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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation		A Employer identification number
THE NORTON SIMON FOUNDATION		95-6035908
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number
385 E. COLORADO BLVD.	240	626-432-7750
City or town, state, and ZIP code		C If exemption application is pending, check here ▶ ☐
PASADENA, CA 91101		

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) ▶$ 1,335,454,146.

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))

		(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	0.			
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	506.	506.		
	4 Dividends and interest from securities	2,145,624.	2,145,624.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	2,471,088.			
	b Gross sales price for all assets on line 6a 34,316,696.				
	7 Capital gain net income (from Part IV, line 2) Stmt 2		2,351,367.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income Stmt 3	64,252.	39,671.	9,483.	
	12 Total. Add lines 1 through 11	4,681,470.	4,537,168.	9,483.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 4	20,756.	44.	0.	20,646.
	b Accounting fees Stmt 4	19,913.	3,000.	0.	6,963.
	c Other professional fees Stmt 4	195,149.	192,015.	0.	2,634.
	17 Interest				
	18 Taxes Stmt 4	50,904.	0.	0.	0.
	19 Depreciation and depletion Stmt 4 & 9	55,388.	288.	0.	
	20 Occupancy Stmt 4	38,742.	7,748.	0.	30,994.
	21 Travel, conferences, and meetings Stmt 4	25.	0.	0.	14.
	22 Printing and publications				
	23 Other expenses Stmt 4	844,019.	112,714.	500.	730,781.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,224,896.	315,809.	500.	792,032.
	25 Contributions, gifts, grants paid Stmt 5	5,000,000.			5,400,000.
	26 Total expenses and disbursements. Add lines 24 and 25	6,224,896.	315,809.	500.	6,192,032.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,543,426.>			
	b Net investment income (if negative, enter -0-)		4,221,359.		
	c Adjusted net income (if negative, enter -0-)			8,983.	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	215.		
	2 Savings and temporary cash investments	75,196.	129,851.	129,851.
	3 Accounts receivable ▶ 101,516.			
	Less: allowance for doubtful accounts ▶	4,095,033.	101,516.	101,516.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less. allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	355,169.	362,376.	362,376.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 6&7	73,609,792.	66,201,925.	66,201,925.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 6&8	32,724,411.	35,659,264.	35,659,264.
	14 Land, buildings, and equipment basis ▶ Stmt 9 1,290,606.			
	Less accumulated depreciation ▶ 1,144,038.	172,289.	146,568.	146,568.
	15 Other assets (describe ▶ Stmt 10)	56,226,176.	56,099,872.	1232852646.
	16 **Total assets** (to be completed by all filers)	167,258,281.	158,701,372.	1335454146.
Liabilities	17 Accounts payable and accrued expenses	85,919.	118,082.	
	18 Grants payable Stmt 5	600,000.	200,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Stmt 11)	375,952.	227,661.	
	23 **Total liabilities** (add lines 17 through 22)	1,061,871.	545,743.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	166,196,410.	158,155,629.	
	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			
	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**	166,196,410.	158,155,629.	
	31 **Total liabilities and net assets/fund balances**	167,258,281.	158,701,372.	

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	166,196,410.
2	Enter amount from Part I, line 27a	2	<1,543,426.>
3	Other increases not included in line 2 (itemize) ▶ See Stmt 12	3	132,600.
4	Add lines 1, 2, and 3	4	164,785,584.
5	Decreases not included in line 2 (itemize) ▶ See Stmt 12	5	6,629,955.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	158,155,629.

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 - Stmt 2			
b	Other - Stmt 2	P	various	various
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	32,163,516.		31,547,331.	616,185.
b	2,153,180.		417,998.	1,735,182.
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				616,185.
b				1,735,182.
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	2,351,367.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2010	5,672,990.	102,905,810.	.055128
2009	4,813,713.	92,850,229.	.051844
2008	5,893,287.	107,039,138.	.055057
2007	5,630,950.	120,976,863.	.046546
2006	5,572,193.	114,169,290.	.048806

2 Total of line 1, column (d)	2	.257381
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	.051476
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	107,876,046.
5 Multiply line 4 by line 3	5	5,553,027.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	42,214.
7 Add lines 5 and 6	7	5,595,241.
8 Enter qualifying distributions from Part XII, line 4	8	6,217,634.

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	42,214.
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	0.
3 Add lines 1 and 2		3	42,214.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	42,214.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 52,667.		
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	52,667.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	10,453.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	10,453. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
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) ▶ CA			
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 2011 or the taxable year beginning in 2011 (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)*

			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 ▶ www.nortonsimonfoundation.org

14 The books are in care of ▶ Ronald H. Dykhuizen Telephone no. ▶ 626-432-7750

Located at ▶ 385 E. Colorado Blvd, Suite 240, Pasadena, CA ZIP+4 ▶ 91101

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

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

				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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ N/A , N/A , N/A , N/A				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ N/A , N/A , N/A , N/A				
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 2011 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 2011.)*	N/A	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 2011?		4b		X

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

		Yes	No
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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes [X] 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 [X] 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)? N/A	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? N/A ☐ 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 [X] No			
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 [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Stmt 13	0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Norton Simon Art Foundation - 385 E. Colorado Blvd., Suite 240, Pasadena, CA 91101	Management Services	300,000.
Capital Guardian Trust Company - 333 S. Hope Street, 51st Floor, Los Angeles, CA 90071	Investment Management	146,944.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 The Foundation maintains an art collection for charitable purposes, which it loans to public art museums for exhibition to the general public. Much of the Foundation's art is loaned to the Norton Simon Museum of Art at Pasadena.	792,032.
2 The Foundation acquires equipment and makes miscellaneous capitalized expenditures related to the maintenance of artwork.	25,602.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	107,378,100.
b	Average of monthly cash balances		1b	2,138,024.
c	Fair market value of all other assets		1c	2,704.
d	**Total** (add lines 1a, b, and c)		1d	109,518,828.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	109,518,828.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,642,782.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	107,876,046.
6	**Minimum investment return.** Enter 5% of line 5		6	5,393,802.

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	5,393,802.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 42,214.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b 473.		
c	Add lines 2a and 2b		2c	42,687.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	5,351,115.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	5,351,115.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	5,351,115.

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	6,192,032.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	25,602.
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	6,217,634.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	42,214.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,175,420.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				5,351,115.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			2,100,028.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶$ 6,217,634.				
a Applied to 2010, but not more than line 2a			2,100,028.	
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 2011 distributable amount				4,117,606.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				1,233,509.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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 2011, 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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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).)

Donald Ellis Simon

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 of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 Stmt 5				5,400,000.
Total			▶ 3a	5,400,000.
b *Approved for future payment*				
See Stmt 5				200,000.
Total			▶ 3b	200,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a Rights and Reproduction					9,483.
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	506.	
4 Dividends and interest from securities			14	2,145,624.	
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	14,838.	
8 Gain or (loss) from sales of assets other than inventory			18	1,197,392.	1,273,696.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a LP Income per K-1	900000	10,494.	14	24,833.	
b Adjust. for non-book					
c inc./(loss)			14	4,604.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		10,494.		3,387,797.	1,283,179.

13 **Total.** Add line 12, columns (b), (d), and (e) .... 13 4,681,470.

(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).
1a	The Foundation loans photographs and slides of artwork in its collection primarily for educational study and reproduction in scholarly materials. A fee is charged to offset production costs and to help maintain the photography archive.
8	The Foundation maintains an art collection for charitable purposes. The Foundation realized gain from the sale of artwork to another 501(c)(3) organization.

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
		N/A	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Ronald H. Dyk — Signature of officer or trustee | 11/8/2012 — Date | CFO — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARCIA KRAUSE		OCT 31 2012		P00394681
Firm's name ▶ PricewaterhouseCoopers LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 1301 K Street, NW #800W Washington, DC 20005			Phone no. 202-414-1000	

123622
12-02-11

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
INDEX TO STATEMENTS ATTACHED
FOR THE YEAR ENDED DECEMBER 31, 2011

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
NET GAIN OR (LOSS) FROM SALE OF ASSETS
PART I, LINES 6a AND 6b
FOR THE YEAR ENDED DECEMBER 31, 2011

CAPITAL GAIN (LOSS) PER BOOKS

DESCRIPTION	PROCEEDS	COST	CAPITAL GAIN / (LOSS) SHORT-TERM	LONG-TERM	TOTAL
INVESTMENT GAIN OR (LOSS) PER BOOKS					
DODGE & COX INCOME FUND	$1,700,000	$1,694,844	$622	$4,534	$5,156
EUROPACIFIC GROWTH FUND	3,300,000	4,876,968	0	(1,576,968)	(1,576,968)
FORWARD SMALL CAP EQUITY INST. FUND	4,705,555	4,435,170	0	270,385	270,385
STOCKS - COMMON	20,857,961	19,052,735	(486,303)	2,291,529	1,805,226
VAN ECK GLOBAL HARD ASSETS FUND	700,000	626,929	73,071	0	73,071
VANGUARD INTER TERM TREAS FD ADMIRAL SHARE	900,000	860,685	1,875	37,440	39,315
CAPITAL GAIN DISTRIBUTIONS	753,180	171,973	0	581,207	581,207
GAIN/(LOSS) ON INVESTMENTS PER BOOKS	$32,916,696	$31,719,304	($410,735)	$1,608,127	$1,197,392
MISCELLANEOUS SALES					
ART SALES (SEE PAGE 2)	$1,400,000	$126,304	$0	$1,273,696	$1,273,696
NET GAIN OR (LOSS) FROM SALE OF ASSETS PER BOOKS	**$34,316,696**	$31,845,608	($410,735)	$2,881,823	**$2,471,088**

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
CAPITAL GAIN/(LOSS) ON SALES PER BOOK
PART I, LINES 6a AND 6b
FOR THE YEAR ENDED DECEMBER 31, 2011

DESCRIPTION	DATE ACQUIRED	HOW ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	LONG-TERM CAPITAL GAIN / (LOSS)
Madonna and Child with Saints John the Baptist and Catherine of Alexandria Neroccio de Landi Tempera and gold leaf on panel F.1965.1.044.P	15-Mar-65	PURCHASE	29-Nov-11	$700,000	$44,637	$655,363
Self-Portrait, 1764 Maurice-Quentin de La Tour Pastel on paper F.1969.38.09.P	29-Oct-69	PURCHASE	29-Nov-11	700,000	81,667	618,333
TOTAL				$1,400,000	$126,304	**$1,273,696**
				Included in gross sales price for all assets on Part 1, line 6b (See Page 1)		Included in net gain / (loss) from sale of assets on Part I, line 6a (See Page 1)

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
CAPITAL GAIN NET INCOME, PART 1, LINE 7, COLUMN (b)
CAP GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME, PART IV, LINES 1 AND 2
FOR THE YEAR ENDED DECEMBER 31, 2011

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

			CAPITAL GAIN / (LOSS)		
DESCRIPTION	GROSS SALES PRICE	COST	SHORT-TERM	LONG-TERM	TOTAL
PUBLICLY TRADED SECURITIES					
DODGE & COX INCOME FUND	$1,700,000	$1,694,844	$622	$4,534	$5,156
EUROPACIFIC GROWTH FUND	3,300,000	4,876,968	0	(1,576,968)	(1,576,968)
FORWARD SMALL CAP EQUITY INST FUND	4,705,555	4,435,170	0	270,385	270,385
STOCKS - COMMON	20,857,961	19,052,735	(486,303)	2,291,529	1,805,226
VAN ECK GLOBAL HARD ASSETS FUND	700,000	626,929	73,071	0	73,071
VANGUARD INTER TERM TREAS FD ADMIRAL SHARE	900,000	860,685	1,875	37,440	39,315
GAIN/(LOSS) ON PUBLICLY TRADED SECURITIES	$32,163,516	$31,547,331	($410,735)	$1,026,920	$616,185
OTHER					
ART SALE (SEE STMT 1)	$1,400,000	$126,304	$0	$1,273,696	1,273,696
CAPITAL GAIN DISTRIBUTIONS (SEE PAGES 2-6)	753,180	171,973	0	581,207	581,207
LIMITED PARTNERSHIP GAIN / (LOSS) - ADJUST TO K-1	0	119,721	1,480	(121,201)	(119,721)
GAIN/(LOSS) ON OTHER ASSETS	$2,153,180	$417,998	$1,480	$1,733,702	$1,735,182
TOTAL CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	**$34,316,696**	**$31,965,329**	**($409,255)**	**$2,760,622**	**$2,351,367**

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATON, FORM 990-PF
CAP GAIN NET INCOME, PART 1, LINE 7, COLUMN (b)
CAP GAINS AND LOSSES FOR TAX ON INVESTMENT, PART IV, LINES 1 and 2
FOR THE YEAR ENDED DECEMBER 31, 2011

	DATE	DATE			CAPITAL GAIN / (LOSS)		
QUANTITY/DESCRIPTION	ACQUIRED	SOLD	PROCEEDS	COST	SHORT-TERM	LONG-TERM	TOTAL
CAPITAL GAIN DISTRIBUTIONS							
VAN ECK GLOBAL HARD ASSETS FUND	N/A	12/21/11	41,645	0	0	41,645	41,645
VANGUARD INTER TERM TREAS FD ADMIRAL SHARE	N/A	03/22/11	4,373	0	0	4,373	4,373
VANGUARD INTERMEDIATE-TERM TREASURY FUND	N/A	12/29/11	253,861	0	0	253,861	253,861
GS PRIVATE EQUITY PARTNERS 2000, L P	12/21/00	03/31/11	510	510	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	03/08/01	03/31/11	195	195	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	07/24/01	03/31/11	100	100	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	10/26/01	03/31/11	373	373	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/21/01	03/31/11	229	229	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	03/12/02	03/31/11	88	88	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	06/06/02	03/31/11	715	715	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	08/01/02	03/31/11	842	842	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/05/02	03/31/11	829	829	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	01/21/03	03/31/11	1,091	1,091	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	04/10/03	03/31/11	1,215	1,215	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	09/08/03	03/31/11	1,317	1,317	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	12/10/03	03/31/11	1,613	1,613	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	08/03/04	03/31/11	1,887	1,887	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	11/19/04	03/31/11	961	961	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	02/24/05	03/31/11	201	201	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	02/24/05	03/31/11	1,540	1,540	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	03/31/11	627	627	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	05/19/05	03/31/11	23	23	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	03/31/11	29	29	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	06/30/05	03/31/11	419	419	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	06/30/05	03/31/11	556	556	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	03/31/11	94	94	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	12/02/05	03/31/11	866	866	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	12/02/05	03/31/11	1,715	1,715	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	03/31/11	690	690	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	02/01/06	03/31/11	1,177	1,177	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	02/01/06	03/31/11	172	172	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	03/21/06	03/31/11	1,032	1,032	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	05/11/06	03/31/11	73	73	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	05/11/06	03/31/11	454	454	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/06	03/31/11	1,140	1,140	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/28/06	03/31/11	187	187	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	09/12/06	03/31/11	466	466	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	09/12/06	03/31/11	468	468	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	11/08/06	03/31/11	172	172	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	11/08/06	03/31/11	577	577	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/28/06	03/31/11	213	213	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	12/28/06	03/31/11	1,021	1,021	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	04/23/07	03/31/11	457	457	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	06/28/07	03/31/11	344	344	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	09/28/07	03/31/11	603	603	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	12/28/07	03/31/11	378	378	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	05/16/08	03/31/11	181	181	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	09/30/08	03/31/11	676	676	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	06/30/10	03/31/11	1,910	1,910	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	N/A	03/31/11	38,950	0	0	38,950	38,950
GS PRIVATE EQUITY PARTNERS 2000, L P	12/21/00	06/28/11	809	809	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	03/08/01	06/28/11	309	309	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	07/24/01	06/28/11	158	158	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	10/26/01	06/28/11	593	593	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	12/21/01	06/28/11	364	364	0	0	0
Subtotal			**$371,487**	**$32,658**	**$0**	**$338,828**	**$338,828**

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATON, FORM 990-PF
CAP GAIN NET INCOME, PART 1, LINE 7, COLUMN (b)
CAP GAINS AND LOSSES FOR TAX ON INVESTMENT, PART IV, LINES 1 and 2
FOR THE YEAR ENDED DECEMBER 31, 2011

QUANTITY/DESCRIPTION (cont.)	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	CAPITAL GAIN / (LOSS) SHORT-TERM	LONG-TERM	TOTAL
GS PRIVATE EQUITY PARTNERS 2000, L.P	03/12/02	06/28/11	140	140	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	06/06/02	06/28/11	1,135	1,135	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	08/01/02	06/28/11	1,336	1,336	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	12/05/02	06/28/11	1,315	1,315	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	01/21/03	06/28/11	1,731	1,731	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	04/10/03	06/28/11	1,929	1,929	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	09/08/03	06/28/11	2,090	2,090	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	12/10/03	06/28/11	2,561	2,561	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	08/03/04	06/28/11	2,995	2,995	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	11/19/04	06/28/11	1,525	1,525	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	02/24/05	06/28/11	2,445	2,445	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	02/24/05	06/28/11	319	319	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	05/19/05	06/28/11	37	37	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	06/28/11	46	46	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	06/28/11	996	996	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/30/05	06/28/11	666	666	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/30/05	06/28/11	883	883	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	12/02/05	06/28/11	149	149	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	12/02/05	06/28/11	1,375	1,375	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	06/28/11	2,722	2,722	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	02/01/06	06/28/11	273	273	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	06/28/11	1,096	1,096	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	02/01/06	06/28/11	1,868	1,868	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	03/21/06	06/28/11	1,637	1,637	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	05/11/06	06/28/11	116	116	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	05/11/06	06/28/11	720	720	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/06	06/28/11	1,810	1,810	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	06/28/06	06/28/11	297	297	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	09/12/06	06/28/11	739	739	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	09/12/06	06/28/11	743	743	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	11/08/06	06/28/11	915	915	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	11/08/06	06/28/11	273	273	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	12/28/06	06/28/11	338	338	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/28/06	06/28/11	1,621	1,621	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	04/23/07	06/28/11	725	725	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/28/07	06/28/11	545	545	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	09/28/07	06/28/11	957	957	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/28/07	06/28/11	599	599	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	05/16/08	06/28/11	287	287	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	09/30/08	06/28/11	1,073	1,073	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	06/30/10	06/28/11	3,032	3,032	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	06/28/11	06/28/11	16	16	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	N/A	06/28/11	84,243	0	0	84,243	84,243
GS PRIVATE EQUITY PARTNERS 2000, L P	12/21/00	09/29/11	910	910	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	03/08/01	09/29/11	347	347	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	07/24/01	09/29/11	178	178	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	10/26/01	09/29/11	667	667	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/21/01	09/29/11	409	409	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	03/12/02	09/29/11	158	158	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	06/06/02	09/29/11	1,277	1,277	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	08/01/02	09/29/11	1,503	1,503	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	12/05/02	09/29/11	1,479	1,479	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	01/21/03	09/29/11	1,948	1,948	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	04/10/03	09/29/11	2,170	2,170	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	09/08/03	09/29/11	2,351	2,351	0	0	0
Subtotal			**$515,201**	**$92,129**	**$0**	**$423,071**	**$423,071**

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATON, FORM 990-PF
CAP GAIN NET INCOME, PART 1, LINE 7, COLUMN (b)
CAP GAINS AND LOSSES FOR TAX ON INVESTMENT, PART IV, LINES 1 and 2
FOR THE YEAR ENDED DECEMBER 31, 2011

QUANTITY/DESCRIPTION (cont.)	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	CAPITAL GAIN / (LOSS) SHORT-TERM	LONG-TERM	TOTAL
GS PRIVATE EQUITY PARTNERS 2000, L.P	12/10/03	09/29/11	2,881	2,881	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	08/03/04	09/29/11	3,369	3,369	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	11/19/04	09/29/11	1,715	1,715	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	02/24/05	09/29/11	359	359	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	02/24/05	09/29/11	2,750	2,750	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	09/29/11	52	52	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	09/29/11	41	41	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	05/19/05	09/29/11	1,120	1,120	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/30/05	09/29/11	749	749	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	06/30/05	09/29/11	993	993	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	09/29/11	168	168	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	09/29/11	1,547	1,547	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	09/29/11	3,062	3,062	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	09/29/11	307	307	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	09/29/11	1,233	1,233	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	09/29/11	2,101	2,101	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	03/21/06	09/29/11	1,842	1,842	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	05/11/06	09/29/11	131	131	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	05/11/06	09/29/11	810	810	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/28/06	09/29/11	2,036	2,036	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/28/06	09/29/11	334	334	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	09/12/06	09/29/11	831	831	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	09/12/06	09/29/11	836	836	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	11/08/06	09/29/11	307	307	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	11/08/06	09/29/11	1,030	1,030	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/28/06	09/29/11	380	380	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/28/06	09/29/11	1,823	1,823	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	04/23/07	09/29/11	816	816	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/28/07	09/29/11	614	614	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	09/28/07	09/29/11	1,077	1,077	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	12/28/07	09/29/11	674	674	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	05/16/08	09/29/11	322	322	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	09/30/08	09/29/11	1,207	1,207	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/30/10	09/29/11	3,411	3,411	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	06/28/11	09/29/11	18	18	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	N/A	09/29/11	61,825	0	0	61,825	61,825
GS PRIVATE EQUITY PARTNERS 2000, L.P.	12/21/00	10/27/11	136	136	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	03/08/01	10/27/11	52	52	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	07/24/01	10/27/11	27	27	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	10/26/01	10/27/11	100	100	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	12/21/01	10/27/11	61	61	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	03/12/02	10/27/11	24	24	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/06/02	10/27/11	191	191	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	08/01/02	10/27/11	224	224	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	12/05/02	10/27/11	221	221	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	01/21/03	10/27/11	291	291	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	04/10/03	10/27/11	324	324	0	0	0
Subtotal			**$619,619**	**$134,722**	**$0**	**$484,896**	**$484,896**

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATON, FORM 990-PF
CAP GAIN NET INCOME, PART 1, LINE 7, COLUMN (b)
CAP GAINS AND LOSSES FOR TAX ON INVESTMENT, PART IV, LINES 1 and 2
FOR THE YEAR ENDED DECEMBER 31, 2011

QUANTITY/DESCRIPTION (cont.)	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	CAPITAL GAIN / (LOSS) SHORT-TERM	LONG-TERM	TOTAL
GS PRIVATE EQUITY PARTNERS 2000, L P	09/08/03	10/27/11	351	351	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/10/03	10/27/11	430	430	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	08/03/04	10/27/11	503	503	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	11/19/04	10/27/11	256	256	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	02/24/05	10/27/11	411	411	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	02/24/05	10/27/11	54	54	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	05/19/05	10/27/11	6	6	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	10/27/11	8	8	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	10/27/11	167	167	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/30/05	10/27/11	112	112	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/30/05	10/27/11	148	148	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	10/27/11	25	25	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	12/02/05	10/27/11	231	231	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	10/27/11	457	457	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	02/01/06	10/27/11	184	184	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	02/01/06	10/27/11	314	314	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	10/27/11	46	46	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	03/21/06	10/27/11	275	275	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	05/11/06	10/27/11	20	20	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	05/11/06	10/27/11	121	121	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/28/06	10/27/11	304	304	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/28/06	10/27/11	50	50	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	09/12/06	10/27/11	124	124	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	09/12/06	10/27/11	125	125	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	11/08/06	10/27/11	46	46	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	11/08/06	10/27/11	154	154	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/28/06	10/27/11	57	57	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	12/28/06	10/27/11	272	272	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	04/23/07	10/27/11	122	122	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	06/28/07	10/27/11	92	92	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	09/28/07	10/27/11	161	161	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/28/07	10/27/11	101	101	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	05/16/08	10/27/11	48	48	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	09/30/08	10/27/11	180	180	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	06/30/10	10/27/11	509	509	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/28/11	10/27/11	3	3	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	N/A	10/27/11	11,281	0	0	11,281	11,281
GS PRIVATE EQUITY PARTNERS 2000, L P	12/21/00	11/29/11	516	516	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	03/08/01	11/29/11	197	197	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	07/24/01	11/29/11	101	101	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	10/26/01	11/29/11	378	378	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/21/01	11/29/11	232	232	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	03/12/02	11/29/11	89	89	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	06/06/02	11/29/11	724	724	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	08/01/02	11/29/11	851	851	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	12/05/02	11/29/11	838	838	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	01/21/03	11/29/11	1,103	1,103	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	04/10/03	11/29/11	1,229	1,229	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	09/08/03	11/29/11	1,332	1,332	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/10/03	11/29/11	1,632	1,632	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	08/03/04	11/29/11	1,909	1,909	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	11/19/04	11/29/11	972	972	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	02/24/05	11/29/11	203	203	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	02/24/05	11/29/11	1,558	1,558	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	11/29/11	29	29	0	0	0
Subtotal			**$651,257**	**$155,080**	**$0**	**$496,177**	**$496,177**

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATON, FORM 990-PF
CAP GAIN NET INCOME, PART 1, LINE 7, COLUMN (b)
CAP GAINS AND LOSSES FOR TAX ON INVESTMENT, PART IV, LINES 1 and 2
FOR THE YEAR ENDED DECEMBER 31, 2011

QUANTITY/DESCRIPTION (cont.)	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	CAPITAL GAIN / (LOSS) SHORT-TERM	LONG-TERM	TOTAL
GS PRIVATE EQUITY PARTNERS 2000, L.P	05/19/05	11/29/11	24	24	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	11/29/11	635	635	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/30/05	11/29/11	424	424	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	06/30/05	11/29/11	563	563	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	12/02/05	11/29/11	1,735	1,735	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	11/29/11	95	95	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	12/02/05	11/29/11	876	876	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	11/29/11	1,191	1,191	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	02/01/06	11/29/11	698	698	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	02/01/06	11/29/11	174	174	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	03/21/06	11/29/11	1,044	1,044	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	05/11/06	11/29/11	74	74	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	05/11/06	11/29/11	459	459	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/06	11/29/11	1,153	1,153	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/28/06	11/29/11	189	189	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P	09/12/06	11/29/11	471	471	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	09/12/06	11/29/11	474	474	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L.P.	11/08/06	11/29/11	174	174	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	11/08/06	11/29/11	583	583	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/28/06	11/29/11	215	215	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/28/06	11/29/11	1,033	1,033	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	04/23/07	11/29/11	462	462	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/28/07	11/29/11	348	348	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	09/28/07	11/29/11	610	610	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	12/28/07	11/29/11	382	382	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	05/16/08	11/29/11	183	183	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	09/30/08	11/29/11	684	684	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	06/30/10	11/29/11	1,932	1,932	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P.	06/28/11	11/29/11	10	10	0	0	0
GS PRIVATE EQUITY PARTNERS 2000, L P	N/A	11/29/11	85,030	0	0	85,030	85,030
TOTAL CAPITAL GAIN DISTRIBUTIONS			**$753,180**	**$171,973**	**$0**	**$581,207**	**$581,207**

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
OTHER INCOME, PART I, LINE 11
FOR THE YEAR ENDED DECEMBER 31, 2011

STATEMENT 3

OTHER INCOME	Column a	Column b	Column c
Miscellaneous Investment Income	$14,838	$14,838	$0
Limited Partnership Income	39,931	24,833	0
Rights & Reproductions	9,483	0	9,483
TOTAL	**$64,252**	**$39,671**	**$9,483**

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
EXPENSE DETAIL, PART I, LINES 16a, 16b, 16c, 18, 19, 20, 21 AND 23
FOR THE YEAR ENDED DECEMBER 31, 2011

STATEMENT 4

	COLUMN a	COLUMN b	COLUMN c	COLUMN d
LEGAL FEES, Line 16a				
General Business and Legal Matters	$20,756	$44	$0	$20,646
TOTAL, Line 16a	**$20,756**	**$44**	**$0**	**$20,646**
ACCOUNTING FEES, Line 16b				
Auditing and Tax Services	$19,913	$3,000	$0	$6,963
TOTAL, Line 16b	**$19,913**	**$3,000**	**$0**	**$6,963**
OTHER PROFESSIONAL FEES, Line 16c				
Investment Management	$146,944	$146,944	$0	$0
Investment Consulting	45,571	45,071	0	0
Other	2,634	0	0	2,634
TOTAL, Line 16c	**$195,149**	**$192,015**	**$0**	**$2,634**
TAXES, Line 18				
Federal Excise Tax	$42,168	$0	$0	$0
Unrelated Business Income Tax	8,736	0	0	0
TOTAL, Line 18	**$50,904**	**$0**	**$0**	**$0**
DEPRECIATION, Line 19				
Depreciation	$55,388	$288	$0	$0
TOTAL, Line 19	**$55,388**	**$288**	**$0**	**$0**
OCCUPANCY, Line 20				
Leased office space	$38,742	$7,748	$0	$30,994
TOTAL, Line 20	**$38,742**	**$7,748**	**$0**	**$30,994**
TRAVEL, CONFERENCES and MEETINGS, Line 21				
Travel and Conference	$25	$0	$0	$14
TOTAL, Line 21	**$25**	**$0**	**$0**	**$14**
OTHER EXPENSES, Line 23				
Art Insurance	$415,851	$0	$0	$415,441
Bank Service Charges	305	305	0	0
Insurance - Other	15,494	7,971	0	7,523
Management Fee *	300,000	59,852	500	239,500
Rights and Reproductions	0	0	0	0
Safekeeping / Custodian Fees	30,806	30,757	0	0
Miscellaneous - Curatorial Expenses	47,161	0	0	48,109
Miscellaneous - Office Expenses	34,402	13,829	0	20,208
TOTAL, Line 23	**$844,019**	**$112,714**	**$500**	**$730,781**

* See Note on Statement 13

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
CONTRIBUTIONS PAID, PART I, LINE 25; GRANTS PAYABLE, PART II, LINE 18;
AND CONTRIBUTIONS, PART XV, LINES 3a and 3b
FOR THE YEAR ENDED DECEMBER 31, 2011

STATEMENT 5

Name and Address of Recipient	Date of Contribution	Status of recipient	Purpose of grant or contribution	Description	Amount
Contributions made (accrual basis) during the year, Part I, line 25, column a:					
Norton Simon Museum of Art at Pasadena 411 West Colorado Boulevard Pasadena, CA 91105	04/28/11	Public Charity	Unrestricted Support of the Museum's Operations		$5,000,000
	Total Contributions made (accrual basis) during the year				**$5,000,000**
Contributions paid (cash basis) during the year, Part I, line 25, column d, and Part XV, line 3a:					
Norton Simon Museum of Art at Pasadena 411 West Colorado Boulevard Pasadena, CA 91105	Various	Public Charity	Unrestricted Support of the Museum's Operations	Cash	$5,400,000
	Total Contributions paid (cash basis) during the year				**$5,400,000**
Contributions approved for future payment, Part II, line 18, column b, and Part XV, line 3b:					
Norton Simon Museum of Art at Pasadena 411 West Colorado Boulevard Pasadena, CA 91105		Public Charity	Unrestricted Support of the Museum's Operations		$200,000
	Total Contributions approved for future payment				**$200,000**

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
INVESTMENTS, PART II, LINES 10b AND 13;
ANALYSIS OF CHANGES IN NET ASSETS OR FUND BALANCES, PART III, LINE 3
FOR THE YEAR ENDED DECEMBER 31, 2011

STATEMENT 6

SCHEDULE OF INVESTMENTS

Description	End of Year Cost Basis	End of Year Fair Market Value (Columns b & c) PART II	Net Unrealized Gain/(Loss) on Investments End of Year	Net Unrealized Gain/(Loss) on Investments Begin. of Year	Change in Unrealized Gain/(Loss) on Investments For the Year PART III
Line 10b, Corporate Stocks: Detail - Statement 7	$55,899,876	**$66,201,925**	$10,302,049	$16,630,120	($6,328,071)
Line 13, Other: Detail - Statement 8	34,578,239	**35,659,264**	1,081,025	1,382,909	(301,884)
TOTAL	$90,478,115	$101,861,189	$11,383,074	$18,013,029	**($6,629,955)**

(See Stmt 12)

Note: The Foundation reports investments at their fair market value in Part II.

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
INVESTMENTS - CORPORATE STOCK, PART II, LINE 10b
FOR THE YEAR ENDED DECEMBER 31, 2011

Description	Units or Shares Held	End of Year Cost Basis	End of Year Fair Market Value
Line 10b, Corporate Stock:			
Common Stock:			
Ace Limited Company	5,000	$298,879	$350,600
Accenture PLC CL A	4,200	221,240	223,566
ADR Royal Dutch Shell CL A	5,100	232,665	372,759
ADR Royal Dutch Shell CL B	2,858	140,409	217,237
Aeropostale	6,400	80,741	97,600
Aflac Inc.	5,500	224,958	237,930
Air Products & Chemicals, Inc.	3,200	205,505	272,608
Allegheny Technologies, Inc.	10,600	560,958	506,680
Allergan, Inc.	3,400	91,313	298,316
Allstate Corp.	15,000	412,365	411,150
Altria Group, Inc.	3,000	19,411	88,950
American Tower REIT	10,300	273,440	618,103
Amerigroup Corp	7,100	377,244	419,468
Anadarko Petro Corp.	2,850	133,228	217,540
Aon Corp.	2,900	111,602	135,720
Apple, Inc.	1,210	263,009	490,050
Avon Products Inc.	7,200	183,250	125,784
Baker Hughes Inc.	3,300	164,905	160,512
Barrick Gold Corp.	5,000	131,175	226,250
BB&T Corp.	9,000	239,504	226,530
Berkshire Hathaway, Inc. CL B	2,400	180,737	183,120
Boeing Co.	1,600	77,793	117,360
Boston Scientific Corp.	39,000	261,676	208,260
Bristol-Myers Squibb Co.	3,800	111,472	133,912
Broadcom Corporation, CL A	14,500	323,914	425,720
Carnival Corp	11,100	352,516	362,304
Caterpillar Inc.	2,400	224,011	217,440
CBS Corp., CL B	11,950	116,867	324,323
Centene Corp.	3,000	95,581	118,770
Cenovus Energy Inc.	11,800	308,044	391,760
Centurylink Inc.	5,900	204,171	219,480
Cerner Corp.	4,000	72,580	245,000
Chevron Corp.	3,113	175,425	331,223
Cliffs Natural Resources, Inc.	2,600	91,911	162,110
Coach, Inc.	1,300	47,938	79,352
Common Stock subtotal:		7,010,437	9,217,487

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
INVESTMENTS - CORPORATE STOCK, PART II, LINE 10b
FOR THE YEAR ENDED DECEMBER 31, 2011

Description	Units or Shares Held	End of Year Cost Basis	End of Year Fair Market Value
Common Stock (cont):			
Cobalt Intl Energy Inc.	4,800	74,574	74,496
Comcast Corp New - CL A	27,600	563,200	654,396
Costco Wholesale Corp New	800	64,836	66,656
Danaher Corp.	6,800	252,046	319,872
Dreamworks Animation Inc. CL A	6,600	192,967	109,527
Dril-Quip Inc.	2,300	132,556	151,386
Edison International	2,100	87,750	86,940
Emerson Electric Co.	3,600	109,175	167,724
Encana Corp	9,100	292,481	168,623
Express Scripts Inc.	6,300	286,660	281,547
FedEx Corp.	1,200	79,170	100,212
First Solar Inc.	3,000	141,355	101,280
Flextronics Intl Ltd.	33,300	235,173	188,478
FMC Corp.	700	64,220	60,228
Freeport-McMoran Copper & Gold Inc.	1,600	56,907	58,864
Freescale Semiconductor Hldgs I Ltd	6,500	91,926	82,225
Gannett, Inc.	29,600	482,176	395,752
General Electric Co.	6,100	112,489	109,251
Goldman Sachs Group, Inc.	5,400	600,614	488,322
Google, Inc., CL A	1,390	313,252	897,801
Halliburton Co.	19,000	571,479	655,690
Henry Jack & Assoc Inc.	6,120	198,530	205,693
Hewlett-Packard Co.	3,700	108,590	95,312
Home Depot Inc.	10,000	364,491	420,400
Illinois Tool Works, Inc.	1,200	16,415	56,052
International Business Machines Corp.	1,000	98,740	183,880
Iron Mountain, Inc.	5,500	134,325	169,400
Jabil Circuit, Inc.	3,100	32,761	60,946
Jacobs Engineering Group, Inc.	3,400	168,043	137,972
JPMorgan Chase & Co.	6,652	162,265	221,179
Juniper Networks Inc.	16,400	399,377	334,724
KLA-Tencor Corp	6,000	195,447	289,500
Kraft Foods Inc., CL A	2,359	25,582	88,132
Lowe's Companies, Inc.	4,000	18,307	101,520
Lyondellbasell Indu-Cl A-W/I	4,800	164,386	155,952
Marsh & McLennan Co's Inc.	3,400	98,064	107,508
Mastercard Inc. CL A	200	49,526	74,564
Maxim Integrated Products Inc.	5,000	62,279	130,200
Mettler-Toledo International Inc.	400	36,745	59,084
Michael Kors Holdings Ltd.	2,300	48,215	62,675
Microchip Technology, Inc.	2,800	66,401	102,564
Microsoft Corp.	8,800	213,939	228,448
Monsanto Co.	4,200	236,433	294,294
NVR Inc.	300	186,686	205,800
Nielson Holdings BV	1,300	29,900	38,597
Nike Inc., CL B	1,200	89,309	115,644
Noble Energy Inc.	5,000	323,201	471,950
Norfolk Southern Corp.	2,700	113,108	196,722
Nucor Corp.	2,900	104,802	114,753
Common Stock subtotal:		15,561,310	19,160,222

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
INVESTMENTS - CORPORATE STOCK, PART II, LINE 10b
FOR THE YEAR ENDED DECEMBER 31, 2011

Description	Units or Shares Held	End of Year Cost Basis	End of Year Fair Market Value
Common Stock (cont):			
NYSE Euronext	2,100	78,483	54,810
Oracle Corp.	15,500	403,542	397,575
PepsiCo, Inc.	1,500	50,852	99,525
PG&E Corp.	3,700	161,035	152,514
Pharmasset Inc.	5,000	157,818	641,000
Philip Morris International, Inc.	8,300	191,904	651,384
PPL Corp.	1,500	36,000	44,130
Progressive Corp.	6,000	70,007	117,060
Qualcomm, Inc.	5,100	94,100	278,970
Republic Svcs Inc.	11,000	332,862	303,050
Schlumberger Ltd.	9,500	374,404	648,945
ADR Shire PLC	4,400	171,472	457,160
Charles Schwab Corporation	27,200	458,527	306,272
Scripps Networks Interactive, CL A	2,600	93,186	110,292
Seattle Genetics Inc.	15,900	305,201	265,769
Signet Jewelers Ltd. Ord	6,700	277,744	294,532
Stanley Black & Decker Inc.	1,000	55,003	67,600
Target Corp.	4,800	192,496	245,856
TE Connectivity Ltd.	3,400	58,975	104,754
Tiffany & Co.	4,100	169,296	271,666
Time Warner Cable, Inc.	2,366	80,444	150,407
TransCanada Corp	9,300	390,915	406,131
Transocean Ltd.	780	40,473	29,944
United Technologies Corp.	3,600	152,283	263,124
Universal Health Services Inc., CL B	1,700	68,800	66,062
Urban Outfitters, Inc.	9,200	285,213	253,552
Ventas Inc. REIT	2,400	104,128	132,312
Viacom Inc., CL B	1,050	14,533	47,681
Visa, Inc., CL A	6,000	389,981	609,180
Weatherford International Ltd.	33,000	581,802	483,120
Wells Fargo & Co	2,600	66,908	71,656
Total Common Stock:		$21,469,697	$27,186,255
Equity Mutual Funds:			
EuroPacific Growth Fund	799,428	$24,466,692	$28,067,922
Van Eck - Global Hard Assets Fund	163,571	6,722,770	7,262,555
Vanguard-REIT Index Fund	289,944	3,240,717	3,685,193
Total Equity Mutual Funds		$34,430,179	$39,015,670
Total Line 10b, Corporate Stock		**$55,899,876**	**$66,201,925**

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
INVESTMENTS - OTHER, PART II, LINE 13
FOR THE YEAR ENDED DECEMBER 31, 2011

STATEMENT 8

Description	Units Held	End of Year Cost Basis	End of Year Fair Market Value
Line 13, Investments - Other:			
Fixed Income Mutual Funds:			
Dodge & Cox Income Fund	1,269,909	$15,266,777	$16,889,787
Vanguard Interm - Term Treasury Fund	694,912	8,008,597	8,130,471
Total Fixed Income Mutual Funds		$23,275,374	$25,020,258
Short Term Investments:			
Northern Trust - Diversified Asset Portfolio	n/a	$1,077,318	$1,077,318
Total Short Term Investments		$1,077,318	$1,077,318
Alternative Investments:			
GS Private Equity Partners 2000, L.P.	n/a	$1,369,547	$919,445
Weatherlow Offshore Fund I Ltd. CL IA	8,794	8,856,000	8,642,243
Total Alternative Investments		$10,225,547	$9,561,688
Total Line 13, Investments - Other		**$34,578,239**	**$35,659,264**

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
DEPRECIATION, PART I, LINE 19 AND
PROPERTY AND EQUIPMENT, PART II, LINE 14
FOR THE YEAR ENDED DECEMBER 31, 2011

STATEMENT 9

Description	Method	Useful Life	Date of Acquisition	Cost Basis Part II, line 14	Current Year Depreciation Expense Part I, line 19 column (a)	Accumulated Depreciation Part II, line 14	Ending Book Value Part II, line 14 column (b) and column (c)
Security / Fire Equipment	S/L	5/10 Years	1997-2011	$440,162	$9,606	$400,670	$39,492
Lighting Fixtures	S/L	10 Years	1998-2011	275,397	10,979	205,122	70,275
Documentary Film	S/L	10 Years	2001-2002	159,319	8,412	158,872	447
Earthquake Preparedness Equipment	S/L	10 Years	1995-2007	86,627	2,908	85,173	1,454
Other	S/L	3-10 Years	1999-2011	329,101	23,483	294,201	34,900
TOTAL				**$1,290,606**	**$55,388**	**$1,144,038**	**$146,568**

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
DESCRIPTION OF OTHER ASSETS, PART II, LINE 15
FOR THE YEAR ENDED DECEMBER 31, 2011

STATEMENT 10

	End of Year Book Value	End of Year Fair Market Value
Description of Other Assets		
Collection of Art	$55,987,776	$1,232,740,550
Frames	112,096	112,096
TOTAL	**$56,099,872**	**$1,232,852,646**

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
OTHER LIABILITIES, PART II, LINE 22
FOR THE YEAR ENDED DECEMBER 31, 2011

STATEMENT 11

OTHER LIABILITIES	Beginning of Year (column a)	End of Year (column b)
Deferred federal excise tax	$360,261	$227,661
Federal excise tax payable	15,691	0
TOTAL	**$375,952**	**$227,661**

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
ANALYSIS OF CHANGES IN NET ASSETS OR FUND BALANCES, PART III, LINES 3 and 5
FOR THE YEAR ENDED DECEMBER 31, 2011

STATEMENT 12

Other increases in net assets (Part III, Line 3):	
Change in provision for deferred federal excise tax payable	$132,600
Other decreases in net assets (Part III, Line 5):	
Change in unrealized gain/(loss) on investments - see Statement 6	($6,629,955)

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
INFORMATION ABOUT OFFICERS AND TRUSTEES, PART VIII, LINE 1
FOR THE YEAR ENDED DECEMBER 31, 2011

STATEMENT 13

(A) NAME AND ADDRESS	(B) TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	(C) COMPENSATION	(D) CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS & DEFERRED COMPENSATION	(E) EXPENSE ACCOUNT AND OTHER ALLOWANCES
Sara Campbell Abdo 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Secretary Trustee - 1 hr.	None	None	None
Ronald H. Dykhuizen 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Vice President; Treasurer; Chief Financial Officer; Assist. Secretary (until 4/28/11) - 6 hrs.	None (1)	None (1)	None
Thomas L. Pfister 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Trustee - 1 hr.	None	None	None
Dr. Michael E. Phelps 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Chairman; Trustee - 1 hr.	None	None	None
Edward F. Rover 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Trustee (until 6/7/11) - 1 hr.	None	None	None
Donald Simon 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Trustee - 1 hr.	None	None	None
Eric Simon 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Trustee - 1 hr.	None	None	None
Walter W. Timoshuk 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	President; Trustee - 6 hrs.	None (1)	None (1)	None
Stephanie R. Villasenor 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Assistant Secretary (beginning 4/29/11) - 6 hrs.	None (1)	None (1)	None
Robert H. Walker 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Trustee - 1 hr.	None	None	None
COLUMN TOTALS		**$0**	**$0**	**$0**

(1) The Norton Simon Foundation received support services from the Norton Simon Art Foundation {a 501(c)(3) organization} (Tax ID 95-6038921) during calendar year 2011 pursuant to an employee lease arrangement. The Norton Simon Foundation paid the Norton Simon Art Foundation $53,632 related to compensation and $6,401 related to benefits for services provided by Walter W. Timoshuk, $24,520 related to compensation and $4,827 related to benefits for services provided by Ronald H. Dykhuizen, and $17,807 related to compensation and $2,690 related to benefits for services provided by Stephanie R. Villasenor under this lease arrangement. All of these amounts are included in the "Management Fee" which is reported on Statement 4 under "OTHER EXPENSES, Line 23". The Norton Simon Foundation does not have a payroll.

Form **8868**

(Rev. January 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . ▶ ☐

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	The Norton Simon Foundation	☑ 95-6035908
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	385 E. Colorado Blvd., Suite 240	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Pasadena, CA 91101	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 0 4

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

- The books are in the care of ▶ Ronald H. Dykhuizen

Telephone No. ▶ 626-432-7750 FAX No. ▶ 626-432-7747

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☑ calendar year 20 11 or

▶ ☐ tax year beginning ______ , 20 ___ , and ending ______ , 20 ___

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 42,995
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 52,966
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. The Norton Simon Foundation	Employer identification number (EIN) or ☑ 95-6035908
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 385 E. Colorado Blvd, Suite 240	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Pasadena, CA 91101	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

• The books are in the care of ▶ Ronald H. Dykhuizen

Telephone No. ▶ 626-432-7750 FAX No. ▶ 626-432-7747

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

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

4 I request an additional 3-month extension of time until November 15 , 20 12 .

5 For calendar year 2011 , or other tax year beginning ________ , 20___ , and ending ________ , 20___ .

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

7 State in detail why you need the extension Additional time is necessary to prepare a complete and accurate tax return.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 42,995
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 52,966
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0

Signature and Verification must be completed for Part II only.

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

Signature ▶ Ronald H. Dyk Title ▶ Chief Financial Officer Date ▶ 8/10/2012