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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No. 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation THE FRED AND EVE SIMON CHARITABLE FOUNDATION		A Employer identification number 36-3585646
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
1308 JACKSON STREET	614	(402) 597-8132
City or town, state or province, country, and ZIP or foreign postal code OMAHA, NE 68102		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here. <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 10,974,950		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	9,160,984			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	100,199	100,199		
4	Dividends and interest from securities	66,850	66,850		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-78,415			
b	Gross sales price for all assets on line 6a 1,509,035				
7	Capital gain net income (from Part IV, line 2)				
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)	417,069	417,069		
12	Total. Add lines 1 through 11	9,666,687	584,118	N/A	
Operating and Administrative Expenses					
Compensation of officers, directors, trustees, etc.					
Other employee salaries and wages					
Pension plans, employee benefits					
a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
Interest					
Taxes (attach schedule) (see instructions)		8,343	8,343		
Depreciation (attach schedule) and depletion					
Occupancy					
Travel, conferences, and meetings					
Printing and publications					
Other expenses (attach schedule)					
Total operating and administrative expenses.		8,343	8,343		
Add lines 13 through 23					
25	Contributions, gifts, grants paid	1,052,930			1,052,930
26	Total expenses and disbursements. Add lines 24 and 25	1,061,273	8,343		1,052,930
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	8,605,414			
b	Net investment income (if negative, enter -0-)		575,775		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	620,878	301,923	301,923	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)		3,773,023	4,622,198	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)	900,151	4,575,102	4,575,090	
14		Land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶ SEE ATTACHED)		1,475,739	1,475,739	
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,521,029	10,125,787	10,974,950	
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)					
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	1,521,029	10,125,787		
	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)	1,521,029	10,125,787		
	31	Total liabilities and net assets/fund balances (see instructions)	1,521,029	10,125,787		

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	1,521,029
2	Enter amount from Part I, line 27a	2	8,605,414
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,126,443
5	Decreases not included in line 2 (itemize) ▶ NONDEDUCTIBLE EXPENSES FROM K-1	5	656
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,125,787

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)	
1 a PUBLICLY TRADED SECURITIES					
b GWG HOLDINGS, INC.		D	1/1/16	11/2/16	
c PARTNERSHIP LIQUIDATION 27-0843109		D	1/1/16	12/16/16	
d PARTNERSHIP LIQUIDATION 90-0967526		D	1/1/16	12/30/16	
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 1,299,218		1,298,268	950		
b 100,000		116,202	-16,202		
c 24,880		83,982	-59,102		
d 84,937		88,998	-4,061		
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			950		
b			-16,202		
c			-59,102		
d			-4,061		
e					
2 Capital gain net income or (net capital loss)		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>		2	-78,415
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		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div> </div>		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.

(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))
2015	110,458	362,388	0.304806
2014	509,265	30,328	16.791908
2013	7,235	17,775	0.407032
2012	3,183	9,578	0.332324
2011	23,831	15,641	1.523624
2 Total of line 1, column (d)			
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.			
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			
5 Multiply line 4 by line 3.			
6 Enter 1% of net investment income (1% of Part I, line 27b).			
7 Add lines 5 and 6.			
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.			

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	11,516
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	11,516
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	11,516
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,277	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,277	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	9,239	
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 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b 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
c 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 type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NEBRASKA		
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	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	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).		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).		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>NONE</u>	X	
14 The books are in care of <u>TODD D SIMON</u> Telephone no <u>(402) 597-8115</u> Located at <u>11030 O STREET, OMAHA, NE</u> ZIP+4 <u>68137-2346</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>		
16 At any time during calendar year 2016, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u>		

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 <input type="checkbox"/>	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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years <u></u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2016 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 2016)	3b	X
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 2016?	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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

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

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

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EVE B SIMON	PRESIDENT			
11030 O STREET, OMAHA, NE 68137	< 5	0	0	0
TODD D SIMON	SECR & TREAS			
11030 O STREET, OMAHA, NE 68137	< 5	0	0	0
RICHARD ORTEGA	DIRECTOR			
202 SCHOOLHOUSE LANE, GLEN MILLS, PA 19342	< 5	0	0	0
STEVEN R BLOCH	DIRECTOR			
444 REGENCY PARKWAY DR. #100, OMAHA NE 68114	< 5	0	0	0

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

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

Total number of other employees paid over \$50,000. ☐ NONE

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

Part IX-A Summary of Direct Charitable Activities

Expenses

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

Amount

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	1,311,402
b	Average of monthly cash balances	1b	504,821
c	Fair market value of all other assets (see instructions).	1c	5,300,804
d	Total (add lines 1a, b, and c)	1d	7,117,027
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,117,027
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	106,755
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,010,272
6	Minimum investment return. Enter 5% of line 5	6	350,514

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	350,514
2a	Tax on investment income for 2016 from Part VI, line 5	2a	11,516
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,516
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	338,998
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	338,998
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	338,998

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	1,052,930
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,052,930
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,052,930

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				338,998
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011	23,049			
b From 2012	2,704			
c From 2013	6,346			
d From 2014	510,173			
e From 2015	92,350			
f Total of lines 3a through e	634,622			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 1,052,930				
a Applied to 2015, 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 2016 distributable amount.				338,998
e Remaining amount distributed out of corpus. . .	713,932			
5 Excess distributions carryover applied to 2016 (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	1,348,554			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				
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)	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .	23,049			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,325,505			
10 Analysis of line 9				
a Excess from 2012	2,704			
b Excess from 2013	6,346			
c Excess from 2014	510,173			
d Excess from 2015	92,350			
e Excess from 2016	713,932			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling **N/A**

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) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a 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:

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

c Any submission deadlines:

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

Part XV **Supplementary Information** *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE SCHEDULE ATTACHED				1,052,930
Total			▶ 3a	1,052,930
b Approved for future payment				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part X-9999 Analysis of Income-Producing Activities		Unrelated business income		Excluded by section 512, 513, or 514		(e)
Enter gross amounts unless otherwise indicated		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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 .			14	100,199	
4	Dividends and interest from securities			14	66,850	
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			14	417,069	
8	Gain or (loss) from sales of assets other than inventory			18	-78,415	
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)				505,703	
13	Total. Add line 12, columns (b), (d), and (e)				13	505,703

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

		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

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.

Sign Here		<u>11/9/2017</u>	
	Signature of officer or trustee	Date	Title

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 <input type="checkbox"/> if self-employed	PTIN	
	Firm's name ▶					Firm's EIN ▶		
	Firm's address ▶					Phone no		

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

2016

Name of the organization

Employer identification number

THE FRED AND EVE SIMON CHARITABLE FOUNDATION

36-3585646

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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) (2016)

Name of organization

THE FRED AND EVE SIMON CHARITABLE FOUNDATION

Employer identification number

36-3585646

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FREDERICK J SIMON 2012 TRUST 11030 O STREET OMAHA, NE 68137	\$ 9,160,984	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

THE FRED AND EVE SIMON CHARITABLE FOUNDATION

Employer identification number

36-3585646

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>	PUBLICLY TRADED SECURITIES	\$ 3,467,768	01/01/2016
<u>1</u>	PARTNERSHIP INTERESTS	\$ 3,416,959	01/01/2016
<u>1</u>	OMAHA STEAKS INTERNATIONAL, INC. TEN-YEAR FIXED RATE SUBORDINATED REGISTERED DEBENTURE	\$ 1,013,995	10/1/2016
<u>1</u>	OMAHA STEAKS, INC. TEN-YEAR FIXED RATE SUBORDINATED REGISTERED DEBENTURE	\$ 506,991	10/1/2016
<u>1</u>	PUBLICLY TRADED SECURITIES	\$ 305,261	11/21/2016
		\$	

Name of organization

THE FRED AND EVE SIMON CHARITABLE FOUNDATION

Employer identification number

36-3585646

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____

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

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

SIMON CHARITABLE FOUNDATION E.I.N. 36-3585646
FOR THE YEAR ENDED 12/31/16
SCHEDULE OF INFORMATION FOR FORM 990-PF

PART I, LINE 11, OTHER INCOME:

Ascot Financial, LLC	Partnership Income	(\$4,038)
Atel Growth Capital Fund V LLC	Partnership Income	(\$177)
Atel Growth Capital Fund VI LLC	Partnership Income	(\$1,188)
Brookside Investment Partners LLC	Partnership Income	\$181,695
Catalyst Energy 2006-2 LP	Partnership Income	\$6
Catalyst Energy 2007-2 LP	Partnership Income	\$977
Compass Royalty Management LLC	Partnership Income	(\$15,280)
Cypress Equipment Fund 17 LLC	Partnership Income	\$46,583
Dundee Capital Partners LP	Partnership Income	\$284
Mentortech Ventures 2005 LP	Partnership Income	(\$13,107)
Mentortech Ventures II LP	Partnership Income	(\$61,126)
Mentortech Ventures III LP	Partnership Income	\$110,918
Resource Real Estate Investors 7 LP	Partnership Income	\$167,454
Ridgewood Capital QP Fund LLC	Partnership Income	\$0
Ridgewood Energy P Fund LLC	Partnership Income	\$3
Ridgewood Energy Q Fund LLC	Partnership Income	\$2
Ridgewood Energy S Fund LLC	Partnership Income	\$3
Ridgewood Energy T Fund LLC	Partnership Income	\$3
Riveroak Realty Fund IV LLC	Partnership Income	\$33,578
Strategic Energy Income Fund III	Partnership Income	(\$32,648)
TD Ameritrade	Other Income	\$2,500
Terra Secured Income Fund II LLC	Partnership Income	\$7,229
Terroir Winery Fund LP	Partnership Income	(\$22,524)
Trilinc Global Impact Fund LLC	Partnership Income	\$15,922
		<u>\$417,069</u>

PART I, LINE 18, TAX EXPENSE:

Brookside Investment Partners LLC	State Tax Withholding	\$594
Compass Royalty Management LLC	State Tax Withholding	\$313
Cypress Equipment Fund 17 LLC	State Tax Withholding	\$421
Resource Real Estate Investors 7 LP	State Tax Withholding	\$3,826
Riveroak Realty Fund IV LLC	State Tax Withholding	\$1,528
Strategic Energy Income Fund III	State Tax Withholding	\$165
Terroir Winery Fund LP	State Tax Withholding	\$1,496
		<u>\$8,343</u>

SIMON CHARITABLE FOUNDATION E.I.N. 36-3585646
FOR THE YEAR ENDED 12/31/16
SCHEDULE OF INFORMATION FOR FORM 990-PF

PART II, LINE 10b, INVESTMENTS - SECURITIES

Corporate Name	No. of Shares	Book Value	Fair market value
ABBVIE INC.	2,900	\$156,266.67	\$181,598.00
ALPHABET INC	150	\$97,005.97	\$115,773.00
AMERICAN TOWER CORP REIT	500	\$43,605.00	\$52,840.00
ANADARKO PETROLUUM	493	\$17,884.92	\$34,376.89
AUTODESK INC	246	\$11,598.90	\$18,206.46
BANK OF AMERICA	8,000	\$119,006.01	\$176,800.00
BROADCOM LIMITED	100	\$11,521.24	\$17,677.00
CHARTER COMMUNICATIONS INC NEW CL A	226	\$43,015.48	\$65,069.92
COMCAST CORP CL A	663	\$36,665.02	\$45,780.15
CROWN CASTLE INTERNATIONAL	750	\$58,177.50	\$65,077.50
DOLBY LABORATORIES	233	\$7,301.21	\$10,529.27
DOW CHEMICAL	1,000	\$40,020.00	\$57,220.00
DUKE ENERGY CORP	4,700	\$332,760.00	\$364,814.00
ENLINK MIDSTREAM PARTNERS LP	5,100	\$79,866.00	\$93,942.00
FREEPORT MCMORAN INC	1,531	\$6,091.08	\$20,193.89
GENERAL ELECTRIC	2,500	\$60,775.00	\$79,000.00
GLAXOSMITHKLINE PLC	1,500	\$56,370.00	\$57,765.00
JOHNSON & JOHNSON	5,150	\$468,765.25	\$593,331.50
L-3 COMMUNICATIONS HOLDINGS	171	\$17,424.90	\$26,010.81
LEVEL 3 COMMUNICATIONS	4,000	\$169,870.00	\$225,440.00
LIBERTY MEDIA CORPORATION SER C LIBERTY MEDIA COMMON STOCK	625	\$12,553.38	\$19,581.25
LIBERTY MEDIA CORPORATION SER C LIBERTY SIRIUSXM COMMON STOCK	2,500	\$67,582.44	\$84,800.00
MAGELLAN MIDSTREAM PARTNERS	920	\$53,847.60	\$69,579.60
MASCO CORP	1,000	\$25,620.00	\$31,620.00
MASTERCARD INC	750	\$66,262.50	\$77,437.50
MERCK & CO	1,000	\$48,420.00	\$58,870.00
METLIFE INC	3,000	\$136,074.67	\$161,670.00
NEWELL RUBBERMAID INC	1,500	\$63,038.75	\$66,975.00
NOW INC	578	\$8,208.75	\$11,831.66
NUCOR CORP	413	\$15,281.00	\$24,581.76
OPPENHEIMER DEVELOPING MARKETS FD CL A	709.007	\$20,171.22	\$22,986.01
ORINDA INCOME OPPORTUNITIES	10,432.429	\$239,111.27	\$238,589.65
PEPSICO INC	450	\$41,611.50	\$47,083.50
QUALCOMM INC	500	\$26,270.00	\$32,600.00
REALTY INCOME CORP	3,161	\$147,157.06	\$181,694.28
REYNOLDS AMERICAN INC	2,000	\$86,840.00	\$112,080.00
SPDR SER TR S&P REGL BKG ETF	1,500	\$60,945.00	\$83,355.00
TRAVELERS COS	1,500	\$149,272.50	\$183,630.00
UNION PACIFIC	2,500	\$210,696.96	\$259,200.00
UNITEDHEALTH GROUP	292	\$32,942.06	\$46,731.68
VANTIV INC	1,000	\$44,520.00	\$59,620.00
VEREIT	35,000	\$268,975.00	\$296,100.00
WEBMD HEALTH CORP	1,000	\$37,540.00	\$49,570.00
WESTERN DIGITAL CORP	1,480	\$76,091.30	\$100,566.00
		<u>\$3,773,023.11</u>	<u>\$4,622,198.28</u>

SIMON CHARITABLE FOUNDATION E.I.N. 36-3585646
FOR THE YEAR ENDED 12/31/16
SCHEDULE OF INFORMATION FOR FORM 990-PF

PART II, LINE 13, INVESTMENTS - OTHER

Corporate Name	Description	Book Value	Fair market value
BEAL BK PLANO TEXAS	250,000 SHS	\$250,000.00	\$250,000.00
BMO HARRIS BK NATL	250,000 SHS	\$250,000.00	\$250,002.50
COMENITY CAP BK UTAH	250,000 SHS	\$250,037.06	\$250,022.50
ASCOT FINANCIAL LLC	EIN: 39-2063480	\$7,104.00	\$7,104.00
ATEL GROWTH CAPITAL FUND V LLC	EIN: 26-0347905	\$32,083.00	\$32,083.00
ATEL GROWTH CAPITAL FUND VI LLC	EIN: 26-0403186	\$79,177.00	\$79,177.00
BROOKSIDE INVESTMENT PARTNERS, LLC	EIN: 20-4127117	\$252,626.00	\$252,626.00
COMPASS ROYALTY MANAGEMENT LLC	EIN: 20-3030887	\$204,275.00	\$204,275.00
DUNDEE CAPITAL PARTNERS, LP	EIN: 20-3870076	\$114,355.00	\$114,355.00
HMI INVESTMENTS, LLC	EIN: 26-1705002	\$16,667.00	\$16,667.00
MENTORTECH VENTURES 2005, LP	EIN: 20-3039883	\$9,288.00	\$9,288.00
MENTORTECH VENTURES III, LP	EIN: 45-2589393	\$191,803.00	\$191,803.00
RESOURCE REAL ESTATE INVESTORS 7, LP	EIN: 26-2726308	\$120,207.00	\$120,207.00
RIVEROAK REALTY FUND IV, LLC	EIN: 16-1761690	\$154,334.00	\$154,334.00
STRATEGIC ENERGY INCOME FUND III LP	EIN: 46-1787903	\$125,774.00	\$125,774.00
TERROIR WINERY FUND LP	EIN: 27-1924504	\$176,706.00	\$176,706.00
TRILINC GLOBAL IMPACT FUND, LLC	EIN: 36-4732802	\$207,968.00	\$207,968.00
BENEFIT STREET PARTNERS	10,645.846 SHS	\$254,637.89	\$254,637.89
CARTER VALIDUS MISSION CRITICAL REIT	33,141.92 SHS	\$321,162.52	\$321,162.52
FOUR SPRINGS CAPITAL TRUST	5,000 SHS	\$47,933.61	\$47,933.61
FRANKLIN ST. PROPERTIES 303 E WACKER	2 SHS	\$167,384.00	\$167,384.00
FRANKLIN ST. PROPERTIES 385 INTERLOCKEN	2 SHS	\$1,976.00	\$1,976.00
FRANKLIN ST. PROPERTIES 50 S 10TH STREET	2 SHS	\$1,434.00	\$1,434.00
FRANKLIN ST. PROPERTIES CENTRE POINT	1 SHS	\$85,018.84	\$85,018.84
FRANKLIN ST. PROPERTIES ENERGY TOWER	2 SHS	\$166,300.00	\$166,300.00
FRANKLIN ST. PROPERTIES SATELLITE PLACE	2 SHS	\$169,500.00	\$169,500.00
FRANKLIN ST. PROPERTIES UNION CENTRE	3 SHS	\$1,851.00	\$1,851.00
FRANKLIN ST. PROPERTIES GALLERIA NORTH	2 SHS	\$1,192.00	\$1,192.00
GRIFFIN CAPITAL ESSENTIAL ASSET REIT	10,679.959 SHS	\$108,747.93	\$108,747.93
HARTMAN SHORT TERM INCOME PROPERTIES	51,225.5039 SHS	\$490,493.90	\$490,493.90
MEDIASPECTRUM SERIES A CONVERTIBLE	25,678 SHS	\$128,240.00	\$128,240.00
PIEDMONT OFFICE REALTY TRUST	3,332 SHS	\$58,110.00	\$58,110.00
RESOURCE REAL ESTATE OPPORTUNITY REIT	12,830.5630 SHS	\$128,716.53	\$128,716.53
		<u>\$4,575,102.28</u>	<u>\$4,575,090.22</u>

PART II, LINE 15, OTHER ASSETS

Corporate Name	Description	Book Value	Fair market value
OMAHA STEAKS INTERNATIONAL, INC.	FIXED RATE DEBENTURE	\$983,825.00	\$983,825.00
OMAHA STEAKS, INC.	FIXED RATE DEBENTURE	\$491,914.00	\$491,914.00
		<u>\$1,475,739.00</u>	<u>\$1,475,739.00</u>

SIMON CHARITABLE FOUNDATION E.I.N. 36-3585646
FOR THE YEAR ENDED 12/31/16
SCHEDULE OF INFORMATION FOR FORM 990-PF

PART XV SUPPLEMENTARY INFORMATION

3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	IF INDIVIDUAL, RELATIONSHIP TO MANAGER	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASU FOUNDATION P O BOX 2260 TEMPE, AZ 85280-2260	N/A	PC	SUPPORT FOR THE CERAMICS RESEARCH CENTER	\$100 00
BALLET NEBRASKA PO BOX 6413 OMAHA, NE 68106	N/A	PC	INSPIRE THE COMMUNITY THROUGH THE ART OF DANCE	\$50,000 00
BEMIS CENTER FOR CONTEMPORARY ARTS 724 SOUTH 12th STREET OMAHA, NE 68102	N/A	PC	SPONSOR PERFORMING ARTISTS	\$2,500 00
BIG BROTHERS BIG SISTERS OF THE MIDLANDS 4902 HAMILTON STREET OMAHA, NE 68132	N/A	PC	SUPPORT MENTORING RELATIONSHIPS WITH ADULT ROLE MODELS	\$9,500 00
BLUE BARN THEATRE OMAHA, NE 68102	N/A	PC	SUPPORT PERFORMING ARTISTS	\$12,500 00
BRIGIT SAINT BRIGIT THEATRE CO OMAHA, NE 68102	N/A	PC	SUPPORT PERFORMING ARTISTS	\$10,000 00
BROWNVILLE CONCERT SERIES BROWNVILLE, NE	N/A	PC	SUPPORT PERFORMING ARTISTS	\$1,000 00
CHILD SAVING INSTITUTE OMAHA, NE 68132	N/A	PC	SUPPORT DISADVANTAGED YOUTHS	\$100 00
DOUGLAS COUNTY HISTORICAL SOCIETY 5730 N 30TH STREET OMAHA, NE 68111	N/A	PC	SUPPORT PRESERVATION OF HISTORICAL LANDMARKS	\$500 00
FILM STREAMS OMAHA, NE 68102	N/A	PC	SUPPORT ART EXHIBITIONS	\$25,000 00
FIRST RESPONDERS FOUNDATION P O BOX 540158 OMAHA, NE 68154	N/A	PC	ENHANCE PUBLIC SAFETY AND BUILD RESPECT FOR FIRST RESPONDERS	\$5,000 00
JEWISH FEDERATION OF OMAHA FOUNDATION 333 SOUTH 132nd ST OMAHA, NE 68154	N/A	PC	PROVIDE FUNDS FOR COMMUNITY BENEFIT ACTIVITIES	\$5,000 00
JOSLYN ART MUSEUM 2200 DODGE STREET OMAHA, NE 68102	N/A	PC	SUPPORT ART EXHIBITIONS	\$30,000 00
METROPOLITAN COMM. COLLEGE FOUNDATION OMAHA, NE 68103	N/A	PC	SUPPORT PERFORMING ARTISTS	\$25,600 00
METROPOLITAN OPERA GUILD 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6593	N/A	PC	SUPPORT PERFORMING ARTISTS	\$1,000 00
MUSEUM OF NEW MEXICO FOUNDATION SANTA FE, NM 87504	N/A	PC	SUPPORT ART EXHIBITIONS	\$1,500 00
NATIONAL DANCE INSTITUTE OF NEW MEXICO SANTA FE, NM 87501	N/A	PC	SUPPORT PROGRAMS TO DEVELOP YOUNG DANCERS	\$2,500 00
NEBRASKA COALITION FOR LIFESAVING CURES 900 S 74TH PLAZA, STE 301 OMAHA, NE 68114	N/A	PC	SUPPORT STEM CELL RESEARCH	\$10,000 00
NEBRASKA CULTURAL ENDOWMENT OMAHA, NE 68102	N/A	PC	SUPPORT PUBLIC ART EXHIBITIONS	\$10,000 00

RECIPIENT NAME AND ADDRESS	IF INDIVIDUAL, RELATIONSHIP TO MANAGER	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEBRASKA DISTRICT METROPOLITAN AUDITIONS LINCOLN, NE 68502	N/A	PC	SUPPORT AUDITIONS OF YOUNG SINGERS	\$250 00
NEBRASKA SHAKESPEARE FESTIVAL OMAHA, NE	N/A	PC	SUPPORT PUBLIC PERFORMANCES	\$35,100 00
NEBRASKANS FOR CIVIC REFORM 1327 H STREET, SUITE 102 LINCOLN, NE 68508	N/A	PC	SUPPORT K-12 YOUTH CIVIC ENGAGEMENT	\$10,000 00
OMAHA CHAMBER MUSIC SOCIETY 7914 WEST DODGE ROAD #364 OMAHA, NE 68114	N/A	PC	SHARE THE VALUE OF CHAMBER MUSIC THROUGH PERFORMANCE, OUTREACH, COMMUNITY SERVICE, AND EDUCATION	\$250 00
OMAHA CHILDREN'S MUSEUM OMAHA, NE 68102	N/A	PC	NURTURE GROWTH AND DEVELOPMENT FOR YOUNG CHILDREN	\$100 00
OMAHA CONSERVATORY OF MUSIC OMAHA, NE 68114	N/A	PC	SUPPORT EDUCATION PROGRAMS AND PERFORMANCES	\$100,000 00
OMAHA PUBLIC LIBRARY FOUNDATION 215 S 15th ST OMAHA, NE 68102	N/A	PC	SUPPORT FOR PUBLIC LIBRARIES	\$5,000 00
OMAHA SYMPHONY 1605 HOWARD STREET OMAHA, NE 68102	N/A	PC	SUPPORT PERFORMING ARTISTS	\$42,500 00
OPERA AMERICA 330 SEVENTH AVENUE NEW YORK, NY 10001	N/A	PC	PROMOTE COLLABORATION AMONG AMERICAN OPERA COMPANIES	\$1,000 00
OPERA OMAHA 1625 FARNAM, STE 100 OMAHA, NE 68102	N/A	PC	SUPPORT PERFORMING ARTISTS	\$170,200 00
PARTNERSHIP 4 KIDS 1004 FARNAM STREET, SUITE 200 OMAHA, NE 68102	N/A	PC	SUPPORT GROUP MENTORING PROGRAMS FOR UNDER-SERVED STUDENTS	\$500 00
SANTA FE CHAMBER MUSIC FESTIVAL PO BOX 2227 SANTA FE, NM 87504-2227	N/A	PC	SUPPORT PERFORMING ARTISTS	\$12,000 00
SANTA FE OPERA P O Box 2408 SANTA FE, NM 87504-2408	N/A	PC	SUPPORT PERFORMING ARTISTS	\$200,000 00
SESDAC INC. VERMILLION, SD 57069	N/A	PC	BUILD COMMUNITY RESOURCES TO CREATE A PERSON CENTERED LIFE	\$100 00
Southwestern Ass'n for Indian Arts, Inc P O BOX 969 SANTA FE, NM 87504	N/A	PC	AWARDS SPONSORSHIP	\$630 00
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203-1606	N/A	PC	PRESERVE THE DIVERSITY OF LIFE ON EARTH	\$2,500 00
UNITED WAY OF THE MIDLANDS OMAHA, NE 68102	N/A	PC	PROVIDE FUNDS FOR PROGRAMS	\$16,000 00
UNIVERSITY OF NEBRASKA FOUNDATION 8712 WEST DODGE ROAD, SUITE 100 OMAHA, NE 68114	N/A	PC	ENHANCE THE QUALITY OF AN EDUCATION AT THE UNIVERSITY OF NEBRASKA	\$250,000 00
WOMEN'S INTERNATIONAL STUDY CENTER 614 ACEQUIA MADRE SANTA FE, NM 87505	N/A	PC	SUPPORT WOMEN AROUND THE WORLD TO ACHIEVE THEIR FULL POTENTIAL	\$5,000 00
TOTAL CONTRIBUTIONS				<u>\$1,052,930.00</u>