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

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052
2013
Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation THE NORTON SIMON FOUNDATION	A Employer identification number 95-6035908
Number and street (or P.O. box number if mail is not delivered to street address) 385 E. COLORADO BLVD. — Room/suite 240	B Telephone number 626-432-7750
City or town, state or province, country, and ZIP or foreign postal code PASADENA, CA 91101	C If exemption application is pending, check here ▶ [ ]
G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change	D 1. Foreign organizations, check here ▶ [ ] 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
H Check type of organization: [X] 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) ▶$ 1,352,995,266. — J Accounting method: [ ] Cash [X] 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				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,866,893.	1,866,893.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Stmt1	5,867,219.			
	b Gross sales price for all assets on line 6a 18,033,425.				
	7 Capital gain net income (from Part IV, line 2) Stmt2		5,668,023.		
	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	22,324.	8,806.	2,260.	
	12 Total. Add lines 1 through 11	7,756,436.	7,543,722.	2,260.	
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	2,419.	0.	0.	2,419.
	b Accounting fees Stmt 4	22,000.	41,200.	0.	14,355.
	c Other professional fees Stmt 4	180,805.	172,797.	0.	12,136.
	17 Interest				
	18 Taxes Stmt 4	75,806.	0.	0.	0.
	19 Depreciation and depletion Stmt 4 & 9	79,026.	26.	0.	
	20 Occupancy Stmt 4	41,369.	8,274.	0.	33,095.
	21 Travel, conferences, and meetings Stmt 4	82.	0.	0.	74.
	22 Printing and publications				
	23 Other expenses Stmt 4	874,826.	120,281.	500.	754,715.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,276,333.	305,578.	500.	816,794.
	25 Contributions, gifts, grants paid Stmt 5	5,575,500.			5,575,500.
	26 Total expenses and disbursements. Add lines 24 and 25	6,851,833.	305,578.	500.	6,392,294.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	904,603.			
	b Net investment income (if negative, enter -0-)		7,238,144.		
	c Adjusted net income (if negative, enter -0-)			1,760.	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	121,194.	36,360.	36,360.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 306,436.			
		Less: allowance for doubtful accounts ▶	85,481.	306,436.	306,436.
	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	370,173.	378,622.	378,622.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock Stmt 6 & 7	72,180,450.	80,465,512.	80,465,512.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 6 & 8	37,424,366.	40,220,730.	40,220,730.
	14	Land, buildings, and equipment: basis ▶ Stmt 9 1,398,375.			
		Less accumulated depreciation ▶ 1,106,903.	291,895.	291,472.	291,472.
	15	Other assets (describe ▶ Stmt 10)	56,013,644.	55,956,328.	1231296134.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	166,487,203.	177,655,460.	1352995266.
Liabilities	17	Accounts payable and accrued expenses	85,320.	351,582.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ Stmt 11)	424,586.	629,234.	
	23	**Total liabilities** (add lines 17 through 22)	509,906.	980,816.	
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	165,977,297.	176,674,644.	
	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**	165,977,297.	176,674,644.	
	31	**Total liabilities and net assets/fund balances**	166,487,203.	177,655,460.	

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	165,977,297.
2	Enter amount from Part I, line 27a	2	904,603.
3	Other increases not included in line 2 (itemize) ▶ Stmt 12	3	9,992,596.
4	Add lines 1, 2, and 3	4	176,874,496.
5	Decreases not included in line 2 (itemize) ▶ Stmt 12	5	199,852.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	176,674,644.

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	15,524,078.		11,280,444.	4,243,634.
b	1,585,965.		161,576.	1,424,389.
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				4,243,634.
b	Stmt 1 & 2	Stmt 1 & 2	Stmt 1 & 2	1,424,389.
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 5,668,023.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	6,185,486.	106,201,684.	.058243
2011	6,175,420.	107,876,046.	.057246
2010	5,672,990.	102,905,810.	.055128
2009	4,813,713.	92,850,229.	.051844
2008	5,893,287.	107,039,138.	.055057

2	Total of line 1, column (d)	2	.277518
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	.055504
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	114,082,821.
5	Multiply line 4 by line 3	5	6,332,053.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	72,381.
7	Add lines 5 and 6	7	6,404,434.
8	Enter qualifying distributions from Part XII, line 4	8	6,488,608.

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	72,381.
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	72,381.
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	72,381.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	64,604.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	9,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	73,604.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	0.
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	1,223.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 1,223. **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 the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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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) Stmt 13	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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 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 , , ,			
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 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [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
Stmt 14	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

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	306,000.
Capital Guardian Trust Company - 333 S. Hope St., 51st Fl. , Los Angeles, CA 90071	Investment management	130,837.
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 public.	816,794.
2 Acquisition of equipment and miscellaneous capitalized expenditures related to the maintenance of artwork.	96,314.
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 N/A	0.
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	114,534,432.
b	Average of monthly cash balances		1b	1,285,686.
c	Fair market value of all other assets		1c	5.
d	**Total** (add lines 1a, b, and c)		1d	115,820,123.
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	115,820,123.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,737,302.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	114,082,821.
6	**Minimum investment return.** Enter 5% of line 5		6	5,704,141.

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	5,704,141.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 72,381.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	72,381.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	5,631,760.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	5,631,760.
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	5,631,760.

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	6,392,294.
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	96,314.
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	6,488,608.
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	72,381.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,416,227.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				5,631,760.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			275,148.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 6,488,608.				
a Applied to 2012, but not more than line 2a			275,148.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				5,631,760.
e Remaining amount distributed out of corpus	581,700.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	581,700.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	581,700.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013 581,700.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 or e-mail address 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				5,575,500.
Total			▶ 3a	5,575,500.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

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					2,260.
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,866,893.	
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	20,064.	
8 Gain or (loss) from sales of assets other than inventory			18	4,661,571.	1,196,484.
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	300.	14	8,806.	
b Adjust for non-book inc.			14	58.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		300.		6,557,392.	1,198,744.

13 **Total.** Add line 12, columns (b), (d), and (e) ..... 13 7,756,436.

(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 an art collection for charitable purposes.
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. Dyke | 11/7/2014 | Chief Financial Officer

Signature of officer or trustee | Date | 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 K. Krause		NOV 06 2014		P00394681
Firm's name ▶ PricewaterhouseCoopers LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 13th Street NW #1000 Washington, DC 20005			Phone no. 2024141000	

323622
10-10-13

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
INDEX TO STATEMENTS ATTACHED
FOR THE YEAR ENDED DECEMBER 31, 2013

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, 2013

CAPITAL GAIN (LOSS) PER BOOKS

			---------- CAPITAL GAIN / (LOSS) -----------		
DESCRIPTION	PROCEEDS	COST	SHORT-TERM	LONG-TERM	TOTAL
INVESTMENT GAIN OR (LOSS) PER BOOKS					
EUROPACIFIC GROWTH FUND	$3,215,000	$2,875,755	$29,079	$310,166	$339,245
STOCKS - COMMON	12,961,781	8,892,640	515,913	3,553,228	4,069,141
VAN ECK GLOBAL HARD ASSETS FUND	223,382	198,102	11,808	13,472	25,280
VANGUARD REIT INDEX FUND	47,297	47,297	0	0	0
CAPITAL GAIN DISTRIBUTIONS	335,965	98,896	471	236,598	237,069
GAIN/(LOSS) ON INVESTMENTS PER BOOKS	$ 16,783,425	$12,112,690	$557,271	$4,113,464	$4,670,735
MISCELLANEOUS SALES					
ART SALE (SEE PAGE 2)	$1,250,000	$53,516	$0	$1,196,484	$1,196,484
NET GAIN OR (LOSS) FROM SALE OF ASSETS PER BOOKS	**$18,033,425**	$12,166,206	$557,271	$5,309,948	**$5,867,219**

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, 2013

DESCRIPTION	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	LONG-TERM CAPITAL GAIN
Madonna and Child, c.1470-1480 Neroccio de Landi Tempera and gold leaf on panel F.1965.1.045.P	Purchase	3/15/1965	11/21/2013	750,000	17,615	732,385
Portrait of Pierre Lepautre, Sculptor, 1689 Nicolas de Largilliere Oil on canvas F.1965-1.035.P	Purchase	3/15/1965	11/21/2013	500,000	35,901	464,099
				$1,250,000	$53,516	$1,196,484
				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)

	FMV AS OF 12/31/1969	ADJUSTED BASIS AS OF 12/31/1969	EXCESS OF FMV OVER ADJ. BASIS
Madonna and Child, c.1470-1480 Neroccio de Landi Tempera and gold leaf on panel F.1965.1.045.P	$17,615	$17,615	$0
Portrait of Pierre Lepautre, Sculptor, 1689 Nicolas de Largilliere Oil on canvas F.1965-1.035.P	$35,901	$35,901	$0

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 1a, 1b AND 2
FOR THE YEAR ENDED DECEMBER 31, 2013

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

DESCRIPTION	GROSS SALES PRICE	COST	--------- CAPITAL GAIN / (LOSS) --------- SHORT-TERM	LONG-TERM	TOTAL
PUBLICLY TRADED SECURITIES					
EUROPACIFIC GROWTH FUND	$3,215,000	$2,875,755	$29,079	$310,166	$339,245
STOCKS - COMMON	12,961,781	8,892,640	515,913	3,553,228	4,069,141
VAN ECK GLOBAL HARD ASSETS FUND	223,382	198,102	11,808	13,472	25,280
VANGUARD REIT INDEX FUND	47,297	47,297	0	0	0
GAIN ON PUBLICLY TRADED SECURITIES (PER BOOKS)	$16,447,460	$12,013,794	$556,800	$3,876,866	$4,433,666
LESS GAIN RECOGNIZED ON IN-KIND CHARITABLE CONTRIBUTION	($923,382)	($733,350)	($11,808)	($178,224)	($190,032)
GAIN ON PUBLICLY TRADED SECURITIES (PART IV, LINE 1a)	**$15,524,078**	**$11,280,444**	**$544,992**	**$3,698,642**	**$4,243,634**
OTHER					
ART SALE (SEE STMT 1)	$1,250,000	$53,516	$0	$1,196,484	$1,196,484
CAPITAL GAIN DISTRIBUTIONS (SEE PAGES 2-8)	335,965	98,896	471	236,598	237,069
LIMITED PARTNERSHIP GAIN / (LOSS) - ADJUST TO K-1	0	9,164	(1,180)	(7,984)	(9,164)
GAIN/(LOSS) ON OTHER ASSETS (PART IV, LINE 1b)	**$1,585,965**	**$161,576**	**($709)**	**$1,425,098**	**$1,424,389**
CAPITAL GAINS/(LOSSES) FOR TAX ON INVESTMENT INCOME (PART IV, LINE 2)	**$17,110,043**	**$11,442,020**	**$544,283**	**$5,123,740**	**$5,668,023**

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, 2013

QUANTITY/DESCRIPTION	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	CAPITAL GAIN / (LOSS) SHORT-TERM	LONG-TERM	TOTAL
CAPITAL GAIN DISTRIBUTIONS							
PRIVATE EQUITY PARTNERS 2000, L P	12/21/00	02/07/13	163	163	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	03/08/01	02/07/13	62	62	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	07/24/01	02/07/13	32	32	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	10/26/01	02/07/13	119	119	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/21/01	02/07/13	73	73	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	03/12/02	02/07/13	28	28	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/06/02	02/07/13	228	228	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	08/01/02	02/07/13	269	269	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/05/02	02/07/13	265	265	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	01/21/03	02/07/13	348	348	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	04/10/03	02/07/13	388	388	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	09/08/03	02/07/13	421	421	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/10/03	02/07/13	515	515	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	08/03/04	02/07/13	603	603	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	11/19/04	02/07/13	307	307	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	02/24/05	02/07/13	492	492	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	02/24/05	02/07/13	64	64	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	05/19/05	02/07/13	9	9	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	02/07/13	7	7	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	05/19/05	02/07/13	200	200	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/30/05	02/07/13	134	134	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/30/05	02/07/13	178	178	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/02/05	02/07/13	30	30	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/02/05	02/07/13	277	277	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/02/05	02/07/13	548	548	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	02/01/06	02/07/13	220	220	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	02/01/06	02/07/13	376	376	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	02/01/06	02/07/13	55	55	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	03/21/06	02/07/13	329	329	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	05/11/06	02/07/13	23	23	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	05/11/06	02/07/13	145	145	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/28/06	02/07/13	364	364	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/28/06	02/07/13	60	60	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	09/12/06	02/07/13	149	149	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	09/12/06	02/07/13	150	150	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	11/08/06	02/07/13	55	55	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	11/08/06	02/07/13	184	184	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/28/06	02/07/13	68	68	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/28/06	02/07/13	326	326	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	04/23/07	02/07/13	146	146	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/28/07	02/07/13	110	110	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P	09/28/07	02/07/13	193	193	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/28/07	02/07/13	121	121	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/16/08	02/07/13	58	58	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/30/08	02/07/13	216	216	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P	06/30/10	02/07/13	610	610	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/28/11	02/07/13	3	3	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/08/12	02/07/13	27	27	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	11/27/12	02/07/13	5	5	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	02/07/13	02/07/13	13	13	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P	N/A	02/07/13	31,506	0	471	31,035	31,506
PRIVATE EQUITY PARTNERS 2000, L P	12/21/00	02/26/13	459	459	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	03/08/01	02/26/13	175	175	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	07/24/01	02/26/13	90	90	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	10/26/01	02/26/13	336	336	0	0	0
Subtotal			**$42,330**	**$10,824**	**$471**	**$31,035**	**$31,506**

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, 2013

	DATE	DATE			CAPITAL GAIN / (LOSS)		
QUANTITY/DESCRIPTION (cont.)	ACQUIRED	SOLD	PROCEEDS	COST	SHORT-TERM	LONG-TERM	TOTAL
PRIVATE EQUITY PARTNERS 2000, L P	12/21/01	02/26/13	206	206	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	03/12/02	02/26/13	79	79	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/06/02	02/26/13	644	644	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	08/01/02	02/26/13	757	757	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/05/02	02/26/13	746	746	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	01/21/03	02/26/13	982	982	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	04/10/03	02/26/13	1,094	1,094	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	09/08/03	02/26/13	1,185	1,185	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/10/03	02/26/13	1,452	1,452	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	08/03/04	02/26/13	1,698	1,698	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	11/19/04	02/26/13	865	865	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/24/05	02/26/13	1,386	1,386	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	02/24/05	02/26/13	181	181	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	05/19/05	02/26/13	21	21	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	05/19/05	02/26/13	26	26	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	05/19/05	02/26/13	565	565	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/30/05	02/26/13	501	501	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/30/05	02/26/13	377	377	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	02/26/13	1,543	1,543	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	02/26/13	85	85	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	02/26/13	780	780	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	02/26/13	1,059	1,059	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	02/26/13	621	621	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	02/26/13	155	155	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	03/21/06	02/26/13	928	928	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/11/06	02/26/13	66	66	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	05/11/06	02/26/13	408	408	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/06	02/26/13	1,026	1,026	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/06	02/26/13	168	168	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	09/12/06	02/26/13	419	419	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	09/12/06	02/26/13	421	421	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	11/08/06	02/26/13	155	155	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	11/08/06	02/26/13	519	519	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/28/06	02/26/13	919	919	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/28/06	02/26/13	191	191	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	04/23/07	02/26/13	411	411	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/28/07	02/26/13	309	309	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	09/28/07	02/26/13	543	543	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/28/07	02/26/13	340	340	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	05/16/08	02/26/13	163	163	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	09/30/08	02/26/13	608	608	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/30/10	02/26/13	1,719	1,719	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/28/11	02/26/13	9	9	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/08/12	02/26/13	76	76	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	11/27/12	02/26/13	13	13	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/07/13	02/26/13	37	37	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	N/A	02/26/13	27,869	0	0	27,869	27,869
VANGUARD INTERMEDIATE-TERM TREASURY FUND	N/A	03/28/13	5,727	0	0	5,727	5,727
PRIVATE EQUITY PARTNERS 2000, L P.	12/21/00	04/05/13	248	248	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	03/08/01	04/05/13	95	95	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P	07/24/01	04/05/13	49	49	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	10/26/01	04/05/13	182	182	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/21/01	04/05/13	112	112	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	03/12/02	04/05/13	43	43	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/06/02	04/05/13	348	348	0	0	0
Subtotal			**$103,457**	**$38,355**	**$471**	**$64,631**	**$65,102**

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, 2013

QUANTITY/DESCRIPTION (cont.)	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	CAPITAL GAIN / (LOSS) SHORT-TERM	LONG-TERM	TOTAL
PRIVATE EQUITY PARTNERS 2000, L.P.	08/01/02	04/05/13	409	409	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/05/02	04/05/13	403	403	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	01/21/03	04/05/13	530	530	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P	04/10/03	04/05/13	591	591	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	09/08/03	04/05/13	640	640	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/10/03	04/05/13	785	785	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	08/03/04	04/05/13	918	918	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	11/19/04	04/05/13	467	467	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/24/05	04/05/13	749	749	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/24/05	04/05/13	98	98	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	04/05/13	11	11	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	04/05/13	14	14	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	04/05/13	305	305	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/30/05	04/05/13	204	204	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/30/05	04/05/13	271	271	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/02/05	04/05/13	46	46	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	12/02/05	04/05/13	421	421	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/02/05	04/05/13	834	834	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	04/05/13	336	336	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	02/01/06	04/05/13	84	84	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	02/01/06	04/05/13	572	572	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	03/21/06	04/05/13	502	502	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	05/11/06	04/05/13	36	36	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	05/11/06	04/05/13	221	221	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/28/06	04/05/13	91	91	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P	06/28/06	04/05/13	554	554	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/12/06	04/05/13	228	228	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/12/06	04/05/13	226	226	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	11/08/06	04/05/13	280	280	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	11/08/06	04/05/13	84	84	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/28/06	04/05/13	103	103	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/28/06	04/05/13	497	497	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	04/23/07	04/05/13	222	222	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/07	04/05/13	167	167	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/28/07	04/05/13	293	293	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/28/07	04/05/13	184	184	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P	05/16/08	04/05/13	88	88	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	09/30/08	04/05/13	329	329	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/30/10	04/05/13	929	929	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/28/11	04/05/13	5	5	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/08/12	04/05/13	41	41	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	11/27/12	04/05/13	7	7	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/07/13	04/05/13	20	20	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	N/A	04/05/13	22,807	0	0	22,807	22,807
PRIVATE EQUITY PARTNERS 2000, L P.	12/21/00	05/23/13	187	187	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	03/08/01	05/23/13	71	71	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	07/24/01	05/23/13	37	37	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	10/26/01	05/23/13	137	137	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/21/01	05/23/13	84	84	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	03/12/02	05/23/13	32	32	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/06/02	05/23/13	262	262	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	08/01/02	05/23/13	308	308	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/05/02	05/23/13	304	304	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	01/21/03	05/23/13	400	400	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	04/10/03	05/23/13	445	445	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/08/03	05/23/13	482	482	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/10/03	05/23/13	591	591	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	08/03/04	05/23/13	691	691	0	0	0
Subtotal			**$144,089**	**$56,180**	**$471**	**$87,438**	**$87,908**

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, 2013

QUANTITY/DESCRIPTION (cont.)	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	CAPITAL GAIN / (LOSS) SHORT-TERM	LONG-TERM	TOTAL
PRIVATE EQUITY PARTNERS 2000, L P	11/19/04	05/23/13	352	352	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/24/05	05/23/13	74	74	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/24/05	05/23/13	564	564	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	05/19/05	05/23/13	11	11	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	05/23/13	9	9	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P	05/19/05	05/23/13	230	230	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/30/05	05/23/13	154	154	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/30/05	05/23/13	204	204	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	05/23/13	34	34	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	05/23/13	317	317	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	05/23/13	628	628	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	05/23/13	63	63	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	05/23/13	253	253	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	05/23/13	431	431	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	03/21/06	05/23/13	378	378	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	05/11/06	05/23/13	27	27	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/11/06	05/23/13	166	166	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/28/06	05/23/13	418	418	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/28/06	05/23/13	69	69	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	09/12/06	05/23/13	171	171	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	09/12/06	05/23/13	172	172	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	11/08/06	05/23/13	63	63	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	11/08/06	05/23/13	211	211	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/28/06	05/23/13	78	78	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/28/06	05/23/13	374	374	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	04/23/07	05/23/13	167	167	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/28/07	05/23/13	126	126	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/28/07	05/23/13	221	221	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/28/07	05/23/13	138	138	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/16/08	05/23/13	66	66	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/30/08	05/23/13	248	248	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/30/10	05/23/13	700	700	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/28/11	05/23/13	4	4	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/08/12	05/23/13	31	31	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	11/27/12	05/23/13	5	5	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	02/07/13	05/23/13	15	15	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	N/A	05/23/13	35,311	0	0	35,311	35,311
PRIVATE EQUITY PARTNERS 2000, L.P	12/21/00	08/14/13	132	132	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	03/08/01	08/14/13	50	50	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	07/24/01	08/14/13	26	26	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	10/26/01	08/14/13	96	96	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	12/21/01	08/14/13	59	59	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	03/12/02	08/14/13	23	23	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/06/02	08/14/13	185	185	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	08/01/02	08/14/13	217	217	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	12/05/02	08/14/13	214	214	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	01/21/03	08/14/13	282	282	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	04/10/03	08/14/13	314	314	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	09/08/03	08/14/13	340	340	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/10/03	08/14/13	417	417	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	08/03/04	08/14/13	488	488	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	11/19/04	08/14/13	248	248	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/24/05	08/14/13	398	398	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/24/05	08/14/13	52	52	0	0	0
Subtotal			**$190,109**	**$66,890**	**$471**	**$122,749**	**$123,219**

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, 2013

QUANTITY/DESCRIPTION (cont.)	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	CAPITAL GAIN / (LOSS) SHORT-TERM	LONG-TERM	TOTAL
PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	08/14/13	6	6	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	08/14/13	7	7	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	08/14/13	162	162	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/30/05	08/14/13	108	108	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/30/05	08/14/13	144	144	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	12/02/05	08/14/13	24	24	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	08/14/13	224	224	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	12/02/05	08/14/13	443	443	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	08/14/13	178	178	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	02/01/06	08/14/13	44	44	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	08/14/13	304	304	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	03/21/06	08/14/13	267	267	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/11/06	08/14/13	19	19	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/11/06	08/14/13	117	117	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/28/06	08/14/13	48	48	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/28/06	08/14/13	295	295	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P	09/12/06	08/14/13	121	121	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/12/06	08/14/13	120	120	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	11/08/06	08/14/13	149	149	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	11/08/06	08/14/13	44	44	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/28/06	08/14/13	55	55	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/28/06	08/14/13	264	264	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	04/23/07	08/14/13	118	118	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/28/07	08/14/13	89	89	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/28/07	08/14/13	156	156	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/28/07	08/14/13	98	98	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/16/08	08/14/13	47	47	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/30/08	08/14/13	175	175	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/30/10	08/14/13	494	494	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/28/11	08/14/13	3	3	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/08/12	08/14/13	22	22	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	11/27/12	08/14/13	4	4	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/07/13	08/14/13	11	11	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	08/14/13	08/14/13	30	30	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	N/A	08/14/13	19,338	0	0	19,338	19,338
PRIVATE EQUITY PARTNERS 2000, L.P.	12/21/00	09/06/13	166	166	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	03/08/01	09/06/13	63	63	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	07/24/01	09/06/13	33	33	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	10/26/01	09/06/13	122	122	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/21/01	09/06/13	75	75	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	03/12/02	09/06/13	29	29	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/06/02	09/06/13	233	233	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	08/01/02	09/06/13	274	274	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/05/02	09/06/13	270	270	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	01/21/03	09/06/13	356	356	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	04/10/03	09/06/13	396	396	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	09/08/03	09/06/13	429	429	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/10/03	09/06/13	526	526	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	08/03/04	09/06/13	615	615	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	11/19/04	09/06/13	313	313	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/24/05	09/06/13	65	65	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P	02/24/05	09/06/13	502	502	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	09/06/13	204	204	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	09/06/13	9	9	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	09/06/13	8	8	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/30/05	09/06/13	181	181	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/30/05	09/06/13	137	137	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	09/06/13	559	559	0	0	0
Subtotal			**$219,402**	**$76,844**	**$471**	**$142,087**	**$142,558**

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, 2013

QUANTITY/DESCRIPTION (cont.)	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	CAPITAL GAIN / (LOSS) SHORT-TERM	LONG-TERM	TOTAL
PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	09/06/13	31	31	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/02/05	09/06/13	282	282	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	09/06/13	384	384	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	09/06/13	225	225	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	09/06/13	56	56	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	03/21/06	09/06/13	336	336	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/11/06	09/06/13	24	24	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/11/06	09/06/13	148	148	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/28/06	09/06/13	61	61	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/28/06	09/06/13	372	372	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/12/06	09/06/13	153	153	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	09/12/06	09/06/13	152	152	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	11/08/06	09/06/13	188	188	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	11/08/06	09/06/13	56	56	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/28/06	09/06/13	69	69	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/28/06	09/06/13	333	333	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	04/23/07	09/06/13	149	149	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/28/07	09/06/13	112	112	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	09/28/07	09/06/13	197	197	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/28/07	09/06/13	123	123	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	05/16/08	09/06/13	59	59	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	09/30/08	09/06/13	220	220	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/30/10	09/06/13	623	623	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/28/11	09/06/13	3	3	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/08/12	09/06/13	28	28	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	11/27/12	09/06/13	5	5	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	02/07/13	09/06/13	14	14	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	08/14/13	09/06/13	38	38	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/06/13	09/06/13	4	4	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	N/A	09/06/13	29,747	0	0	29,747	29,747
VANGUARD INTERMEDIATE-TERM TREASURY FUND	N/A	12/17/13	33,348	0	0	33,348	33,348
PRIVATE EQUITY PARTNERS 2000, L P	12/21/00	12/27/13	292	292	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	03/08/01	12/27/13	112	112	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	07/24/01	12/27/13	57	57	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P	10/26/01	12/27/13	214	214	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P	12/21/01	12/27/13	131	131	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P	03/12/02	12/27/13	51	51	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/06/02	12/27/13	410	410	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	08/01/02	12/27/13	482	482	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/05/02	12/27/13	475	475	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	01/21/03	12/27/13	625	625	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	04/10/03	12/27/13	696	696	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/08/03	12/27/13	755	755	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/10/03	12/27/13	924	924	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	08/03/04	12/27/13	1,081	1,081	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	11/19/04	12/27/13	550	550	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/24/05	12/27/13	883	883	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P	02/24/05	12/27/13	115	115	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	12/27/13	17	17	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	12/27/13	13	13	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/19/05	12/27/13	359	359	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/30/05	12/27/13	240	240	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/30/05	12/27/13	319	319	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	12/27/13	54	54	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	12/02/05	12/27/13	496	496	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/02/05	12/27/13	983	983	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/01/06	12/27/13	99	99	0	0	0
Subtotal			**$297,371**	**$91,719**	**$471**	**$205,182**	**$205,653**

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, 2013

QUANTITY/DESCRIPTION (cont.)	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	CAPITAL GAIN / (LOSS) SHORT-TERM	LONG-TERM	TOTAL
PRIVATE EQUITY PARTNERS 2000, L P.	02/01/06	12/27/13	396	396	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	02/01/06	12/27/13	674	674	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	03/21/06	12/27/13	591	591	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	05/11/06	12/27/13	42	42	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	05/11/06	12/27/13	260	260	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/28/06	12/27/13	653	653	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	06/28/06	12/27/13	107	107	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/12/06	12/27/13	267	267	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/12/06	12/27/13	268	268	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	11/08/06	12/27/13	98	98	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	11/08/06	12/27/13	330	330	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/28/06	12/27/13	122	122	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/28/06	12/27/13	585	585	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	04/23/07	12/27/13	262	262	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/28/07	12/27/13	197	197	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/28/07	12/27/13	345	345	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P	12/28/07	12/27/13	216	216	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	05/16/08	12/27/13	103	103	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/30/08	12/27/13	387	387	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/30/10	12/27/13	1,095	1,095	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/28/11	12/27/13	6	6	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	06/08/12	12/27/13	49	49	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P	11/27/12	12/27/13	8	8	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	02/07/13	12/27/13	24	24	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P.	08/14/13	12/27/13	66	66	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	09/06/13	12/27/13	6	6	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	12/27/13	12/27/13	18	18	0	0	0
PRIVATE EQUITY PARTNERS 2000, L P	N/A	12/27/13	31,416	0	0	31,416	31,416
TOTAL CAPITAL GAIN DISTRIBUTIONS			**$335,965**	**$98,896**	**$471**	**$236,598**	**$237,069**

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, 2013

STATEMENT 3

OTHER INCOME	Column a	Column b	Column c
Limited Partnership Income	$20,064	$8,806	$0
Rights & Reproductions	2,260	0	2,260
TOTAL	**$22,324**	**$8,806**	**$2,260**

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, 2013

STATEMENT 4

	COLUMN a	COLUMN b	COLUMN c	COLUMN d
LEGAL FEES, Line 16a				
Legal Matters	$2,419	$0	$0	$2,419
TOTAL, Line 16a	**$2,419**	**$0**	**$0**	**$2,419**
ACCOUNTING FEES, Line 16b				
Auditing and Tax Services	$22,000	$4,200	$0	$14,355
TOTAL, Line 16b	**$22,000**	**$4,200**	**$0**	**$14,355**
OTHER PROFESSIONAL FEES, Line 16c				
Investment Management	$130,837	$130,837	$0	$0
Investment Consulting	42,460	41,960	0	0
Other	7,508	0	0	12,136
TOTAL, Line 16c	**$180,805**	**$172,797**	**$0**	**$12,136**
TAXES, Line 18				
Federal Excise Tax	$71,796	$0	$0	$0
Unrelated Business Income Tax	4,010	0	0	0
TOTAL, Line 18	**$75,806**	**$0**	**$0**	**$0**
DEPRECIATION, Line 19				
Depreciation	$79,026	$26	$0	$0
TOTAL, Line 19	**$79,026**	**$26**	**$0**	**$0**
OCCUPANCY, Line 20				
Leased Office Space	$41,369	$8,274	$0	$33,095
TOTAL, Line 20	**$41,369**	**$8,274**	**$0**	**$33,095**
TRAVEL, CONFERENCES and MEETINGS, Line 21				
Travel and Conference	$82	$0	$0	$74
TOTAL, Line 21	**$82**	**$0**	**$0**	**$74**
OTHER EXPENSES, Line 23				
Art Insurance	$417,133	$0	$0	$399,804
Bank Service Charges	2,871	2,871	0	0
Insurance - Other	18,072	9,044	0	9,028
Management Fee *	306,000	61,136	500	265,260
Rights and Reproductions	0	0	0	0
Safekeeping / Custodian Fees	33,098	33,077	0	0
Miscellaneous - Curatorial Expenses	62,036	0	0	59,582
Miscellaneous - Office Expenses	35,616	14,153	0	21,041
TOTAL, Line 23	**$874,826**	**$120,281**	**$500**	**$754,715**

* See Note on Statement 14

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, 2013

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:					
Big Brothers Big Sisters of Orange County 14131 Yorba Street Tustin, CA 92780	9/28/2013	Public Charity	Unrestricted	Cash	$500
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 & Securities	$5,575,000
	Total Contributions made (accrual basis) during the year				**$5,575,500**
Contributions paid (cash basis) during the year, Part I, line 25, column d, and Part XV, line 3a:					
Big Brothers Big Sisters of Orange County 14131 Yorba Street Tustin, CA 92780	9/28/2013	Public Charity	Unrestricted	Cash	$500
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 & Securities	$5,575,000
	Total Contributions paid (cash basis) during the year				**$5,575,500**
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		$0
	Total Contributions approved for future payment				**$0**

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, 2013

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	$52,227,716	**$80,465,512**	$28,237,796	$18,668,277	$9,569,519
Line 13, Other: Detail - Statement 8	37,395,136	**40,220,730**	2,825,594	2,402,517	423,077
TOTAL	$89,622,852	$120,686,242	$31,063,390	$21,070,794	**$9,992,596**

(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, 2013

Description	Units or Shares Held	End of Year Cost Basis	End of Year Fair Market Value
Line 10b, Corporate Stock:			
Common Stock:			
AbbVie Inc.	3,700	$136,010	$195,397
Accenture PLC CL A	800	40,406	65,776
Ace Limited Company	4,800	285,573	496,944
ADR ABB LTD	6,400	135,208	169,984
ADR ASML HLDG NV NY	1,600	118,804	149,920
ADR Roche Holding LTD	3,400	235,211	238,680
ADR Unilever NV New York	4,500	177,526	181,035
Air Products & Chemicals, Inc.	2,300	132,857	257,094
Allegheny Technologies, Inc.	4,200	142,533	149,646
Amazon.com, Inc.	200	46,111	79,758
American Tower Corp	6,100	146,569	486,902
Aon PLC	2,900	111,602	243,281
Apple, Inc.	940	154,402	527,443
Automatic Data Processing Inc.	4,900	358,475	395,969
Avago Technologies Ltd	10,100	460,341	534,189
Avon Products Inc.	13,500	294,342	232,470
Barrick Gold Corp.	3,200	78,598	56,416
B/E Aerospace Inc.	3,500	233,510	304,605
BB&T Corp.	5,100	131,979	190,332
Beam Inc.	2,100	119,233	142,926
BlackRock, Inc.	920	156,666	291,152
Boeing Co.	4,500	368,226	614,205
Bristol-Myers Squibb Co.	11,600	364,415	616,540
Broadcom Corporation, CL A	15,400	344,210	456,610
Calpine Corp	2,600	55,234	50,726
Carnival Corp	6,900	214,515	277,173
Caterpillar Inc.	3,000	273,832	272,430
Centene Corp.	1,800	55,409	106,110
Cenovus Energy Inc.	9,200	235,693	263,580
CenturyLink Inc.	2,000	70,122	63,700
Cerner Corp.	3,600	32,143	200,664
Charter Communications Inc. CL A	900	80,627	123,084
Chevron Corp.	3,313	223,668	413,827
CME Group Inc.	5,600	316,901	439,376
Coach, Inc.	9,100	444,174	510,783
Cobalt Intl Energy Inc.	8,000	140,026	131,600
Comcast Corp New - CL A	10,000	192,694	519,650
Costco Wholesale Corp New	750	60,784	89,258
D R Horton Inc.	3,800	73,261	84,816
Daimler AG	2,200	139,693	190,681
Danaher Corp.	5,300	174,776	409,160
Delphi Automotive PLC	4,800	253,267	288,624
Dow Chemical Co.	4,400	131,842	195,360
Dreamworks Animation Inc. CL A	2,200	38,583	78,100
Eaton Corp PLC	10,800	557,874	822,096
Common Stock subtotal:		8,537,925	12,608,072

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, 2013

Description	Units or Shares Held	End of Year Cost Basis	End of Year Fair Market Value
Common Stock (cont):			
Enbridge Inc.	1,400	57,735	61,152
Edison Intl	1,200	56,098	55,560
Ensco PLC, CL A	5,100	278,692	291,618
Express Scripts Inc.	5,900	268,017	414,416
Freeport-McMoran Copper & Gold Inc.	1,600	56,907	60,384
Gannett, Inc.	6,400	66,242	189,312
General Motors Co	1,700	56,530	69,479
Gilead Sciences Inc.	19,000	456,511	1,427,850
Goldman Sachs Group, Inc.	4,600	491,024	815,396
Google, Inc., CL A	595	67,139	666,822
Halliburton Co.	9,600	250,201	487,200
Hexcel Corp New	8,300	302,502	370,927
Home Depot Inc.	5,300	189,243	436,402
Idex Corp	1,500	82,548	110,775
Intercontinental Exchange Group Inc.	500	95,576	112,460
Iron Mountain, Inc.	9,143	239,514	277,490
Jabil Circuit, Inc.	15,300	259,938	266,832
Jack Henry & Associates Inc.	6,400	207,740	378,944
Johnson Ctl Inc.	5,000	242,823	256,500
JPMorgan Chase & Co.	3,252	68,596	190,177
Lennar Corp Cl A	2,100	73,987	83,076
Lowe's Companies, Inc.	3,000	13,730	148,650
Lululemon Athletica Inc.	2,100	138,517	123,963
LyondellBasell Indu-Cl A-W/I	2,800	79,159	224,784
Marsh & McLennan Co's Inc.	12,200	401,101	589,992
Microsoft Corp.	8,100	210,434	303,183
Molina Healthcare Inc.	2,100	49,088	72,975
Mondelez Intl Inc.	7,559	176,170	266,833
Monsanto Co.	900	45,850	104,895
Mosaic Co	4,950	281,506	233,986
Newell Rubbermaid Inc.	11,800	293,071	382,438
Nielson Holdings BV	11,600	345,630	532,324
Nike Inc., CL B	2,600	99,159	204,464
Noble Energy Inc.	2,900	90,577	197,519
Norfolk Southern Corp.	2,600	108,099	241,358
NRG Energy Inc.	4,100	113,550	117,752
Nucor Corp.	1,700	58,331	90,746
ON Semiconductor Corp.	26,000	189,973	214,240
Oracle Corp.	9,500	231,716	363,470
PG&E Corp.	2,300	95,632	92,644
Philip Morris International, Inc.	3,400	50,965	296,242
Common Stock subtotal:		15,477,746	24,433,302

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, 2013

Description	Units or Shares Held	End of Year Cost Basis	End of Year Fair Market Value
Common Stock (cont):			
Polypore Intl Inc.	5,200	189,952	202,280
Procter & Gamble	2,700	208,176	219,807
Progressive Corp.	1,100	12,774	29,997
Ross Stores Inc.	3,700	274,486	277,241
Royal Caribbean Cruises	4,600	170,234	218,132
Schlumberger Ltd.	4,800	111,471	432,528
Charles Schwab Corporation	4,900	73,613	127,400
Scripps Networks Interactive, CL A	4,800	218,964	414,768
Seattle Genetics Inc.	8,200	154,235	327,098
Signet Jewelers Ltd. Ord	4,200	164,230	330,540
Sirius XM Holdings Inc.	83,400	214,384	291,066
Sprouts Farmers Market Inc.	2,200	39,600	84,546
Starbucks Corp.	5,500	271,013	431,145
Texas Instruments Inc.	5,100	180,062	223,941
Tiffany & Co.	2,900	118,468	269,062
Towers Watson & Co. CL A	1,400	147,587	178,654
TransCanada Corp	1,200	48,497	54,792
Twitter Inc.	500	13,000	31,825
United Technologies Corp.	600	11,220	68,280
Verisign Inc.	8,100	368,335	484,218
Verizon Communications Inc.	8,000	399,924	393,120
Visa, Inc., CL A	2,200	119,966	489,896
Walt Disney Co.	1,000	69,906	76,400
Waste Connections Inc.	3,200	133,163	139,616
Wells Fargo & Co	1,200	30,873	54,480
Western Digital Corp.	1,300	55,050	109,070
Whirlpool Corp.	2,600	163,508	407,836
Workday Inc., CL A	700	19,600	58,212
Total Common Stock:		$19,460,037	$30,859,252
Equity Mutual Funds:			
EuroPacific Growth Fund	642,180	$17,044,865	$31,453,987
Van Eck - Global Hard Assets Fund	161,889	6,654,028	8,076,640
Vanguard Emerg. Markets Stock Ind. Fund	218,005	5,549,340	5,628,901
Vanguard-REIT Index Fund	313,592	3,519,446	4,446,732
Total Equity Mutual Funds		$32,767,679	$49,606,260
Total Line 10b, Corporate Stock		**$52,227,716**	**$80,465,512**

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, 2013

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	1,356,101	$16,441,776	$18,348,042
Vanguard Interm - Term Treasury Fund	728,977	8,402,450	8,106,228
Total Fixed Income Mutual Funds		$24,844,226	$26,454,270
Short Term Investments:			
Northern Trust - Diversified Assets Portfolio	n/a	$999,869	$999,869
Total Short Term Investments		$999,869	$999,869
Alternative Investments:			
Private Equity Partners 2000, L.P.	n/a	$1,195,041	$485,224
Weatherlow Offshore Fund I Ltd. CL IA	10,134	10,356,000	12,281,367
Total Alternative Investments		$11,551,041	$12,766,591
Total Line 13, Investments - Other		**$37,395,136**	**$40,220,730**

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, 2013

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	1997-2013	$474,890	$43,724	$294,929	$179,961
Lighting Fixtures	S/L	10 Years	1998-2011	275,397	11,521	228,165	47,232
Documentary Film	S/L	10 Years	2001-2002	159,319	0	159,319	0
Earthquake Preparedness Equipment	S/L	10 Years	1995-2007	86,627	0	86,627	0
Other	S/L	3-10 Years	1999-2013	402,142	23,781	337,863	64,279
TOTAL				**$1,398,375**	**$79,026**	**$1,106,903**	**$291,472**

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, 2013

STATEMENT 10

Description of Other Assets	End of Year Book Value	End of Year Fair Market Value
Collection of Art	$55,813,744	$1,231,153,550
Frames	142,584	142,584
TOTAL	**$55,956,328**	**$1,231,296,134**

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, 2013

STATEMENT 11

OTHER LIABILITIES	Beginning of Year (column a)	End of Year (column b)
Deferred federal excise tax	$421,416	$621,268
Federal excise tax payable	3,170	7,966
TOTAL	**$424,586**	**$629,234**

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, 2013

STATEMENT 12

Other increases in net assets (Part III, Line 3):	
Change in unrealized gain/(loss) on investments - see Statement 6	$9,992,596
Other decreases in net assets (Part III, Line 5):	
Change in provision for deferred federal excise tax payable	($199,852)

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
TRANSFERS TO/FROM CONTROLLED ENTITIES
PART VII-A, LINE 11
FOR THE YEAR ENDED DECEMBER 31, 2013

STATEMENT 13

Transfers to controlled entities:

Name/Address of Controlled Entity	EIN	Description of Transfer	Amount of Transfer
Norton Simon Art Foundation 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	95-6038921	Payment to the Norton Simon Art Foundation of a management fee for management services provided to The Norton Simon Foundation.	$306,000

Transfers from controlled entities:

Name/Address of Controlled Entity	EIN	Description of Transfer	Amount of Transfer
Norton Simon Art Foundation 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	95-6038921	Sale of art at fair market value to the Norton Simon Art Foundation.	$1,250,000

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, 2013

STATEMENT 14

(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 (until 4/17/13) Assistant Secretary (beg 4/18/13) Trustee - 1 hr.	None	None	None
Albert J. Crosson 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Trustee (4/18/13 - 9/26/13) 1 hr.	None	None	None
Ronald H. Dykhuizen 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Vice President; Treasurer; Chief Financial Officer - 6 hrs.	None (1)	None (1)	None
Luis Li 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Trustee (beg. 4/18/13) 1 hr.	None	None	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
Nancy Shelmon 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Trustee - 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 Sec. (until 4/17/13) Secretary (beg 4/18/13) 7.5 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 2013 pursuant to an employee lease arrangement. The Norton Simon Foundation paid the Norton Simon Art Foundation $58,321 related to compensation and $8,228 related to benefits for services provided by Walter W. Timoshuk, $27,082 related to compensation and $5,155 related to benefits for services provided by Ronald H. Dykhuizen, and $20,958 related to compensation and $2,997 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 2014) 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.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

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.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions
File by the due date for filing your return. See instructions.	The Norton Simon Foundation	Employer identification number (EIN) or 95-6035908
	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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

Telephone No. ▶ 626-432-7750 Fax No. ▶ 626-432-7741

- 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 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☑ calendar year 20 13 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 73,604
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 64,604
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	$ 9,000

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. The Norton Simon Foundation	Employer identification number (EIN) or 95-6035908
	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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

• 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 17 , 20 14 .

5 For calendar year 2013 , 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 return.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$	73604
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$	73604
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 ▶ 8/13/2014