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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation LUCILLE ELLIS SIMON FOUNDATION CO AVERY & GREIG LLP		A Employer identification number 95-6035906	
Number and street (or P O box number if mail is not delivered to street address) 2811 WILSHIRE BLVD		B Telephone number (see instructions) (310) 829-7654	
City or town, state or province, country, and ZIP or foreign postal code SANTA MONICA, CA 90403		C If exemption application is pending, check here ☐	
G Check all that apply <div>☐ Initial return ☐ Final return ☐ Address change</div> <div>☐ Initial return of a former public charity ☐ Amended return ☐ Name change</div>		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,160,571		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	56,908	56,908		
	4 Dividends and interest from securities.	161,861	161,861		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	19,058			
	b Gross sales price for all assets on line 6a _____ 648,598				
	7 Capital gain net income (from Part IV, line 2)		19,058		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	237,827	237,827		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	413			413
	b Accounting fees (attach schedule)	37,020	18,510		18,510
	c Other professional fees (attach schedule)	71,549	71,549		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,228	2,218		10
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,885			2,885
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,208			7,208
	24 Total operating and administrative expenses. Add lines 13 through 23	123,303	92,277		29,026
	25 Contributions, gifts, grants paid	421,000			421,000
	26 Total expenses and disbursements. Add lines 24 and 25	544,303	92,277		450,026
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-306,476			
	b Net investment income (if negative, enter -0-)		145,550		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	320,778	69,096	69,096	
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)	1,212,816		1,463,610	1,463,610
	b	Investments—corporate stock (attach schedule)	7,483,556		7,803,729	7,803,729
	c	Investments—corporate bonds (attach schedule).	414,900		411,396	411,396
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)	416,976		412,740	412,740
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,849,026		10,160,571	10,160,571	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)			0	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
24		Unrestricted	9,849,026		10,160,571	
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 (see instructions)	9,849,026		10,160,571	
31		Total liabilities and net assets/fund balances (see instructions)	9,849,026		10,160,571	

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 9,849,026
2	Enter amount from Part I, line 27a	2 -306,476
3	Other increases not included in line 2 (itemize) ▶ 	3 618,021
4	Add lines 1, 2, and 3	4 10,160,571
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 10,160,571

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	2000 COLGATE PALMOLIVE CO	P	2007-01-09	2014-06-18
b	1500 COSTCO COMPANIES	P	2007-01-09	2014-09-26
c	2000 ECOLAB INC	P	2000-12-12	2014-06-18
d	2000 JOHNSON CONTROLS	P	1993-08-30	2014-06-18
e	LEGAL SETTLEMENTS ON FORMER HOLDINGS	P	2000-12-12	2014-12-12

(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 137,349		130,420	6,929
b 187,345		187,980	-635
c 215,548		208,540	7,008
d 99,908		102,600	-2,692
e 8,448			8,448

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a			6,929
b			-635
c			7,008
d			-2,692
e			8,448

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	19,058
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

Part V

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	456,111	9,293,938	0 04908
2012	414,523	8,504,613	0 04874
2011	407,385	8,327,354	0 04892
2010	430,585	7,918,162	0 05438
2009	435,406	7,482,435	0 05819

2	Total of line 1, column (d).	2	0 25931
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 05186
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	10,019,305
5	Multiply line 4 by line 3.	5	519,611
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,456
7	Add lines 5 and 6.	7	521,067
8	Enter qualifying distributions from Part XII, line 4.	8	450,026

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,911
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3		Add lines 1 and 2.		3	2,911
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,911
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	3,179	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	3,179
8		Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	268
11		Enter the amount of line 10 to be Credited to 2015 estimated tax 268 Refunded		11	

Part VII-AStatements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
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? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶AVERY & GREIG LLP Telephone no ▶(310) 829-7654 Located at ▶2811 WILSHIRE BLVD 700 SANTA MONICA CA ZIP +4 ▶90403			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>) ☐	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

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

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

Yes

No

(5)

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

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

No

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

No

Part VIII

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

1

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

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

2

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

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

Total

number of other employees paid over \$50,000.

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	9,777,876
b	Average of monthly cash balances.	1b	394,007
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	10,171,883
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	
3	Subtract line 2 from line 1d.	3	10,171,883
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	152,578
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,019,305
6	Minimum investment return. Enter 5% of line 5.	6	500,965

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	500,965
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	2,911
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,911
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	498,054
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	498,054
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	498,054

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	450,026
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	450,026
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	450,026

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

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				498,054
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				59,667
b From 2010.				37,094
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.	96,761			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 450,026				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				450,026
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	48,028			48,028
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	48,733			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	11,639			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	37,094			
10 Analysis of line 9				
a Excess from 2010. . . .				37,094
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIV

4942(j)(3) or 4942(j)(5)

3 Complete 3a, b, or c for the alternative test relied upon

1 Information Regarding Foundation Managers:

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

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.

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

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

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

Form **990-PF** (2014)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

Part XVII

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

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?

Yes

No

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

1a(1)

No

(2)

Other assets.

1a(2)

No

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2)

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3)

Rental of facilities, equipment, or other assets.

1b(3)

No

(4)

Reimbursement arrangements.

1b(4)

No

(5)

Loans or loan guarantees.

1b(5)

No

(6)

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

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

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

checked

No

b

If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

2015-03-26

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

checked

Yes

No

Paid Preparer Use Only	Print/Type preparer's name HOWARD H AVERY	Preparer's Signature	Date	Check if self-employed ☒	PTIN P01050345
	Firm's name Avery & Greig LLP			Firm's EIN	
	Firm's address 2811 Wilshire Blvd 700 Santa Monica, CA 90403			Phone no (310) 829-7654	

Form 990-PF (2014)

Form 990PF Part VIII Line 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
JEROME H CRAIG ESQ	Treasurer/Secr 2 15	0		
555 W 5TH STREET 3500 LOS ANGELES,CA 90013				
DOUGLAS SIMON	Vice President 1 00	0		
PO BOX 1911 BEVERLY HILLS,CA 902131911				
PAMELA SIMON JENSEN	Vice President 1 00	0		
PO BOX 165 SANTA MONICA,CA 90406				
ERIC SIMON	Vice President 1 00	0		
PO BOX 370899 MONTERA,CA 94037				
DONALD SIMON	President 4 80	0		
1801 CENTURY PK E 2110 LOS ANGELES,CA 90067				

TY 2014 Accounting Fees Schedule

Name: LUCILLE ELLIS SIMON FOUNDATION
CO AVERY & GREIG LLP

EIN: 95-6035906

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	37,020	18,510	0	18,510

TY 2014 General Explanation Attachment

Name: LUCILLE ELLIS SIMON FOUNDATION
CO AVERY & GREIG LLP

EIN: 95-6035906

Software ID: 14000265

Software Version: 2014v5.0

Identifier	Return Reference	Explanation
	General Explanation Supplemental Information for Form 990-PF	EXPLANATION OF FINANCIAL TRANSACTIONS ON 990-PF PAGE 5, PART VII-B, ITEM 1(A)(4) TRAVEL EXPENSE REIMBURSEMENTS WERE PAID TO JEROME H CRAIG, A SECRETARY OF THE FOUNDATION, AND TO DOUGLAS SIMON, A VICE PRESIDENT OF THE FOUNDATION THE ABOVE REFERENCED TRAVEL EXPENSE REIMBURSEMENTS REPRESENT QUALIFIED PAYMENTS UNDER I R C SECTION 4941(D)(2)(E)

**TY 2014 Investments Corporate
Bonds Schedule**

Name: LUCILLE ELLIS SIMON FOUNDATION
CO AVERY & GREIG LLP

EIN: 95-6035906

Software ID: 14000265

Software Version: 2014v5.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED SCHEDULE	411,396	411,396

**TY 2014 Investments Corporate
Stock Schedule**

Name: LUCILLE ELLIS SIMON FOUNDATION
CO AVERY & GREIG LLP

EIN: 95-6035906

Software ID: 14000265

Software Version: 2014v5.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED SCHEDULE	7,803,729	7,803,729

TY 2014 Investments Government Obligations Schedule

Name: LUCILLE ELLIS SIMON FOUNDATION
CO AVERY & GREIG LLP

EIN: 95-6035906

Software ID: 14000265

Software Version: 2014v5.0

**US Government Securities - End of
Year Book Value:**

**US Government Securities - End of
Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:** 1,463,610

**State & Local Government
Securities - End of Year Fair
Market Value:** 1,463,610

TY 2014 Investments - Other Schedule

Name: LUCILLE ELLIS SIMON FOUNDATION
CO AVERY & GREIG LLP

EIN: 95-6035906

Software ID: 14000265

Software Version: 2014v5.0

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SEE ATTACHED SCHEDULE	FMV	130,617	130,617
SEE ATTACHED SCHEDULE	FMV	282,123	282,123

TY 2014 Legal Fees Schedule

Name: LUCILLE ELLIS SIMON FOUNDATION
CO AVERY & GREIG LLP

EIN: 95-6035906

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	413	0	0	413

TY 2014 Other Expenses Schedule

Name: LUCILLE ELLIS SIMON FOUNDATION
CO AVERY & GREIG LLP

EIN: 95-6035906

Software ID: 14000265

Software Version: 2014v5.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	7,137			7,137
LICENSES & PERMITS	71			71

TY 2014 Other Increases Schedule

Name: LUCILLE ELLIS SIMON FOUNDATION
CO AVERY & GREIG LLP

EIN: 95-6035906

Software ID: 14000265

Software Version: 2014v5.0

Description	Amount
TIMING DIFF. FROM GAIN ON SECS: FASB 124	618,021

TY 2014 Other Professional Fees Schedule

Name: LUCILLE ELLIS SIMON FOUNDATION
CO AVERY & GREIG LLP

EIN: 95-6035906

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEE	71,549	71,549	0	0

TY 2014 Taxes Schedule

Name: LUCILLE ELLIS SIMON FOUNDATION
CO AVERY & GREIG LLP

EIN: 95-6035906

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	2,000			
OTHER TAXES	2,228	2,218		10

LUCILLE ELLIS SIMON FOUNDATION
SCHEDULE OF CHARITABLE CONTRIBUTIONS
For The Years Ended December 31, 2014

JEWISH ORGANIZATIONS

American Jewish Committee	\$ 25,000	5 94%
American Jewish Committee - The Lawrence & Lee Ramer Fund	2,500	0 59%
Americans for Peace Now	2,500	0 59%
Anti-Defamation League	1,000	0 24%
Chabad of Summerlin	2,500	0 59%
Jewish Federation Council of Greater Los Angeles	25,000	5 94%
Seeds of Peace Inc	2,500	0 59%
Wilshire Boulevard Temple	2,500	0 59%
Total Jewish Organizations	63,500	15 07%

THE ARTS

KCETLink	10,000	2 38%
Museum Associates - LACMA, After School Program	50,000	11 88%
Music Center Foundation	10,000	2 38%
National Public Radio Inc	5,000	1 19%
Total Arts	75,000	17 83%

MEDICAL CAUSES

Amanecer Community Counseling Service	10,000	2 38%
Blind Children's Center	1,000	0 24%
Braille Institute of America	15,000	3 56%
Brazil Foundation - Institute for the Blind, Bahia	15,000	3 56%
Breast Cancer Connections	1,000	0 24%
Cedars-Sinai Medical Center	2,500	0 59%
Cedars-Sinai Medical Center - Women's Heart Center	20,000	4 75%
Didi Hirsch Psychiatric Service	7,500	1 78%
Guide Dogs for the Blind Inc	1,000	0 24%
Institute for Myeloma & Bone Cancer Research	2,500	0 59%
JDRF International	1,500	0 36%
Junior Blind of America	5,000	1 19%
Stop Cancer	1,000	0 24%
United States Fund for UNICEF	15,000	3 56%
Venice Family Clinic	5,000	1 19%
Total Medical Causes	103,000	24 47%

COMMUNITY

Big Brothers Big Sisters of Orange County	2,500	0 59%
Brazil Foundation - Sou Digna (2014 and 2013 respectively)	27,500	6 53%
Total Community	30,000	7 12%

LUCILLE ELLIS SIMON FOUNDATION
SCHEDULE OF CHARITABLE CONTRIBUTIONS
For The Years Ended December 31, 2014

RESEARCH

Rand Corporation	\$ 33,000	7 84%
Total Research	<u>33,000</u>	<u>7 84%</u>

EDUCATION

Brazil Foundation - Escola Pan Americana da Bahia	20,000	4 75%
Brown University	3,500	0 83%
Carlthorp School	10,000	2 38%
Close Up Foundation	3,000	0 71%
Constitutional Rights Foundation	2,000	0 48%
Harvard-Westlake School	10,000	2 38%
Jewish Federation - Koreh L A (Jewish Coalition for Literacy)	2,500	0 59%
Kenyon College	5,000	1 19%
Library Foundation of Los Angeles	2,000	0 48%
Planned Parenthood Los Angeles	5,000	1 19%
Southern Poverty Law Center	5,000	1 19%
UCLA - Center for Jewish Studies	<u>5,000</u>	<u>1 19%</u>
Total Education	<u>73,000</u>	<u>17 36%</u>

THE NEEDY

Clare Foundation Inc	2,500	0 59%
Downtown Women's Center	5,000	1 19%
Para los Ninos	5,000	1 19%
Shelter Partnership Inc	10,000	2 38%
Upward Bound House	<u>2,000</u>	<u>0 48%</u>
Total The Needy	<u>24,500</u>	<u>5 83%</u>

WILDLIFE & ENVIRONMENT

Ahead with Horses Inc	1,000	0 24%
Defenders of Wildlife	4,000	0 95%
Environmental Defense Fund	3,000	0 71%
Greater Los Angeles Zoo Association	2,500	0 59%
JHU-Center for Alternatives to Animal Testing	1,000	0 24%
Lange Foundation	2,000	0 48%
Nature Conservancy of California	2,500	0 59%
United Animal Nations - RedRover	1,000	0 24%
Zoological Society of San Diego	<u>2,000</u>	<u>0 48%</u>
Total Wildlife & Environment	<u>19,000</u>	<u>4 52%</u>

Total Cash Grants	<u>\$ 421,000</u>	<u>100 00%</u>
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LUCILLE ELLIS SIMON FOUNDATION
SCHEDULE OF INVESTMENT IN SECURITIES
December 31, 2014

	Par Value or Shares	Cost	Market Value
Government Agency Obligations			
Federal Home Loan Mtg Corp			
5 000% due December 14, 2018	250,000	\$ 253,735	\$ 282,123
Total Government Agency Obligations		<u>253,735</u>	<u>282,123</u>
State and Municipal Bonds			
Anaheim Calif City Sch Dist Bonds			
3 128% due November 1, 2016	250,000	255,323	258,065
Florida St Hurricane Cat Fund Bonds			
2 995% due July 1, 2020	100,000	100,635	101,627
Kern Cnty California Pension Oblig			
0 000% due August 15, 2018	165,000	119,283	149,374
Northern Arizona Univ Revs Bonds			
4 811% due August 1, 2017	200,000	200,000	215,120
San Buenaventura CA Wstwr, Ser A			
1 460% due January 1, 2016	200,000	200,000	200,574
Southern California Public Power Auth			
4 938% due July 1, 2018	200,000	216,299	218,774
Troy Univ ALA Rev Bonds			
4 550% due November 1, 2016	200,000	200,000	212,436
Univ Enterprises Inc CA Ref Aux Bonds			
5 250% due October 1, 2020	100,000	98,000	107,640
Total Government Bonds		<u>1,389,540</u>	<u>1,463,610</u>
Corporate Bonds & Notes			
General Electric Cap Corp Notes			
2 300% due April 27, 2017	200,000	200,110	204,850
Hewlett Packard Co Note			
3 300% due December 9, 2016	200,000	207,104	206,546
Total Corporate Bonds & Notes		<u>407,214</u>	<u>411,396</u>
Funds (UIT/Fd/ETF)			
SPDR Gold Trust Gold Shs	1,150	114,942	130,617
Total Funds		<u>114,942</u>	<u>130,617</u>
Foreign Equities			
Novartis AG Spnsrd ADR	4,200	242,165	389,172
Novo Nordisk ADR	2,000	68,567	84,640
Schlumberger LTD	2,360	78,234	201,568
Total Foreign Equities		<u>388,966</u>	<u>675,380</u>

LUCILLE ELLIS SIMON FOUNDATION
SCHEDULE OF INVESTMENT IN SECURITIES
December 31, 2014

	Par Value or Shares	Cost	Market Value
Common Stocks			
Apple Inc	2,625	\$ 135,230	\$ 289,748
Bank New York Mellon Corp	6,226	243,395	252,589
Boeing Co	3,025	94,811	393,189
Chevron Corp	2,600	104,321	291,668
Colgate Palmolive Co	6,000	185,888	415,140
Costco Companies	3,500	121,249	496,125
Ebay Inc	3,390	168,050	190,247
Ecolab Inc	3,500	61,099	365,820
Exxon Mobil Corp	2,500	90,687	231,125
General Elec Co	7,775	265,395	196,474
Intel Corp	12,400	291,596	449,996
International Business Machs	2,000	199,058	320,880
Jacobs Engr Group Inc	6,400	131,339	286,016
Johnson Controls Inc	8,500	70,750	410,890
Johnson & Johnson	3,700	108,895	386,909
Lowe's Cos Inc	5,250	138,306	361,200
Pepsico Inc	4,000	158,738	378,240
Precision Castparts Corp	800	190,396	192,704
Sovran Self Storage Inc	4,850	136,432	423,017
Stryker Corp	4,200	238,096	396,186
Wells Fargo & Co New	7,300	208,695	400,186
Total Common Stock		<u>3,342,426</u>	<u>7,128,349</u>
Total Investments		<u>\$ 5,896,823</u>	<u>\$ 10,091,475</u>