS INC	47,304 33	51,922 50	COMMON STOCK
CABOT OIL GAS CORP CL A	56,478 58	42,736 30	COMMON STOCK
MAGNA INTL INC CL A	10,221 10	13,106 73	FOREIGN COMMON STOCK
SCHWAB CHARLES CORP	82,740 45	67,116 00	COMMON STOCK
UNITED PARCEL 5 125% 4/01/19	302,217 00	336,078 00	CORPORATE BONDS AND NOTES
CERNER CORPORATION	83,487 79	69,253 80	COMMON STOCK
HORMEL FOODS CORP	33,829 97	37,036 35	COMMON STOCK
OMEGA HEALTHCARE INVS INC	16,585 19	14,341 20	COMMON STOCK
ROCHE HOLDINGS LTD SPONS A D R	11,207 25	13,147 05	FOREIGN COMMON STOCK
NOVO NORDISK AS A D R	8,912 14	13,831 20	FOREIGN COMMON STOCK
GILEAD SCIENCES INC	12,985 62	14,041 17	COMMON STOCK
INTUIT INC	71,599 48	59,462 50	COMMON STOCK
ROPER INDS INC	93,245 72	82,267 50	COMMON STOCK
HUANENG PWR INTL INC SPON ADR SER N	12,325 65	12,140 10	FOREIGN COMMON STOCK
TEVA PHARMACEUTICAL INDS LTD A D R	12,022 50	12,985 80	FOREIGN COMMON STOCK
SANDISK CORP	69,821 14	68,455 80	COMMON STOCK
ROYAL CARIBBEAN CRUISES LTD	10,844 46	15,679 84	FOREIGN COMMON STOCK
TESORO CORPORATION	9,752 66	14,099 80	COMMON STOCK
CANON INC SPONS A D R	14,013 61	12,891 65	FOREIGN COMMON STOCK
NICE SYS LTD SPONSORED A D R	9,410 71	12,786 91	FOREIGN COMMON STOCK
HONDA MOTOR CO LTD A D R	12,434 06	10,883 60	FOREIGN COMMON STOCK
FRESENIUS MED AKTIENGESELLSCHAFT ADR	11,415 06	12,873 30	FOREIGN COMMON STOCK
NOVARTIS AG A D R	7,021 79	12,960 72	FOREIGN COMMON STOCK
AMERICAN TOWER CORP	69,682 54	63,345 60	COMMON STOCK
GEN ELEC CAP MTN 2 900% 1/09/17	304,311 00	307,542 00	CORPORATE BONDS AND NOTES
AEGON N V NY REG SHR	15,677 17	10,988 25	FOREIGN COMMON STOCK
NISSAN MTR LTD SPONSORED ADR	13,517 92	13,853 22	FOREIGN COMMON STOCK
COOPERATIEVE CEN MTN 3 375% 1/19/17	107,649 00	102,774 00	OTHER FOREIGN CORPORATE BONDS
SHIRE PLC A D R	5,480 54	11,492 88	FOREIGN COMMON STOCK
WESTPAC BANKING CORP SP ADR	16,012 71	11,983 14	FOREIGN COMMON STOCK
AMDOCS LTD	11,980 05	14,675 04	FOREIGN COMMON STOCK
BRITISH AMERN TOB PLC ADR	7,325 28	14,530 56	FOREIGN COMMON STOCK
CELGENE CORP	132,290 10	106,006 60	COMMON STOCK
WELLS FARGO CO	50,365 60	78,924 95	COMMON STOCK
WNS HOLDINGS LTD ADR	13,218 38	17,636 45	FOREIGN COMMON STOCK
MCKESSON CORPORATION	12,115 64	11,656 89	COMMON STOCK
MASTERCARD INC	107,214 14	99,132 00	COMMON STOCK
BANK OF AMERICA CORP	106,508 85	90,831 40	COMMON STOCK
GOLDMAN SACHS GROUP INC	25,733 74	21,720 00	COMMON STOCK
ANHEUSER BUSCH INBEV NV A D R	24,655 92	27,111 60	FOREIGN COMMON STOCK

WYNDHAM WORLDWIDE CORP	82,980 24	68,664 50	COMMON STOCK
EXPRESS SCRIPTS HLDGS C	36,273 60	31,979 20	COMMON STOCK
HANESBRANDS INC	10,423 20	12,328 44	COMMON STOCK
HSBC HOLDINGS PLC SPONS A D R	6,332 33	7,462 36	FOREIGN COMMON STOCK
ATLAS COPCO AB A D R CL B	11,489 76	13,034 71	FOREIGN COMMON STOCK
ALIBABA GROUP HOLDING LTD A D R	87,438 68	62,508 20	FOREIGN COMMON STOCK
COSTCO WHSL CORP	92,092 02	91,801 95	COMMON STOCK
DBS GROUP HLDGS LTD	10,178 03	10,519 74	FOREIGN COMMON STOCK
PEARSON P L C A D R	4,977 60	4,187 04	FOREIGN COMMON STOCK
FACEBOOK INC A	107,330 59	98,440 50	COMMON STOCK
EXXON MOBIL CORP	16,915 24	13,085 60	COMMON STOCK
TARGET CORP	13,687 69	13,608 18	COMMON STOCK
VERIZON COMMUNICATIONS INC	48,379 21	42,770 33	COMMON STOCK
ASAHI GLASS CO LTD A D R	6,602 64	5,717 04	FOREIGN COMMON STOCK
XCEL ENERGY INC	13,786 72	15,332 53	COMMON STOCK
SWEDBANK A B A D R	11,179 93	9,763 60	FOREIGN COMMON STOCK
MIZUHO FNL GRP A D R	11,439 72	12,350 59	FOREIGN COMMON STOCK
QORVO INC	15,194 05	8,334 25	COMMON STOCK
PILGRIMS PRIDE CORP	69,350 75	68,054 50	COMMON STOCK
ISHARES CORE S P SMALL CAP ETF	365,907 92	329,834 15	CLOSED END MUTUAL FUND EQUITY
MELCO CROWN ENTERTAINMENT LMTD A D R	4,945 90	3,591 36	FOREIGN COMMON STOCK
B N P PARIBAS S A A D R	5,634 01	5,501 88	FOREIGN COMMON STOCK
AETNA INC	9,860 86	14,332 71	COMMON STOCK
J P MORGAN CHASE CO	78,032 30	68,286 40	COMMON STOCK
MONSANTO CO	63,193 84	50,350 60	COMMON STOCK
MIDCAP SPDR TRUST SERIES I E T F	761,642 87	690,669 75	CLOSED END MUTUAL FUND EQUITY
FIRST AMER PRIME OBLIG FUND CL Y	262,353 14	262,353 14	SHORT TERM FDS-TAXABLE (ACM)
INTESA SANPAOLO A D R	5,097 91	5,487 66	FOREIGN COMMON STOCK
DAIWA SECURITIES GR SPON A D R	16,565 12	13,021 14	FOREIGN COMMON STOCK
DELHAIZE GROUP SPONS A D R	12,351 82	14,804 97	FOREIGN COMMON STOCK
MYLAN NV	13,005 30	8,454 60	COMMON STOCK
CANADIAN PACIFIC RAILWAY LTD	5,070 40	5,742 80	FOREIGN COMMON STOCK
CHEVRON CORPORATION	15,927 94	37,468 00	COMMON STOCK
BROADRIDGE FINANCIAL SOLUTIONS INC	23,132 56	27,785 70	COMMON STOCK
B T GROUP P L C A D R	5,053 57	12,558 75	FOREIGN COMMON STOCK
CK HUTCHISON HOLDINGS LIMITED ADR	6,675 51	4,358 35	FOREIGN COMMON STOCK
IBERDROLA S SPONS A D R	28 15	26 59	FOREIGN COMMON STOCK
ISHARES IBOXX HIGH YIELD ETF	420,271 15	396,043 95	CLOSED END MUTUAL FUND FIXED
LYONDELLBASELL INDUSTRIES CL A	41,722 06	39,012 48	FOREIGN COMMON STOCK
MACYS INC	54,056 05	48,086 84	COMMON STOCK
PUT ON SPX 10/30/15 @ 1563 940	(13,074 48)	(2,890 54)	EQUITY PUT OPTIONS WRITTEN/FUT
CALL ON SPX 10/30/15 @ 2189 510	(38,944 48)	(11 26)	EQUITY CALL OPTIONS WRITTEN
PUT ON SPX 10/30/15 @ 1876 730	52,055 52	41,645 68	EQUITY PUT OPTIONS PURCH/FUT
CALL ON SPX 10/30/15 @ 2773 380	185 52	0 00	EQUITY CALL OPTIONS PURCHASED
ISHARES CORE MSCI EMERGING MKTS ETF	1,301,042 08	1,109,460 57	CLOSED END MUTUAL FUND EQUITY
IPATH GSCI TOTAL RETURN	428,843 03	374,613 10	CLOSED END MUTUAL FUND EQUITY
ABBVIE INC	43,777 68	55,062 92	COMMON STOCK
FLY LEASING LTD A D R	12,226 20	12,104 40	FOREIGN COMMON STOCK
RELX NV SPON A D R	31,256 71	33,710 08	FOREIGN COMMON STOCK
SEAGATE TECHNOLOGY	16,278 92	13,574 40	FOREIGN COMMON STOCK
VALEOSA SPON ADR	5,770 00	13,514 00	FOREIGN COMMON STOCK
ISHARES CORE MSCI EAFE ETF	1,911,996 62	1,683,582 80	CLOSED END MUTUAL FUND EQUITY
SKYWORKS SOLUTIONS INC	7,230 09	11,957 82	COMMON STOCK
NXP SEMICONDUCTORS NV	17,113 87	19,590 75	FOREIGN COMMON STOCK
NETEASE INC A D R	6,109 83	6,846 84	FOREIGN COMMON STOCK
SANOFI A D R	10,253 80	12,959 31	FOREIGN COMMON STOCK
COMCAST CORP CL A	12,853 12	14,220 00	COMMON STOCK
CARNIVAL PLC A D R	10,590 22	13,708 45	FOREIGN COMMON STOCK
SUMITOMO MITSUI FINL GROUP A D R	8,515 33	9,156 00	FOREIGN COMMON STOCK
F F C B DEB 4 625% 12/15/17	402,080 00	433,112 00	US AGENCIES
THE PRICELINE GROUP INC	137,365 66	136,054 60	COMMON STOCK
TRANSCANADA CORP	86,303 89	69,318 10	FOREIGN COMMON STOCK
DOLLAR TREE INC	64,261 59	52,328 10	COMMON STOCK
CHUNGHWA TELECOM CO LTD A D R	14,007 13	14,324 28	FOREIGN COMMON STOCK
BIOGEN, INC	36,602 10	26,262 90	COMMON STOCK
CDW CORP DE	14,707 98	17,406 36	COMMON STOCK
ORANGE SPON A D R	17,237 45	17,448 48	FOREIGN COMMON STOCK
ISHARES BARCLAYS TIPS BOND ETF	324,188 00	322,218 59	CLOSED END MUTUAL FUND FIXED
DR PEPPER SNAPPLE GROUP	13,614 47	14,703 30	COMMON STOCK
TECHTRONIC INDUSTRIES SP ADR	9,743 60	14,749 88	FOREIGN COMMON STOCK

BOC HONG KONG HLDGS LTD A D R	7,449 29	9,540 86	FOREIGN COMMON STOCK
HCA HOLDINGS INC	62,260 16	67,922 08	COMMON STOCK
ACE LTD	94,974 70	94,094 00	FOREIGN COMMON STOCK
VANGUARD REIT ETF	1,117,575 29	1,073,423 40	CLOSED END MUTUAL FUND EQUITY
WACOAL HOLDINGS CORP A D R	11,709 60	14,258 58	FOREIGN COMMON STOCK
AVIANCA HOLDINGS A D R	16,832 53	6,332 64	FOREIGN COMMON STOCK
ABENGOA SA A D R	10,012 54	2,721 44	FOREIGN COMMON STOCK
PANASONIC CORP A D R	20,759 41	16,914 03	FOREIGN COMMON STOCK
LONZA GROUP AG UNSPON A D R	12,971 70	14,490 63	FOREIGN COMMON STOCK
TRINITY BIOTECH PLC SPON A D R	4,984 29	3,020 16	FOREIGN COMMON STOCK
BAYERISCHE MOTOREN WERKE UNSPN A D R	9,289 72	12,456 50	FOREIGN COMMON STOCK
ROYAL DUTCH SHELL PLC A D R	13,755 29	12,226 62	FOREIGN COMMON STOCK
SEVEN & I HLDGS UNSPN A D R	11,133 71	14,745 13	FOREIGN COMMON STOCK
AMERIPRISE FINL INC	7,385 78	12,440 82	COMMON STOCK
BROOKFIELD ASSET MANAGE CL A	10,545 16	11,790 00	FOREIGN COMMON STOCK
AT&T INC	17,307 36	19,743 48	COMMON STOCK
BOTTLING GROUP LLC 5 125% 1/15/19	306,120 00	331,527 00	CORPORATE BONDS AND NOTES
TORONTO DOMINION MTN 2 375% 10/19/16	314,814 00	304,965 00	CANADIAN CORPORATE BONDS
AMADEUS IT HOLDING UNSP A D R	4,969 44	4,953 20	FOREIGN COMMON STOCK