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Amended
OVDI - FAQ#18*
Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation04/12
2004

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

For calendar year 2004, or tax year beginning _____, and ending _____

G Check all that apply Initial return Final return Amended return Address change Name changeUse the IRS label. Otherwise, print or type. **THE SIMMS/MANN FAMILY FOUNDATION** A Employer identification number **31-1812498**Number and street (or P O box number if mail is not delivered to street address) **9320 WILSHIRE BLVD.** Room/suite **300** B Telephone number **310-275-1395**See Specific Instructions. City or town, state, and ZIP code **BEVERLY HILLS, CA 90212** C If exemption application is pending, check here ►
D 1. Foreign organizations, check here ►
2. Foreign organizations meeting the 85% test, check here and attach computation ► H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **\$ 45,542,578.** (Part I, column (d) must be on cash basis.) J Accounting method Cash Accrual E If private foundation status was terminated under section 507(b)(1)(A), check here ►
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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)
1 Contributions, gifts, grants, etc., received		68,500.		N/A	
2 Check ► <input type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		356,452.	356,452.		STATEMENT 1
4 Dividends and interest from securities		219,031.	219,031.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a	6,213,163.				
7 Capital gain net income (from Part IV, line 2)			3,216,380.		
8 Net short-term capital gain					
9 Income modifications					
Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-28,870.	-274,787.		STATEMENT 3
12 Total. Add lines 1 through 11		3,831,493.	3,517,076.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees	STMT 4	3,167.	3,167.	3,167.	0.
b Accounting fees	STMT 5	14,236.	14,236.	14,236.	0.
c Other professional fees	STMT 6	20,330.	20,330.	20,330.	0.
17 Interest		61,214.	61,214.	61,214.	0.
18 Taxes	STMT 7	47,476.	27,533.	27,533.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		2,642.	2,642.	2,642.	0.
22 Printing and publications					
23 Other expenses	Internal Revenue Service B&I-IC Team 2004 STMT 8	263,931.	262,668.	262,668.	0.
24 Total operating and administrative expenses. Add lines 13 through 23	SEPT 10 2003	412,996.	391,790.	391,790.	0.
25 Contributions, gifts, grants paid		2,064,850.			2,064,850.
26 Total expenses and disbursements received	OVDI	2,477,846.	391,790.	391,790.	2,064,850.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		1,353,647.			
b Net investment income (if negative, enter -0-)			3,125,286.		
c Adjusted net income (if negative, enter -0-)				N/A	

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only				
1 Cash - non-interest-bearing		3,657.	2,983.	2,983.
2 Savings and temporary cash investments		1,425,778.	1,163,557.	1,163,557.
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				
7 Other notes and loans receivable ►				
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		STMT 10		
b Investments - corporate stock			5,419,147.	5,750,695.
c Investments - corporate bonds				7,911,512.
11 Investments - land, buildings, and equipment basis ►				
Less accumulated depreciation ►				
12 Investments - mortgage loans				
13 Investments - other		STMT 11		
14 Land, buildings, and equipment basis ►			30,192,120.	31,520,884.
Less accumulated depreciation ►				36,464,526.
15 Other assets (describe ►)				
16 Total assets (to be completed by all filers)			37,040,702.	38,438,119.
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				
22 Other liabilities (describe ►)				
23 Total liabilities (add lines 17 through 22)			0.	0.
Organizations that follow SFAS 117, check here ► <input type="checkbox"/>				
and complete lines 24 through 26 and lines 30 and 31.				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Organizations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds			0.	0.
28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.
29 Retained earnings, accumulated income, endowment, or other funds			37,040,702.	38,438,119.
30 Total net assets or fund balances			37,040,702.	38,438,119.
31 Total liabilities and net assets/fund balances			37,040,702.	38,438,119.

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 37,040,702.
2 Enter amount from Part I, line 27a	2 1,353,647.
3 Other increases not included in line 2 (itemize) ►	3 43,770.
4 Add lines 1, 2, and 3	4 38,438,119.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 38,438,119.

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					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	6,213,163.	2,996,783.	3,216,380.		
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					
b					
c					
d					
e					3,216,380.
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	3,216,380.	
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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the organization 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))
2003	2,056,018.	34,633,472.	.0593651
2002	1,910,065.	40,051,082.	.0476907
2001	2,032,870.	43,740,990.	.0464752
2000	2,185,592.	47,231,940.	.0462736
1999	1,919,929.	42,434,665.	.0452444
2 Total of line 1, column (d)			2 .2450490
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 .0490098
4 Enter the net value of noncharitable-use assets for 2004 from Part X, line 5			4 39,028,449.
5 Multiply line 4 by line 3			5 1,912,776.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 31,253.
7 Add lines 5 and 6			7 1,944,029.
8 Enter qualifying distributions from Part XII, line 4			8 2,064,850.

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 letter. _____ (attach copy of ruling letter if necessary-see instructions)

b Domestic organizations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic organizations 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 156,091.00

6 Credits/Payments

a 2004 estimated tax payments and 2003 overpayment credited to 2004

6a 10,800

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 20,440

d Backup withholding erroneously withheld

6d

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 12 ►

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►

11 Enter the amount of line 10 to be Credited to 2005 estimated tax ►

Refunded ►

1	31,253.
2	0.
3	31,253.
4	0.
5	31,253.
7	31,240.
8	
9	13.
10	
11	

Part VII-A Statements Regarding Activities

1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes No 1a b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities.*1b

c Did the organization file Form 1120-POL for this year?

1c

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.

(1) On the organization. ► \$ 0. (2) On organization managers ► \$ 0.

2 X

e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers ► \$ 0.

3

2 Has the organization engaged in any activities that have not previously been reported to the IRS?

*If "Yes," attach a detailed description of the activities.*4a 3 Has the organization 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*4b

4a Did the organization have unrelated business gross income of \$1,000 or more during the year?

5

b If "Yes," has it filed a tax return on Form 990-T for this year?

6

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

*If "Yes," attach the statement required by General Instruction T.*7

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?

8a

7 Did the organization have at least \$5,000 in assets at any time during the year?

*If "Yes," complete Part II, col. (c), and Part XV.*8b

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

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b If the answer is "Yes" to line 7, has the organization 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

10

9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2004 or the taxable year beginning in 2004 (see instructions for Part XIV)? If "Yes," complete Part XIV

11

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

12

11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?

Web site address ► N/A

13

12 The books are in care of ► SIMMS. INC.

Telephone no ► 310-275-1395

Located at ► 9320 WILSHIRE BLVD., SUITE 300, BEVERLY HILLS, CA ZIP+4 ► 90212

13 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

► 13

N/A

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.

1a During the year did the organization (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 organization 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 page 20 of the instructions)?

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

c Did the organization 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 2004?

2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(l)(3) or 4942(j)(5)).

a At the end of tax year 2004, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2004? Yes No

If "Yes," list the years ►

b Are there any years listed in 2a for which the organization 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

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►

3a Did the organization 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 2004 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 2004.) N/A

4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?

b Did the organization 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 2004?

5a During the year did the organization pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)?

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

c If the answer is "Yes" to question 5a(4), does the organization 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 organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870

Yes **No**

1b		X
1c		X
2b		
3b		
4a		X
4b		X
5b		X
6b		X

THE TED MANN FAMILY FOUNDATION

31-1812498

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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
VICTORIA MANN SIMMS 9320 WILSHIRE BOULEVARD, SUITE 300 BEVERLY HILLS, CA 90212	PRESIDENT/DIRECTOR AS NECESSARY	0.	0.	0.
RONALD A. SIMMS 9320 WILSHIRE BOULEVARD, SUITE 300 BEVERLY HILLS, CA 90212	TREASURER/DIRECTOR AS NECESSARY	0.	0.	0.
JOSHUA SIMMS 9320 WILSHIRE BOULEVARD, SUITE 300 BEVERLY HILLS, CA 90212	SECRETARY/DIRECTOR AS NECESSARY	0.	0.	0.
JULIE SIMMS LIEBMAN 9320 WILSHIRE BOULEVARD, SUITE 300 BEVERLY HILLS, CA 90212	DIRECTOR AS NECESSARY	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

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
NONE		

Total number of others receiving over \$50,000 for professional services ► 0

Part IX-A Summary of Direct Charitable Activities

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

1	N/A	Expenses
2		
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	
2		
3	All other program-related investments. See instructions.	
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	8,106,588.
b	Average of monthly cash balances	1b	595,927.
c	Fair market value of all other assets	1c	30,920,276.
d	Total (add lines 1a, b, and c)	1d	39,622,791.
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	39,622,791.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	594,342.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	39,028,449.
6	Minimum investment return. Enter 5% of line 5	6	1,951,422.

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	1,951,422.
2a	Tax on investment income for 2004 from Part VI, line 5	2a	31,253.
b	Income tax for 2004. (This does not include the tax from Part VI.)	2b	56,091.
c	Add lines 2a and 2b	2c	87,344.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,864,078.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,864,078.
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	1,864,078.

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	2,064,850.
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	
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	2,064,850.
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	31,253.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,033,597.

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 2003	(c) 2003	(d) 2004
1 Distributable amount for 2004 from Part XI, line 7				1,864,078.
2 Undistributed income, if any, as of the end of 2003			1,695,178.	
a Enter amount for 2003 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2004				
a From 1999				
b From 2000				
c From 2001				
d From 2002				
e From 2003				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2004 from Part XII, line 4 ► \$ 2,064,850.			1,695,178.	
a Applied to 2003, but not more than line 2a				
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 2004 distributable amount				369,672.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2004 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2003. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2004. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2005				1,494,406.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)		0.		
8 Excess distributions carryover from 1999 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2005. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9				
a Excess from 2000				
b Excess from 2001				
c Excess from 2002				
d Excess from 2003				
e Excess from 2004				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 15				
Total				► 3a 2,064,850.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	356,452.	
4 Dividends and interest from securities			14	219,031.	
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	525990	245,917.	14	-274,787.	
8 Gain or (loss) from sales of assets other than inventory			18	3,216,380.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		245,917.		3,517,076.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	3,762,993.
(See worksheet in line 12 instructions to verify calculations.)					

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

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 organization 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 organization. If the organization 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.		

2a Is the organization 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	
/	/	
/	/	
/	/	

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 or fiduciary) is based on all information of which preparer has any knowledge.

~~1/7/31/13~~
Date

President

Sign Here

Prepared by

Sign Here Paid Preparer's Use Only	Preparer's signature ►	Date 7/31/13	Check if self- employed ► <input type="checkbox"/>	Preparer's SSN or PTIN
	ROTHSTEIN KASS 9171 WILSHIRE BLVD. SUITE 500 BEVERLY HILLS, CA 90210		EIN ►	310-273-2770 Phone no

Schedule B
(Form 990, 990-EZ, or
990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)**2004****Name of organization****THE TED MANN FAMILY FOUNDATION****Employer identification number****31-1812498****Organization type (check one):****Filers of:** **Section:**Form 990 or 990-EZ 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organizationForm 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule-see instructions)****General Rule-** For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)**Special Rules-** For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.) For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III) For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the Parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ► \$ _____**Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).****LHA For Paperwork Reduction Act Notice, see the Instructions
for Form 990, Form 990-EZ, and Form 990-PF.****Schedule B (Form 990, 990-EZ, or 990-PF) (2004)**

Name of organization

Employer identification number

THE TED MANN FAMILY FOUNDATION

31-1812498

Part I **Contributors** (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MANN FAMILY TRUST	\$ 68,500.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
	9320 WILSHIRE BLVD., SUITE 300		(Complete Part II if there is a noncash contribution.)
	BEVERLY HILLS, CA 90212		
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)

THE TED MANN FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
31-1812498 PAGE 1 OF 1

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	NORTHERN TRUST - 375		P	VARIOUS	VARIOUS
b	NORTHERN TRUST - 375		P	VARIOUS	VARIOUS
c	SHEPHERD INVESTMENT INTL		P	04/01/02	01/22/04
d	S/T CAPITAL GAIN FROM PARTNERSHIPS		P		
e	L/T CAPITAL GAIN FROM PARTNERSHIPS		P		
f	SEC. 1231 GAIN FROM PARTNERSHIPS		P		
g					
h					
i					
j					
k					
l					
m					
n					
o					
(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 2,625,231.		1,854,705.	770,526.		
b 1,865,659.		642,078.	1,223,581.		
c 587,741.		500,000.	87,741.		
d 309,555.			309,555.		
e 316,755.			316,755.		
f 508,222.			508,222.		
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(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			770,526.		
b			1,223,581.		
c			87,741.		
d			309,555.		
e			316,755.		
f			508,222.		
g					
h					
i					
j					
k					
l					
m					
n					
o					
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	3,216,380.			
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			

THE TED MANN FAMILY FOUNDATION

31-1812498

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FTB	13.
INDUSTRY DRIVE ASSOCIATES, LP	66,396.
INTEREST INCOME FROM PARTNERSHIPS	287,709.
IRS (1/2 OF TED MANN FOUNDATION FORM 1099)	1,533.
OTHER INTEREST INCOME	1.
SHEPHERD STARK	112.
U.S. INTEREST INCOME FROM PARTNERSHIPS	62.
WELLS FARGO	626.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	356,452.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME FROM PARTNERSHIPS	192,809.	0.	192,809.
NORTHERN TRUST	3,874.	0.	3,874.
NORTHERN TRUST #375	22,348.	0.	22,348.
TOTAL TO FM 990-PF, PART I, LN 4	219,031.	0.	219,031.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	AMOUNT
INVESTMENT INCOME (LOSS) FROM PARTNERSHIPS	-275,044.
UNRELATED BUSINESS TAXABLE INCOME FLOWTHROUGH FROM PARTNERSHIP	245,917.
EXCHANGE GAIN - NORTHERN TRUST	257.
TOTAL TO FORM 990-PF, PART I, LINE 11, COLUMN A	-28,870.

THE TED MANN FAMILY FOUNDATION

31-1812498

FORM 990-PF

LEGAL FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,167.	3,167.		0.
TO FM 990-PF, PG 1, LN 16A	3,167.	3,167.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	14,236.	14,236.		0.
TO FORM 990-PF, PG 1, LN 16B	14,236.	14,236.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAL FEES	3,715.	3,715.		0.
CONSULTING FEES	16,615.	16,615.		0.
TO FORM 990-PF, PG 1, LN 16C	20,330.	20,330.		0.

FORM 990-PF

TAXES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PAID	19,943.	0.		0.
FOREIGN TAX PAID	14,237.	14,237.		0.
OTHER STATE TAX PAID	13,296.	13,296.		0.
TO FORM 990-PF, PG 1, LN 18	47,476.	27,533.		0.

THE TED MANN FAMILY FOUNDATION

31-1812498

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES	678.	678.		0.
NONDEDUCTIBLE EXPENSES FROM PARTNERSHIPS	1,253.	0.		0.
OTHER INVESTMENT EXPENSES FROM PARTNERSHIPS	261,240.	261,240.		0.
PENALTIES	10.	0.		0.
INSURANCE	750.	750.		0.
TO FORM 990-PF, PG 1, LN 23	263,931.	262,668.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 9
DESCRIPTION	AMOUNT	
TRANSFER FROM PREDECESSOR FOUNDATION	43,770.	
TOTAL TO FORM 990-PF, PART III, LINE 3	43,770.	

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	5,750,695.	7,911,512.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,750,695.	7,911,512.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS	25,552,196.	26,124,671.
OTHER BUSINESS INTERESTS	5,968,688.	10,339,855.
TOTAL TO FORM 990-PF, PART II, LINE 13	31,520,884.	36,464,526.

THE TED MANN FAMILY FOUNDATION

31-1812498

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT 12
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TAX DUE FROM FORM 990-PF, PART VI	13.
LATE PAYMENT INTEREST	206.
LATE PAYMENT PENALTY	200.
TOTAL AMOUNT DUE	419.

FORM 990-PF	LATE PAYMENT PENALTY	STATEMENT 13
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DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/05	20,453.	20,453.		
EXTENSION PAYMENT	05/15/05	-10,450.	10,003.	4	200.
EXTENSION PAYMENT	09/15/05	-9,990.	13.	2	
DATE FILED	10/28/05		13.		
TOTAL LATE PAYMENT PENALTY					200.

FORM 990-PF	LATE PAYMENT INTEREST	STATEMENT 14
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DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/05	20,453.	20,453.	.0600		
EXTENSION PAYMENT	05/15/05	-10,450.	10,003.	.0600	123	204.
EXTENSION PAYMENT	09/15/05	-9,990.	217.	.0600	15	1.
INTEREST RATE CHANGE	09/30/05	0.	218.	.0700	28	1.
DATE FILED	10/28/05		219.			
TOTAL LATE PAYMENT INTEREST						206.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	AMOUNT
B'NAI B'RITH HILLEL FOUNDATION, 574 HILGARD AVENUE, LOS ANGELES, CA	PUBLIC CHARITY	CIVIC	N/A	50,000.
BEIT TSHUVAH, 8831 VENICE BLVD., LOS ANGELES, CA 90034	PUBLIC CHARITY	CIVIC	N/A	20,000.
CENTER FOR MIND-BODY, 5225 CONN AVE. NW 414, WASHINGTON, DC 20015	PUBLIC CHARITY	MEDICAL	N/A	5,000.
ENTERTAINMENT INDUSTRY FNDN, 11132 VENTURA BLVD. 401, STUDIO CITY, CA 91604	PUBLIC CHARITY	MEDICAL	N/A	24,000.
UCLA FOUNDATION, 405 HILGARD AVENUE, LOS ANGELES, CA 90024	PUBLIC CHARITY	EDUCATION	N/A	14,000.
FRIENDSHIP CONNECTION FOUNDATION, 169 W. END AVE., BROOKLYN, N.Y. 11235	PUBLIC CHARITY	CIVIC	N/A	20,000.
NATURAL RES DEFENSE COUNCL, PUBLIC 40 W 20TH STREET, NEW YORK, CHARITY N.Y. 10011	PUBLIC CHARITY	CIVIC	N/A	9,200.
WILSHIRE BLVD. TEMPLE, 3663 PUBLIC WILSHIRE BLVD, LOS ANGELES, CHARITY CA 90010	PUBLIC CHARITY	RELIGIOUS	N/A	5,000.
JEWISH FEDERATION COUNCIL OF LA, 6505 WILSHIRE BLVD, 11TH FLR, LA, CA 90048	PUBLIC CHARITY	CIVIC	N/A	10,000.
YALE UNIVERSITY, TED MANN LYMPHOMA RESRCH, P.O. BOX 699 CT 06520	PUBLIC CHARITY	MEDICAL	N/A	50,000.
PHILANTHROPIC COLLABORATIV, 1818 OLIVER AVENUE SOUTH, MINNEAPOLIS, MN 55405	PRIVATE OPERATING FOUNDATION	MEDICAL	N/A	33,500.

THE TED MANN FAMILY FOUNDATION

31-1812498

EL NIDO FAMILY CENTERS, 500 PUBLIC SHATTO PLACE SUITE 425, LOS ANGELES, CA 90020	CIVIC	N/A	
UNIVERSITY OF TEXAS, P.O. BOX 4486, HOUSTON, TX 77210-4486	STATE GOVERNMENT AGENCY	MEDICAL	N/A
RATTLESTICK PLAYWRIGHTS THEATRE, 224 WAVERLY PLACE, NEW YORK, N.Y.	PUBLIC CHARITY	CIVIC	N/A
VANGUARD CHARITABLE ENDOWMENT PROGRAM, P.O. BOX 3075, SOUTHEASTERN, PA	CHARITABLE ENDOWMENT PROGRAM	CIVIC	N/A
THE DIADAMES, 10327 SUNSET BLVD., LOS ANGELES, CA 90077	PUBLIC CHARITY	CIVIC	N/A
THE CAMPAIGN FOR SAINT JOSEPH HOSPITAL, 1328 22ST, SANTA MONICA, CA	PUBLIC CHARITY	MEDICAL	N/A
VARIETY CHILDRENS LIFELINE, 514 VIA DE LA VALLE, #209, SOLANA BEACH, CA 92075	PUBLIC CHARITY	CIVIC	N/A
WESTWOOD PRESBYTERIAN CHURCH, 10822 WILSHIRE BLVD., LOS ANGELES, CA	PUBLIC CHARITY	RELIGIOUS	N/A
CITY OF HOPE, 1055 WILSHIRE BLVD, LOS ANGELES, CA 90017	PUBLIC CHARITY	MEDICAL	N/A
P.A.T.H., 340 NORTH MADISON AVENUE, LOS ANGELES, CA 90004	PUBLIC CHARITY	CIVIC	N/A
THE FOUNDATION ASSOCIATES, 11620 WILSHIRE BLVD., LOS ANGELES, CA 90025	PUBLIC CHARITY	MEDICAL	N/A
SOUTHEAST SYMPHONY, 5455 WILSHIRE BLVD., 270, LOS ANGELES, CA 90036	PUBLIC CHARITY	CIVIC	N/A
DISCOVERY FUND, 444 S. SAN VICENTE BLVD., 704, LOS ANGELES, CA 90048	PUBLIC CHARITY	MEDICAL	N/A
GUIDEPOSTS -OUTREACH MINISTRIES, 66E. MAIN ST, PAWLING, N.Y. 12564	PUBLIC CHARITY	RELIGIOUS	N/A

60,000.

25,000.

750.

740,000.

250.

10,000.

500.

3,750.

2,500.

2,500.

500.

750.

500.

1,000.

THE TED MANN FAMILY FOUNDATION

31-1812498

THE PORRATH FOUNDATION, 1901 AVENUE OF THE STARS 1025, LOS ANGELES, CA 90067	PUBLIC CHARITY	CIVIC	N/A	
				875.
CENTER THEATRE GROUP, 610 WEST TEMPLE STREET, LOS ANGELES, CA 90012	PUBLIC CHARITY	CIVIC	N/A	
				1,000.
PET ADOPTION FUND, 7515 DEERING AVE., CANOGA PARK, CA 91303	PUBLIC CHARITY	CIVIC	N/A	
				250.
OLIVE CREST TREATMENT CENTER, 2130 E. 4TH ST., SANTA ANA, CA 92705	PUBLIC CHARITY	CIVIC	N/A	
				250.
CHILDHELP USA, 15757 N. 78ST., SCOTTSDALE, AZ 85260	PUBLIC CHARITY	CIVIC	N/A	
				375.
RONALD A. & VICTORIA SIMMS FOUNDATION, 9320 WILSHIRE BLVD., BEVERLY HILLS, CA	PRIVATE FOUNDATION	CIVIC	N/A	
				973,400.
TOTAL TO FORM 990-PF, PART XV, LINE 3A				<u>2,064,850.</u>

The Ted Mann Family Foundation
31-1812498
AMENDED FORM 990-PF FOR TAX YEAR 2004
OFFSHORE VOLUNTARY DISCLOSURE INITIATIVE—FAQ #18

The Ted Mann Family Foundation (the Taxpayer) is amending its Form 990-PF, Return of Private Foundation, for tax year ending December 31, 2004 to include Forms 926, Return by a U.S. Transferor of Property to a Foreign Corporation, and report the following cash transfers made during the year at issue.¹ As further explained below, such forms were inadvertently not included with the original return filed for such year.

Name of Transferee	Date of Transfer	FMV on Date of Transfer
EMINENCE FUND, LTD.	JANUARY 1, 2004	\$500,000
FIR TREE INTERNATIONAL VALUE FUND, LTD.	JANUARY 1, 2004	\$500,000

Please note that such transfers did not result in any recognition of excise tax under IRC section 4940 or income tax under IRC Section 511.

The Taxpayer is filing this amended return pursuant to FAQ #18 of the 2012 Offshore Voluntary Disclosure Program (OVDP) announced by the Internal Revenue Service on January 9, 2012. FAQ # 18 discusses the filing of certain foreign information forms when a taxpayer has otherwise reported all income and there is no change in a taxpayer's tax liability resulting from the inadvertent failure to file such forms. As evidenced by the attached amended return, the Taxpayer's tax liability for the year at issue is the same as that reported on its originally filed Form 990-PF for the year ending December 31, 2004. The failure to file the Forms 926 was due to an inadvertent oversight that was recently discovered. Please note that the Taxpayer is committed to being in full compliance with federal tax laws and takes its tax filing obligations seriously.

To the best of the Taxpayer's knowledge, with the exception of its Form 926 filing obligations, the Taxpayer is in full compliance with its tax obligations for the year at issue. Please also note that the Taxpayer has timely filed its Form 990-PF for the year ended December 31, 2011, along with all required Forms 926 for such year, and that the Taxpayer intends to timely file Form 990-PF and any required Forms 926 for 2012 as well as for subsequent years.²

¹ The Taxpayer is also amending Forms 990-PF for the years ending December 31, 2005, 2006, 2008 and 2009 for the same reason.

² The 2012 tax return is currently on extension.

There are no underreported tax liabilities as a result of the inadvertent failure to file Forms 926 in this case. In addition, the Taxpayer has not been previously contacted regarding an income tax examination or a request for delinquent returns for the year at issue. Accordingly, the Taxpayer respectfully requests that the attached amended return be processed and that no failure to file penalties be imposed pursuant to FAQ #18 of the 2012 Offshore Voluntary Disclosure Program.

SUBSEQUENT TO THE FILING OF THE ORIGINAL 2004 FORM 990-PF, THE NAME OF THE PRIVATE FOUNDATION CHANGED FROM "THE TED MANN FAMILY FOUNDATION" TO "THE SIMMS/MANN FAMILY FOUNDATION." DUE TO SOFTWARE LIMITATIONS, ONLY THE FIRST PAGE OF THE AMENDED 2006 FORM 990-PF REFLECTS THE NAME CHANGE OF THE PRIVATE FOUNDATION TO "THE SIMMS/MANN FAMILY FOUNDATION."

Statement Accompanying Part V, Lines 1 through 3

The Foundation is a successor of The Ted Mann Foundation (the "Predecessor Entity"), which upon dissolution distributed 50% of its assets to the Foundation and the other 50% of its assets to The Ted and Roberta Mann Foundation of Minnesota. Accordingly, the Foundation "stepped into the shoes" of the Predecessor Entity as to 50% of each year's adjusted qualifying distributions, and 50% of each year's net value of noncharitable-use assets. This information is shown in Part V of this return. The Foundation also succeeds to the distribution ratio of the Predecessor Entity. This information is shown in Part V, Line 1, column d of this return.

The Predecessor Entity used a tax year ending on November 30. This Foundation uses a tax year ending on December 31. Accordingly, the prior tax years of the Predecessor Entity do not correspond precisely to the years that would have been the tax years of the Foundation if it had then held the assets. In order to adjust for this variance in tax years, the Foundation provides data in Part V, line 1 for the tax year of the Predecessor Entity ending in the year specified. Accordingly, the lines requesting data for 1999 – 2002 includes the information of the Predecessor Entity for the tax years which ended on November 30, 1999 – November 30, 2001. The Foundation calculated its 2002 distribution ratio by treating 2002 as a 13-month year beginning December 1, 2001 and ending December 31, 2002.

Ted Mann Family Foundation
Expenditure Responsibility
Form 990-PF, Part VII-B, Question 5a-4
Year Ended 12/31/04

Name and Address of Grantee: The Bravewell Collaborative: The Philanthropic Collaborative for Integrative Medicine
1818 Oliver Avenue South
Minneapolis, MN 55405

Primary Grantee: The Bravewell Collaborative: The Philanthropic Collaborative for Integrative Medicine

Address: 1818 Oliver Avenue South
Minneapolis, MN 55405

Date and Amount of Grant: December 29, 2003; \$33,500
December 27, 2004; \$33,500

Grant Purpose: In support of the mission of the The Bravewell Collaborative: The Philanthropic Collaborative for Integrative Medicine to bring about optimal health and healing for individuals and society by:

- Organizing and sustaining a community of philanthropists dedicated to advancing integrative medicine;
- Offering strategic and informed program initiatives which create optimal healing environments for both patients and healers;
- Creating an atmosphere of collaboration that stimulates and supports innovation in integrative medicine; and
- Providing educational opportunities for health professionals, consumers, philanthropists and others in position to move American healthcare to integrative medicine.

Amounts expended by Grantee (Based upon the reports received from the grantee): \$33,500 in 2004

Has grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the foundation): Yes No X

Reports received from grantee on:

January 2004
April 2004 (w/budget information)
June 2004
August 2004
October 2004 (w/ budget information)

Date and results of any verification of grantee's reports: N/A

The Ted Mann Family Foundation
Expenditure Responsibility
Form 990 PF, Part VII B, Question 5a-4
Year Ended December 31, 2004

(i) Name and Address of Grantee The Ronald A. and Victoria Mann Simms Foundation
9320 Wilshire blvd., Suite 300
Beverly Hills, CA 90212

(ii) The date and amount of the grant

Total 2003	903,400
April 13, 2004	22,500
June 25, 2004	30,000
July 21, 2004	65,000
October 21, 2004	111,200
December 20, 2004	494,700
December 22, 2005	<u>250,000</u>
Total 2004	973,400

(iii) The purpose of the grant To be used for the benefit of various public charities

(iv) The amounts expended by Grantee

2003	892,377
2004	971,594

(v) Has Grantee diverted any portion of the
funds from the purpose of the grant (to
the knowledge of the foundation):

Yes NO X

(vi) Date and results of any verification of
Grantee's reports

Verified

The Ted Mann Family Foundation
Expenditure Responsibility

Grants made to the Ronald A. and Victoria Mann Simms Foundation

	<u>2003</u>		<u>2004</u>	
Ted Mann Family Foundation	903,400	-892,377	973,400	-971,594
Minnesota Reality	<u>40,000</u>		<u>65,000</u>	
	943,400	-1.000000	1,038,400	-1.000000
Grants Made from Corpus	<u>-931,889</u>	<u>-0.987798</u>	<u>-1,036,473</u>	<u>-0.998144</u>
Undistributed (Excess Distributions)	11,511	0.012202	1,927	0.001856
Total Excess Distributions		11,023		12,829