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Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545 0052

2010

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

For calendar year 2010, or tax year beginning , 2010, and ending

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

ROBERT ELLIS SIMON FOUNDATION
312 S. CANYON VIEW DRIVE
LOS ANGELES, CA 90049

A Employer identification number

95-6035905

B Telephone number (see the instructions)

(310) 656-1111

C If exemption application is pending, check here ☐**D** 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

\$ 3,942,839.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

- 1 Contributions, gifts, grants, etc., received (att sch)
 2 ☒ If the foundn is not req to att Sch B
 3 Interest on savings and temporary cash investments
 4 Dividends and interest from securities
 5a Gross rents
 b Net rental income or (loss)
 6a Net gain/(loss) from sale of assets not on line 10
 b Gross sales price for all assets on line 6a
 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/(loss) (att sch)
 11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 1

c Other prof fees (attach sch) SEE ST 2

17 Interest

18 Taxes (attach schedule)(see instr) SEE STM 3

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 4

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid STMT 5

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0)

c Adjusted net income (if negative, enter -0)

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ADMINISTRATIVE EXPENSES

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing	18,192.	30,601.	30,601.
	2 Savings and temporary cash investments	34,398.	147,423.	147,423.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	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)	2,341,954.	2,287,921.	2,866,908.
	c Investments — corporate bonds (attach schedule)	1,007,662.	848,044.	897,738.
	11 Investments — land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe SEE STATEMENT 6)	138.	169.	169.	
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	3,402,344.	3,314,158.	3,942,839.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,402,344.	3,314,158.	
	30 Total net assets or fund balances (see the instructions)	3,402,344.	3,314,158.	
	31 Total liabilities and net assets/fund balances (see the instructions)	3,402,344.	3,314,158.	

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	3,402,344.
2 Enter amount from Part I, line 27a	2	-88,771.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	585.
4 Add lines 1, 2, and 3	4	3,314,158.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,314,158.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 8				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-49,765.
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 the instructions) If (loss), enter -0- in Part I, line 8		3	-506.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	249,846.	3,395,790.	0.073575
2008	232,663.	3,737,166.	0.062257
2007	257,603.	4,551,318.	0.056600
2006	247,753.	4,577,469.	0.054124
2005	232,844.	4,562,243.	0.051037

2 Total of line 1, column (d)	2	0.297593
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.059519
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,750,551.
5 Multiply line 4 by line 3	5	223,229.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	874.
7 Add lines 5 and 6	7	224,103.
8 Enter qualifying distributions from Part XII, line 4	8	100,000.

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.

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

1 a 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 instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,747.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,747.
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	1,747.
6 Credits/Payments.			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6 a	840.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	800.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,640.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	33.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	140.	
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 2011 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)?		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?		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		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
4 a 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?	N/A	
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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) N/A		
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 2010 or the taxable year beginning in 2010 (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

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>THE FOUNDATION</u> Telephone no. <u>310 656-1111</u> Located at <u>312 S CANYON VIEW DRIVE LOS ANGELES CA</u> ZIP + 4 <u>90049</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N/A
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
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 the instructions)	2b	N/A
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>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
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 2010 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 2010)	3b	N/A
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 2010?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

5b N/A

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 ☒ 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 ☒ 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 (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
HAROLD WILLIAMS 1200 GETTY CENTER DRIVE LOS ANGELES, CA 90049	TRUSTEE 1.00	0.	0.	0.
JOAN G. WILLENS 312 S. CANYON VIEW DRIVE LOS ANGELES, CA 90049	TRUSTEE 3.00	15,000.	0.	0.
RALPH WILLIAMS 3090 HOMEWOOD STREET SIMI VALLEY, CA 93063	EXECUTIVE DI 1.00	7,300.	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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	3,692,356.
b Average of monthly cash balances	1b	115,310.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	3,807,666.
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	3,807,666.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	57,115.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,750,551.
6 Minimum investment return. Enter 5% of line 5	6	187,528.

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	187,528.
2a Tax on investment income for 2010 from Part VI, line 5	2a	1,747.	
b Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c	1,747.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	185,781.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	185,781.	
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	185,781.	

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	100,000.
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	100,000.
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	100,000.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				185,781.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	6,542.			
b From 2006	20,938.			
c From 2007	31,028.			
d From 2008	47,719.			
e From 2009	80,878.			
f Total of lines 3a through e	187,105.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 100,000.				
a Applied to 2009, 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 2010 distributable amount				100,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	85,781.			85,781.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	101,324.			
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 2009. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	101,324.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008	20,446.			
d Excess from 2009	80,878.			
e Excess from 2010				

BAA

Form 990-PF (2010)

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

N/A

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

[illegible]

- 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 organization had \$5,000 or more in assets at any time during the year – see instructions.)
----------------	--

1 Information Regarding Foundation Managers:

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

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 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 Name and address (home or business) <i>a Paid during the year</i>	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
Total			3a	
<i>b Approved for future payment</i>				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				52,898.	
4 Dividends and interest from securities				52,114.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					-49,765.
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)				105,012.	-49,765.
13 Total. Add line 12, columns (b), (d), and (e)				13	55,247.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

ROBERT ELLIS SIMON FOUNDATION

95-6035905

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TOTAL	\$ 3,400.	\$ 1,700.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	\$ 15,944.	\$ 15,944.	\$ 0.	\$ 0.
TOTAL	\$ 15,944.	\$ 15,944.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CORPORATE TAXES	\$ 257.			
FOREIGN TAXES	871.			
OTHER	10.			
TOTAL	\$ 1,138.	\$ 0.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 154.			
INVESTMENT EXPENSES	201.			
OFFICE EXPENSES	881.			
TOTAL	\$ 1,236.	\$ 0.	\$ 0.	\$ 0.

ROBERT ELLIS SIMON FOUNDATION

95-6035905

STATEMENT 5
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:	TO FURTHER EXEMPT PURPOSE	
DONEE'S NAME:	WRIGHT INSTITUTE	
DONEE'S ADDRESS:	9911 PICO BLVD # 720	
	LOS ANGELES, CA 90035	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3)	
AMOUNT GIVEN:		\$ 60,000.
 CLASS OF ACTIVITY:	 TO FURTHER EXEMPT PURPOSE	
DONEE'S NAME:	GAY AND LESBIAN CENTER	
DONEE'S ADDRESS:	1625 NORTH SCHRADER BLVD	
	LOS ANGELES, CA 90028	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3)	
AMOUNT GIVEN:		40,000.
		TOTAL \$ 100,000.

STATEMENT 6
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
DIVIDENDS RECEIVABLE	\$ 169.	\$ 169.
TOTAL	\$ 169.	\$ 169.

STATEMENT 7
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

UNRECAPTURED 1250 GAIN	\$ 585.
TOTAL	\$ 585.

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>ITEM</u>	<u>(A) DESCRIPTION</u>	<u>(B) HOW ACQUIRED</u>	<u>(C) DATE ACQUIRED</u>	<u>(D) DATE SOLD</u>
1	624 FRONTIER COMMUNICATIONS	PURCHASED	7/21/2009	7/13/2010
2	100,000 GENERAL ELECTRIC CR CORP	PURCHASED	8/24/2007	11/15/2010
3	20,000 GENENTECH INC	PURCHASED	4/21/2009	7/15/2010
4	50,000 TOYOTA MOTOR CREDIT CLD	PURCHASED	1/07/2005	7/26/2010
5	1,000 CENOVUS ENERGY INC.	PURCHASED	4/24/2006	2/19/2010
6	2,000 UNITEDHEALTH GROUP	PURCHASED	7/14/2003	2/19/2010
7	700 WESTERN UNION CO	PURCHASED	10/30/2003	3/24/2010

ROBERT ELLIS SIMON FOUNDATION

95-6035905

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
8	2,300 GENERAL ELECTRIC CR CORP	PURCHASED	10/18/2000	2/19/2010
9	3,300 WESTERN UNION CO	PURCHASED	6/24/2003	3/24/2010
10	CAPITAL GAIN DIVIDENDS			

	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)
ITEM	GROSS SALES	DEPREC. ALLOWED	COST BASIS	GAIN (LOSS)	FMV 12/31/69	ADJ. BAS. 12/31/69	EXCESS (I) - (J)	GAIN (LOSS)
1	4,424.		4,930.	-506.				\$ -506.
2	100,000.		100,000.	0.				0.
3	20,000.		20,000.	0.				0.
4	50,000.		50,000.	0.				0.
5	26,251.		24,449.	1,802.				1,802.
6	64,059.		51,135.	12,924.				12,924.
7	11,774.		11,179.	595.				595.
8	37,053.		87,500.	-50,447.				-50,447.
9	55,506.		72,033.	-16,527.				-16,527.
10								2,394.
							TOTAL	\$ -49,765.

2010

FEDERAL SUPPORTING DETAIL

PAGE 1

ROBERT ELLIS SIMON FOUNDATION

95-6035905

**BALANCE SHEET - INVESTMENTS
END OF YEAR AMOUNT
CORPORATE STOCK AND MUTUAL FUNDS**

CORPORATE STOCKS	\$	1,883,657.
MUTUAL / CLOSED END FUNDS		<u>404,263.</u>
TOTAL	\$	<u><u>2,287,920.</u></u>

**BALANCE SHEET - INVESTMENTS
FAIR MARKET VALUE AT END OF YEAR (FORM 990-PF)
CORPORATE STOCK AND MUTUAL FUNDS**

CORPORATE STOCKS	\$	2,467,554.
MUTUAL / CLOSED END FUNDS		<u>399,354.</u>
TOTAL	\$	<u><u>2,866,908.</u></u>



Merrill Lynch

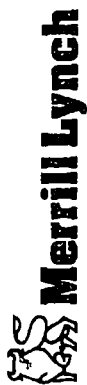


Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
	CASH		171 17	171 17			
147,252	BIF MONEY FUND		147,252 00	147,252 00			88.35
	Total Cash and Money Funds		147,423.17	147,423.17			88.35
Corporate Bonds							
100,000	GOLDMAN SACHS GROUP LP NOTES 144A 07.750% JUN 15 2013	08/04/04	105,672 64	111,626 00	5 953.00	344 44	7,750 00
75,000	ALLSTATE CORPORATION DEBENTURES 07 500% JUN 15 2013	08/02/04	79,358 24	84,757 50	5,399.00	250 00	5,625 00
25,000	ABBOTT LABORATORIES GLB 05 150% NOV 30 2012	04/30/09	26,162 34	27,030 00	867 00	107 29	1,288 00
100,000	BELLSOUTH CORP GLB 05 200% SEP 15 2014	04/18/08	99,611 97	109,169 00	9,557 00	1,531.11	5,200 00
65,000	INTL LEASE FINANCE CORP GLB 05 000% SEP 15 2012	02/26/08	64,805.00	65,406.25	601 00	956 94	3,250 00
100,000	CISCO SYSTEMS INC GLB 05.500% FEB 22 2016	04/18/08	101,878 36	114,111.00	12,232 00	1,970 83	5,500 00





Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
25,000	CONOCOPHILLIPS COMPANY GUARNT 05 625% OCT 15 2016	06/23/09	26,374.72	28,414.50	2,039.00	296.88	1,407.00
50,000	GENERAL ELECTRIC CO GLB 05 250% DEC 06 2017	03/26/08	49,979.25	54,004.50	4,025.00	182.29	2,625.00
100,000	MORGAN STANLEY GROUP INC 07 000% OCT 01 2013 MOODY'S A2 S&P. A + <	08/04/04	104,413.17	110,064.00	5,650.00	1,750.00	7,000.00
25,000	PEPSICO INC GLB 04 650% FEB 15 2013	06/18/09	25,727.06	26,920.25	1,193.00	439.17	1,163.00
30,000	VERIZON NEW JERSEY INC SER A GLB 05 875% JAN 17 2012	02/26/08	30,270.18	31,414.20	1,144.00	802.92	1,763.00
30,000	WESTERN UNION CO GLB 05 930% OCT 01 2016	12/09/10	33,791.54	33,586.20	(205.00)	444.75	1,779.00
100,000	NM GENL ELEC CAP CORP BE SER MTN GLB STEP% MAY 15 2015	05/01/03	100,000.00	101,235.00	1,235.00		6,000.00
Total Corporate Bonds			848,044.47	897,738.40	49,690.00	9,076.62	50,350.00



EMATM Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
1,300	AT& T INC	07/21/09	31,915 00	38,194 00	6,279 00	2,236 00
1,300	AT& T INC	08/26/09	34,712 99	38,194 00	3,481 00	2,236 00
200	APPLE INC	08/26/09	33 800 00	64,512 00	30,712 00	
100	APPLE INC	02/19/10	20,219 00	32,256 00	12,037 00	
400	BERKSHIRE HATHAWAYINC DEL CL B NEW	08/20/02	19,872 48	32,044 00	12,171 00	
500	BERKSHIRE HATHAWAYINC DEL CL B NEW	04/15/03	23,667 52	40,055 00	16,387 00	
350	BERKSHIRE HATHAWAYINC DEL CL B NEW	06/18/04	20,391 42	28,038 50	7,647 00	
500	BERKSHIRE HATHAWAYINC DEL CL B NEW	08/26/09	33,176 57	40,055 00	6,878 00	
500	BED BATH & BEYOND INC	10/18/00	10,812 50	24,575 00	13,762 00	
500	BED BATH & BEYOND INC	01/29/01	12,437 50	24,575 00	12,137 00	
600	BED BATH & BEYOND INC	11/25/03	24,714 00	29,490 00	4,776 00	
700	BED BATH & BEYOND INC	03/16/06	26,341 00	34,405 00	8,064 00	
300	COSTCO WHOLESALE CRP DEL	10/18/00	10,237 50	21,663 00	11,425 00	247 00
300	COSTCO WHOLESALE CRP DEL	12/28/00	11,418 75	21,663 00	10,244 00	247 00
600	COSTCO WHOLESALE CRP DEL	01/29/01	26,362 50	43,326 00	16,963 00	493 00



Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
500	COSTCO WHOLESALE CRP DEL	08/16/04	20,440 00	36,105 00	15,665 00	411 00
300	CISCO SYSTEMS INC COM	10/18/00	16,143 75	6,069 00	(10,074 00)	
200	CISCO SYSTEMS INC COM	12/28/00	8 262 50	4,046 00	(4,216 00)	
500	CISCO SYSTEMS INC COM	01/29/01	18,625 00	10,115 00	(8,510 00)	
1,000	CISCO SYSTEMS INC COM	05/21/01	22 250 00	20 230 00	(2,020 00)	
800	CISCO SYSTEMS INC COM	12/16/03	19 152 00	16,184 00	(2,968 00)	
900	EQUITY RESIDENTIAL REIT	10/30/03	26,198 65	46 755 00	20,556 00	1,647 00
1 100	EXXON MOBIL CORP COM	09/15/04	52 228 00	80 432 00	28,204 00	1,936.00
400	EXXON MOBIL CORP COM	09/26/05	25 588 00	29,248 00	3 660 00	704 00
1 000	ENCANA CORP	04/24/06	25 961 15	29,120 00	3 158 00	801 00
400	FEDEX CORP DELAWARE COM	06/24/03	24 076.00	37,204 00	13,128 00	193.00
300	FEDEX CORP DELAWARE COM	10/30/03	22,191 00	27 903 00	5,712 00	145 00
200	FEDEX CORP DELAWARE COM	11/25/03	14 286 00	18,602 00	4,316 00	96 00
200	GOOGLE INC CL A	12/27/06	93 172 52	118,794 00	25 621 00	
400	JOHNSON AND JOHNSON COM	11/15/00	18 930 00	24 740 00	5,810 00	864 00
400	JOHNSON AND JOHNSON COM	01/29/01	18 452 00	24 740 00	6,288 00	864 00





Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
400	JOHNSON AND JOHNSON COM	06/18/04	22,088 00	24,740 00	2,652 00	864 00
200	JOHNSON AND JOHNSON COM	08/16/04	11,230 00	12,370 00	1,140 00	432 00
1,200	LOWE'S COMPANIES INC	06/24/03	26,130 00	30,096 00	3,966 00	528 00
800	LOWE'S COMPANIES INC	10/30/03	23,868 00	20,064 00	(3,804 00)	352 00
400	LOWE'S COMPANIES INC	08/16/04	9,918 00	10,032 00	114 00	176 00
300	MEDTRONIC INC COM	10/18/00	16,182 51	11,127 00	(5,055 00)	270 00
300	MEDTRONIC INC COM	01/29/01	16,479 00	11,127 00	(5,352 00)	270 00
500	MEDTRONIC INC COM	08/20/02	21,040 00	18,545 00	(2,495 00)	450 00
200	MEDTRONIC INC COM	08/16/04	9,866 00	7,418 00	(2,448 00)	180 00
400	MICROSOFT CORP	10/18/00	10,587 50	11,164 00	576 00	256 00
400	MICROSOFT CORP	12/28/00	9,087 50	11,164 00	2,076 00	256 00
800	MICROSOFT CORP	01/29/01	25,675 00	22,328 00	(3,347 00)	512 00
800	MICROSOFT CORP	11/25/03	20,544 00	22,328 00	1,784 00	512 00
800	NEXTERA ENERGY INC SHS	08/20/02	22,302 68	41,592 00	19,289 00	1,600 00
800	NEXTERA ENERGY INC SHS	11/25/03	25,396 00	41,592 00	16,196 00	1,600 00
50	NESTLE S A REP RG SH ADR	07/14/03	1,018 00	2,941 00	1,923 00	45 00
1,250	NESTLE S A REP RG SH ADR	09/25/03	28,825 00	73,525 00	44,700 00	1,121 00





Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
500	NESTLE S A REP RG SH ADR	08/16/04	12,640 00	29,410 00	16,770 00	448 00
1,000	PEPSICO INC	09/15/04	49 710 00	65,330 00	15,620 00	1,920 00
400	PEPSICO INC	11/17/04	20 360 00	26 132 00	5,772 00	768 00
3,000	PFIZER INC	02/19/10	54,210 00	52 530 00	(1,680 00)	2,400 00
400	QUALCOMM INC	11/18/10	19,222 92	19,796 00	573 00	305 00
400	STERICYCLE INC COM	03/24/10	21 869 20	32,368 00	10,498 00	
300	STERICYCLE INC COM	11/18/10	21,609 00	24,276 00	2,667 00	
600	SIMON PROPERTY GROUP DEL REIT	07/14/03	24,367 20	59 694 00	35,326 00	1,920 00
400	SIMON PROPERTY GROUP DEL REIT	12/16/03	18,820 40	39,796 00	20 975 00	1,280 00
500	SIMON PROPERTY GROUP DEL REIT	11/17/04	30 218 00	49,745 00	19,527 00	1,600 00
35	SIMON PROPERTY GROUP DEL REIT	03/20/09	1,187 82	3 482.15	2,294 00	112 00
13	SIMON PROPERTY GROUP DEL REIT	06/24/09	687 38	1,293 37	605 00	42 00
10	SIMON PROPERTY GROUP DEL REIT	09/21/09	664 72	994 90	330 00	32 00



EMASM Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
9	SIMON PROPERTY GROUP DEL REIT	12/21/09	679.44	895.41	215.00	29.00
1,000	SOUTHERN COMPANY	07/22/03	29,060.00	38,230.00	9,170.00	1,821.00
800	SOUTHERN COMPANY	10/30/03	24,020.40	30,584.00	6,563.00	1,457.00
600	STRYKER CORP	09/25/03	22,749.00	32,220.00	9,471.00	433.00
600	STRYKER CORP	11/25/03	24,216.00	32,220.00	8,004.00	433.00
200	STRYKER CORP	08/16/04	9,215.00	10,740.00	1,525.00	144.00
600	TEVA PHARMACTCL INDS ADR	12/16/03	17,277.00	31,278.00	14,001.00	401.00
700	TEVA PHARMACTCL INDS ADR	11/17/04	19,138.00	36,491.00	17,353.00	467.00
1,100	TARGET CORP COM	09/15/04	50,391.00	66,143.00	15,752.00	1,101.00
400	TARGET CORP COM	11/17/04	20,608.00	24,052.00	3,444.00	401.00
300	UNITED TECHS CORP COM	02/19/10	20,580.00	23,616.00	3,036.00	511.00
300	UNITED TECHS CORP COM	03/24/10	21,969.00	23,616.00	1,647.00	511.00
1,000	VERIZON COMMUNICATNS COM	07/21/09	28,392.92	35,780.00	7,387.00	1,951.00
1,000	VERIZON COMMUNICATNS COM	08/26/09	29,762.39	35,780.00	6,017.00	1,951.00
600	VERIZON COMMUNICATNS COM	02/19/10	16,427.82	21,468.00	5,040.00	1,171.00
500	ZIMMER HOLDINGS INC COM	08/15/03	24,450.00	26,840.00	2,390.00	



Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
500	ZIMMER HOLDINGS INC COM	11/21/06	37,020.00	26,840.00	(10,180.00)	
700	WAL-MART STORES INC	07/21/09	34,020.00	37,751.00	3,731.00	847.00
500	WAL-MART STORES INC	08/26/09	26,040.00	26,965.00	925.00	605.00
300	WALGREEN CO	12/28/00	12,586.50	11,688.00	(898.00)	210.00
300	WALGREEN CO	01/29/01	11,751.00	11,688.00	(63.00)	210.00
600	WALGREEN CO	05/21/01	24,522.00	23,376.00	(1,146.00)	420.00
300	WALGREEN CO	08/16/04	11,043.00	11,688.00	645.00	210.00
700	WALGREEN CO	09/15/04	25,900.00	27,272.00	1,372.00	490.00
Total Equities			1,883,657.60	2,467,554.33	583,886.00	49,145.00

Mutual Funds/Closed End Funds/UIT

1 200	ISHARES TRUST S&P MIDCAP 400 INDEX FUND	03/22/07	101,832.00	108,828.00	6,996.00	1,148.00
1 000	ISHARES S&P SMALLCAP 600 INDEX FUND	03/22/07	68,390.00	68,470.00	80.00	738.00
1 300	ISHARES MSCI EAFE INDEX FUND	03/27/06	85,353.95	75,686.00	(9,667.00)	1,815.00
2 200	TORTOISE ENERGY INFRASTRUCTURE CORP	02/18/05	65,405.00	84,150.00	18,745.00	4,753.00





EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
1,200	WISDOMTREE INTL M/C DVD FUND	05/18/07	83,282.00	62,220.00	(21,062.00)	1,752.00
Total Mutual Funds/Closed End Funds/UIT			404,262.95	399,354.00	(4,908.00)	10,206.00

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization		Employer identification number
	ROBERT ELLIS SIMON FOUNDATION		95-6035905
	Number, street, and room or suite number. If a P.O. box, see instructions.		
	312 S. CANYON VIEW DRIVE		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	LOS ANGELES, CA 90049		

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 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 ► THE FOUNDATION

Telephone No. ► 310 656-1111 FAX No. ► _____

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ☒ calendar year 20 10 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	\$	938.
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	\$	138.
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	\$	800.

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.**BAA For Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 1-2011)

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

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

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

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

Type or print	Name of exempt organization	Employer identification number
	ROBERT ELLIS SIMON FOUNDATION	95-6035905
	Number, street, and room or suite number If a P.O. box, see instructions	
File by the extended due date for filing the return. See instructions	ST AMAND-HERSHOW CERTIFIED PUBLIC ACCOUNTANTS 19816 HENSHAW STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions WOODLAND HILLS, CA 91364-2603	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 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 care of ☒ THE FOUNDATION
Telephone No ☒ 310 656-1111 FAX No ☐ _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 20 11

5 For calendar year 2010, 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 INFORMATION 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	\$	938.
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	\$	938.
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

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

Signature ☐Title ☐Date ☐

BAA

FIF20502L 11/15/10

Form 8868 (Rev 1-2011)