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Form 990-PF

Amended

## OVDI - FAQ#18\*

## Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

Department of the Treasury  
Internal Revenue Service

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

OMB No 1545-0052

2006

0610

For calendar year 2006, or tax year beginning

, 2006, and ending

G Check all that apply:

Initial return

Final return

Amended return

Address change

Name change

<b>Use the IRS label.</b> <b>Otherwise, print or type.</b> <b>See Specific Instructions.</b>	Name of foundation <b>THE SIMMS/MANN FAMILY FOUNDATION</b>		A Employer identification number <b>31-1812498</b>	
	Number and street (or P.O. box number if mail is not delivered to street address) <b>9320 WILSHIRE BOULEVARD</b>		Room/suite <b>300</b>	B Telephone number (see page 11 of the instructions) <b>(310) 275-1395</b>
	City or town, state, and ZIP code <b>BEVERLY HILLS, CA 90212</b>		C If exemption application is pending, check here ► <input type="checkbox"/>	
			D 1. Foreign organizations, check here ► <input type="checkbox"/>	

H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>60,842,580.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <b>(Part I, column (d) must be on cash basis.)</b>

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 page 11 of the instructions))		(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 (attach schedule)		<b>1,830,124.</b>			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		<b>596,915.</b>	<b>590,614.</b>		STMT 1
4 Dividends and interest from securities		<b>793,166.</b>	<b>793,166.</b>		STMT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<b>6,084,420.</b>			
b Gross sales price for all assets on line 6a	<b>9,915,433.</b>				
7 Capital gain net income (from Part IV, line 2)			<b>5,864,042.</b>		
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)		<b>336,175.</b>	<b>424,064.</b>		STMT 3
12 Total Add lines 1 through 11		<b>9,640,800.</b>	<b>7,671,886.</b>		
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)		<b>11,563.</b>	<b>NONE</b>	<b>NONE</b>	<b>11,563.</b>
b Accounting fees (attach schedule)		<b>6,085.</b>	<b>2,293.</b>	<b>NONE</b>	<b>2,292.</b>
c Other professional fees (attach schedule)		<b>28,481.</b>	<b>2,556.</b>		<b>25,925.</b>
17 Interest		<b>123,398.</b>	<b>123,398.</b>		
18 Taxes (attach schedule) (see page 14 of the instructions)		<b>85,504.</b>	<b>26,985.</b>		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		<b>484,131.</b>	<b>409,032.</b>		<b>60,856.</b>
24 Total operating and administrative expenses.					
Add lines 13 through 23		<b>739,162.</b>	<b>564,264.</b>	<b>NONE</b>	<b>100,636.</b>
25 Contributions, gifts, grants paid		<b>3,252,523.</b>			<b>3,252,523.</b>
26 Total expenses and disbursements		<b>3,991,685.</b>	<b>564,264.</b>	<b>NONE</b>	<b>3,353,159.</b>
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<b>5,649,115.</b>			
b Net investment income (if negative, enter -0-)			<b>7,107,622.</b>		
c Adjusted net income (if negative, enter -0-)				<b>-0-</b>	

For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

\*\* STMT 8

Form 990-PF (2006)

JSA  
6E1410 3 000

93788J 551R

6

\*SEE STATEMENT 17

NO STATUTE ISSUE  
Kathy M Gallegos  
0436558083S  
Revenue

Operating and Administrative Expenses

Rec in Batching  
Cores Ogden

MAR 20 2014

G14 9

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
Assets	1	Cash - non-interest-bearing . . . . .	4,000.	2,538.	2,538.
	2	Savings and temporary cash investments . . . . .	4,401,564.	2,057,023.	2,057,023.
	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 page 16 of the 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 . . . . .			
	10	a Investments - U.S. and state government obligations (attach schedule) . . . . .			
		b Investments - corporate stock (attach schedule) . . . . .	STMT 10.	3,899,520.	5,783,505.
		c Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - and buildings, and equipment held . . . . .			
		Less: accumulated depreciation ►			
		(attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .	STMT 11.	35,198,849.	41,278,087.
	14	Land, buildings, and equipment held . . . . .			
		Less: accumulated depreciation ►			
		(attach schedule)			
	15	Other assets (describe ► . . . . .	STMT 12.)	NONE	33,098.
	16	Total assets (to be completed by all filers - see page 17 of the instructions Also, see page 1, item I) . . . . .		43,503,933.	49,154,251.
	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) . . . . .			
Liabilities		Organizations that follow SFAS 117, check here ► and complete lines 24 through 26 and lines 30 and 31.			
Net Assets or Fund Balances	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	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 page 18 of the instructions) . . . . .	43,503,933.	49,154,251.	
	31	Total Liabilities and net assets/fund balances (see page 18 of the instructions) . . . . .	43,503,933.	49,154,251.	
			43,503,933.	49,154,251.	

**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	43,503,933.
2	Enter amount from Part I, line 27a . . . . .	2	5,649,115.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 13	3	1,203.
4	Add lines 1, 2, and 3 . . . . .	4	49,154,251.
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	49,154,251.

**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.)
<b>1a SEE PART IV SCHEDULE</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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					
<b>Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69</b>					
(l) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) . . . . .	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	6,084,420.	
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 pages 13 and 18 of the 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 page 19 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2005	2,118,518.	42,868,121.	0.04941942755
2004	2,033,597.	39,028,449.	0.05210550386
2003	2,056,018.	34,633,472.	0.05936505586
2002	1,910,065.	40,051,082.	0.04769072156
2001	2,032,870.	43,740,990.	0.04647517123

2 Total of line 1, column (d) . . . . .	2	0.25505588006
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	0.05101117601
4 Enter the net value of noncharitable-use assets for 2006 from Part X, line 5 . . . . .	4	51,808,280.
5 Multiply line 4 by line 3 . . . . .	5	2,642,801.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	6	71,076.
7 Add lines 5 and 6 . . . . .	7	2,713,877.
8 Enter qualifying distributions from Part XII, line 4 . . . . .	8	3,353,159.

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 on page 19

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 19 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	Date of ruling letter. _____ (attach copy of ruling letter if necessary - see instructions)	b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	1	71,076.
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	71,076.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				4	NONE
5	Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0- ► 11,091,00	5	71,076.			
6 Credits/Payments						
a	2006 estimated tax payments and 2005 overpayment credited to 2006	6a	35,000.			
b	Exempt foreign organizations-tax withheld at source	6b	NONE			
c	Tax paid with application for extension of time to file (Form 8868)	6c	61,000.			
d	Backup withholding erroneously withheld	6d				
7	Total credits and payments Add lines 6a through 6d	7	96,000.			
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	2,866.			
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	22,058.			
11	Enter the amount of line 10 to be Credited to 2007 estimated tax ► 22,058. Refunded ► 11	11				

**Part VII-A Statements 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?	Yes	No
1a			X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 20 of the instructions for definition)?	Yes	No
1b	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.		
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
1c			X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	(1) On the foundation ► \$ <u>NONE</u>	(2) On foundation managers ► \$ <u>NONE</u>
e	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on foundation managers ► \$ <u>NONE</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	Yes	No
2	If "Yes," attach a detailed description of the activities.		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	Yes	No
3			X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4a		X	
4b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
4b		X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes	No
5	If "Yes," attach the statement required by General Instruction T		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	Yes	No
6	• By language in the governing instrument, or		
6	• 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?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	Yes	No
7		X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 20 of the instructions) ► <b>DELAWARE</b>	Yes	No
8a			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . SEE STATEMENT 14	Yes	No
8b		X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2006 or the taxable year beginning in 2006 (see instructions for Part XIV on page 28)? If "Yes," complete Part XIV	Yes	No
9		X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes	No
10		X	

**Part VII-A Statements Regarding Activities Continued**

11a	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) . . . . .	11a	X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a? . . . . .	11b	N/A
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract? . . . . .	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	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		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here . . . . . and enter the amount of tax-exempt interest received or accrues during the year ► 15	N/A	15

**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? . . . . . (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . (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)? . . . . . (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) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b	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 22 of the instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1c	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 2006? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 2006, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2006? . . . . . If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2b	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 page 22 of the instructions) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3a	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3b	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4a	If "Yes," did it have excess business holdings in 2006 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2006) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4b	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	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 2006? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 23 of the instructions)? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No	5b	X
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	7b	N/A
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .				

## 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 page 23 of the 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 STATEMENT 15		NONE	NONE	NONE
-----				
-----				
-----				
-----				
-----				

## 2 Compensation of five highest-paid employees (other than those included on line 1 - see page 24 of the 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 . . . . .				► NONE

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

**3 Five highest-paid independent contractors for professional services (see page 24 of the instructions). If none, enter "NONE."**

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

**Total number of others receiving over \$50,000 for professional services . . . . . ►** **NONE**

**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

<b>1</b> <u>N/A</u>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)**

Describe the two largest program-related investments made up by the foundation during the tax year on lines 1 and 2

Amount

<b>1</b> <u>N/A</u>	
<b>2</b>	
All other program-related investments. See page 25 of the instructions	
<b>3</b> <u>NONE</u>	
<b>Total. Add lines 1 through 3 . . . . . ►</b>	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 25 of the 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	5,241,346.
b	Average of monthly cash balances	1b	2,260,615.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	45,095,278.
d	Total (add lines 1a, b, and c)	1d	52,597,239.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) SEE STATEMENT 16	1e	2,635,976.
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	52,597,239.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 26 of the instructions)	4	788,959.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	51,808,280.
6	Minimum investment return. Enter 5% of line 5	6	2,590,414.

**Part XI Distributable Amount** (see page 26 of the 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	2,590,414.
2a	Tax on investment income for 2006 from Part VI, line 5	2a	71,076.
b	Income tax for 2006. (This does not include the tax from Part VI.)	2b	29,121.
c	Add lines 2a and 2b	2c	100,197.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,490,217.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,490,217.
6	Deduction from distributable amount (see page 26 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,490,217.

**Part XII Qualifying Distributions** (see page 26 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.	1a	3,353,159.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	NONE
b	Program-related investments - total from Part IX-B	2	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	NONE
3	Amounts set aside for specific charitable projects that satisfy the:	3b	NONE
a	Suitability test (prior IRS approval required)	4	3,353,159.
b	Cash distribution test (attach the required schedule)	5	71,076.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	3,282,083.
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 page 27 of the instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

*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 page 27 of the instructions)

	(a) Corpus	(b) Years prior to 2005	(c) 2005	(d) 2006
1 Distributable amount for 2006 from Part XI, line 7 . . . . .				2,490,217.
2 Undistributed income, if any, as of the end of 2005				
a Enter amount for 2005 only . . . . .			1,448,188.	
b Total for prior years . . . . .		NONE		
3 Excess distributions carryover, if any, to 2006.				
a From 2001 . . . . .				
b From 2002 . . . . .				
c From 2003 . . . . .				
d From 2004 . . . . .				
e From 2005 . . . . .	NONE			
f Total of lines 3a through e . . . . .		NONE		
4 Qualifying distributions for 2006 from Part XII, line 4 ► \$ 3,353,159.				
a Applied to 2005, but not more than line 2a . . . . .			1,448,188.	
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see page 27 of the instructions) . . . . .	NONE			
d Applied to 2006 distributable amount . . . . .				1,904,971.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2006 (If an amount appears in column (d), the same amount must be shown in column (a)) . . . . .	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5 . . . . .		NONE		
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .			NONE	
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 . . . . .			NONE	
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .				
e Undistributed income for 2005 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2006. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2007 . . . . .				585,246.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 28 of the instructions) . . . . .				
8 Excess distributions carryover from 2001 not applied on line 5 or line 7 (see page 28 of the instructions) . . . . .				
9 Excess distributions carryover to 2007. Subtract lines 7 and 8 from line 6a . . . . .		NONE		
10 Analysis of line 9				
a Excess from 2002 . . . . .				
b Excess from 2003 . . . . .				
c Excess from 2004 . . . . .				
d Excess from 2005 . . . . .				
e Excess from 2006 . . . . .	NONE			

**Part XIV Private Operating Foundations (see page 28 of the instructions and Part VII-A, question 9) NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2006, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a	Tax year		Prior 3 years		(e) Total
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	
a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . .					
b 85% of line 2a . . .					
c Qualifying distributions from Part XII line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(ii) . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . .					
(3) Largest amount of support from an exempt organization . . .					
(4) Gross investment income .					

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)****1 Information Regarding Foundation Managers:**

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

**RONALD AND VICTORIA MANN SIMMS**

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**NONE****2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	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
<b>Name and address (home or business)</b>				
<i>a Paid during the year</i>				<b>3,252,523.</b>
SEE ATTACHED SCHEDULE				
<b>Total</b>			► 3a	<b>3,252,523.</b>
<i>b Approved for future payment</i>				
<b>Total</b>			► 3b	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts, unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 29 of the Instructions)
		(a) Business Code	(b) Amount	(c) Exclusion 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		525990	6,301.	14	590,614.	
4 Dividends and interest from securities				14	793,166.	
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	-87,889.	14	424,064.	
8 Gain or (loss) from sales of assets other than inventory		525990	220,378.	18	5,864,042.	
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)			138,790.		7,671,886.	
13 Total Add line 12, columns (b), (d), and (e)				13		7,810,676.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼ Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

NOT APPLICABLE

**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)	X
(2)	Other assets . . . . .	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization . . . . .	1b(2)	X
(3)	Rental of facilities, equipment, or other assets . . . . .	1b(3)	X
(4)	Reimbursement arrangements . . . . .	1b(4)	X
(5)	Loans or loan guarantees . . . . .	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations . . . . .	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . .  Yes  No  
b If "Yes," complete the following schedule.

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

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.

Signature of officer or trustee		7/31/13	President	
		Date	Title	
Preparer's signature			Preparer's SSN or PTIN (See Signature on page 31 of the instructions)	
			Check if self-employed	<input type="checkbox"/>
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code		BN	
	ROTHSTEIN, KASS & COMPANY, P.C. 9171 WILSHIRE BLVD. SUITE 500 BEVERLY HILLS, CA		90210-5591	Phone no 310-273-2770

Form 990-PF (2008)

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

**Schedule of Contributors**

OMB No 1545-0047

**2006**

Supplementary Information for  
 Line 1 of Form 990, 990-EZ, and 990-PF (see Instructions)

**Name of organization**

THE SIMMS/MANN FAMILY FOUNDATION  
 C/O BJJSM CORP.

**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 organization

Form 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)**

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) (2006)

Name of organization **THE SIMMS/MANN FAMILY FOUNDATION**  
C/O BJJSM CORP.

Employer identification number  
**31-1812498**

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<u>MANN FAMILY TRUST</u>  <u>9320 WILSHIRE BLVD., SUITE 300</u>  <u>BEVERLY HILLS, CA 90212</u>	<u>80,124.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<u>THE US LIFE FUND FOR JULIE SIMMS LIEBMAN</u>  <u>9320 WILSHIRE BLVD., SUITE 300</u>  <u>BEVERLY HILLS, CA 90212</u>	<u>500,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	<u>THE US LIFE FUND FOR JOSH SIMMS</u>  <u>9320 WILSHIRE BLVD., SUITE 300</u>  <u>BEVERLY HILLS, CA 90212</u>	<u>500,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	<u>THE US LIFE FUND FOR JULIE SIMMS LIEBMAN</u>  <u>9320 WILSHIRE BLVD., SUITE 300</u>  <u>BEVERLY HILLS, CA 90212</u>	<u>375,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	<u>THE US LIFE FUND FOR JOSH SIMMS</u>  <u>9320 WILSHIRE BLVD., SUITE 300</u>  <u>BEVERLY HILLS, CA 90212</u>	<u>375,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

## FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO INTEREST INCOME FROM PARTNERSHIPS	381. 595,449. 130. 955.	381. 589,148. 130. 955.
NORTHERN TRUST		
IRS		
TOTAL	596,915.	590,614.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHERN TRUST DIVIDEND INCOME FROM PARTNERSHIPS	120,630. 672,536.	120,630. 672,536.
TOTAL	793,166.	793,166.

## FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNRELATED BUSINESS TAXABLE INCOME FLOWNTHROUGH FROM PARTNERSHIPS INVESTMENT INCOME (LOSS) FROM PARTNERSHIPS	-87,889.	
SECURITIES LITIGATION	424,048. 16.	424,048. 16.
TOTALS	336,175.	424,064.

## FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	11,563.			11,563.
TOTALS	11,563.	NONE	NONE	11,563.

## FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING & TAX PREPARATION	6,085.	2,293.	2,293.	2,292.
TOTALS	6,085.	2,293.	NONE	2,292.

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAL FEES	2,556.	2,556.	25,925.
CONSULTING FEES	25,925.		
TOTALS	28,481.	2,556.	25,925.

## FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
<b>INVESTMENT INTEREST EXPENSES</b>		
FROM PARTNERSHIPS	123,398.	123,398.
TOTALS	123,398.	123,398.

## FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAID	52,536.	
FOREIGN TAX FLOWTHROUGH FROM PARTNERSHIPS	26,985.	26,985.
RELATED INTEREST & PENALTIES	491.	
STATE TAX - NET OF REFUNDS	5,492.	
TOTALS	85,504.	26,985.

## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FILING FEES	150.	75.	75.
BANK FEES	228.	114.	114.
MISCELLANEOUS	2,226.	1,113.	1,113.
OTHER INVESTMENT EXPENSES FROM PARTNERSHIPS	420,648.	407,468.	
NONDEDUCTIBLE EXPENSE FROM PARTNERSHIPS	1,063.		
SEMINARS/CONFERENCES	8,455.		8,455.
DUES AND SUBSCRIPTIONS	524.	262.	262.
TRAVEL EXPENSE	48,272.		48,272.
EXPENSES ASSOCIATED WITH GRANT MAKING	2,565.		2,565.
TOTALS	484,131.	409,032.	60,856.

93788J 551R

60

30

STATEMENT 9

## THE SIMMS/MANN FAMILY FOUNDATION

31-1812498

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE STOCKS	5,783,505.	9,076,076.
TOTALS	5,783,505.	9,076,076.

93788J 551R

V06-8.3

31

STATEMENT 10

## THE SIMMS/MANN FAMILY FOUNDATION

31-1812498

## FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PARTNERSHIPS	32,055,577.	31,620,871.
OTHER INVESTMENTS	9,222,510.	18,052,974.
TOTALS	41,278,087.	49,673,845.

93788J 551R

V06-8.3

32

STATEMENT 11

## THE SIMMS/MANN FAMILY FOUNDATION

31-1812498

## FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INCOME TAX RECEIVABLES	33,098.	33,098.
TOTALS	33,098.	33,098.

93788J 551R

V06-8.3

33

STATEMENT 12

## FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
NET ASSETS FROM THE RONALD A. AND VICTORIA MANN SIMMS FOUNDATION MERGED INTO THE SIMMS/MANN FAMILY FOUNDATION EFFECTIVE FEBRUARY 15, 2006	1,203.
TOTAL	1,203.

THE SIMMS/MANN FAMILY FOUNDATION

31-1812498

**FORM 990PF, PART VII-A, LINE 8B - EXPLANATION OF NON-FILING**

=====

FORM 990-PF NOT REQUIRED FOR DELAWARE

STATEMENT 14

93788J 551R

V06-8.3

35

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION
VICTORIA MANN SIMMS 9320 WILSHIRE BOULEVARD, SUITE 300 BEVERLY HILLS, CA 90212	PRESIDENT/DIRECTOR 20.00
RONALD A. SIMMS 9320 WILSHIRE BOULEVARD, SUITE 300 BEVERLY HILLS, CA 90212	TREASURER 5.00
JOSHUA SIMMS 9320 WILSHIRE BOULEVARD, SUITE 300 BEVERLY HILLS, CA 90212	SECRETARY/DIRECTOR 3.00
JULIE SIMMS LIEBMAN 9320 WILSHIRE BOULEVARD, SUITE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.50
GRAND TOTALS	

## FORM 990PF, PART X - REDUCTION CLAIMED FOR BLOCKAGE

DESCRIPTION	AMOUNT
SEE STATEMENT	2,635,976.
TOTAL	2,635,976.

**The Simms/Mann Family Foundation  
31-1812498**  
**AMENDED FORM 990-PF FOR TAX YEAR 2006**  
**OFFSHORE VOLUNTARY DISCLOSURE INITIATIVE—FAQ #18**

**The Simms/ Mann Family Foundation (the Taxpayer) is amending its Form 990-PF, Return of Private Foundation, for tax year ending December 31, 2006 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.<sup>1</sup> As further explained below, such forms were inadvertently not included with the original return filed for such year.**

<b>Name of Transferee</b>	<b>Date of Transfer</b>	<b>FMV on Date of Transfer</b>
<b>PASSPORT INDIA FUND, LTD.</b>	<b>JANUARY 31, 2006</b>	<b>\$1,000,000</b>
<b>GREENFIELD ETHANOL INC.</b>	<b>JANUARY 31, 2006</b>	<b>\$2,017,146</b>

**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, 2006. 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.<sup>2</sup>**

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<sup>1</sup> The Taxpayer is also amending Forms 990-PF for the years ending December 31, 2004, 2005, 2008 and 2009 for the same reason.

<sup>2</sup> 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.

FEDERAL FOOTNOTES

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PART VII-B, QUESTION 1(A) (3)

FACILITIES AND CERTAIN GOODS AND SERVICES ARE PROVIDED BY  
DISQUALIFIED PARTIES WITHOUT CHARGE.

STATEMENT 1

**FEDERAL FOOTNOTES**

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**MERGER**

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ON JANUARY 6, 2006, AN AGREEMENT OF MERGER WAS EXECUTED BY THE RONALD A. AND VICTORIA SIMMS FOUNDATION (THE FIRST FOUNDATION) AND THE SIMMS/MANN FAMILY FOUNDATION (THE SECOND FOUNDATION) WHERE IN THE FIRST FOUNDATION WAS MERGED INTO THE SECOND FOUNDATION EFFECTIVE FEBRUARY 15, 2006. SEE ATTACHED MERGER DOCUMENTS.

**Simma/Mann Family Foundation  
Expenditure Responsibility  
Form 990-PF, Part VII-B, Question 5a-4  
Year Ended 12/31/06**

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<b>Name and Address of Grantee:</b>	The Bravewell Collaborative 1818 Oliver Avenue South Minneapolis, MN 55405
<b>Primary Grantee:</b>	The Bravewell Collaborative
<b>Address:</b>	1818 Oliver Avenue South Minneapolis, MN 55405
<b>Date and Amount of Grant:</b>	January 19, 2006: \$50,000 restricted for The New Medicine Outreach January 30, 2006: \$33,000

**Grant Purpose:** In support of the mission of the The Bravewell Collaborative 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):** \$83,000

**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:**  
Monthly updates  
May 2006 (w/budget information)  
November 2006 (w/ budget information)

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

**The Simms/Mann Family Foundation**  
**Year ended December 31, 2006**

**Part X Line 1e - Reduction claimed for blockage or other factors.**

**Investment in Limited Partnerships**

**1) Description of asset**

**Boston Ventures Limited Partnership V**  
**Boston Ventures Limited Partnership VI**

**2) Securities Percentage owned**

**N/A Not a Security**

**3) FMV before claimed blockage discount**

<b>Boston Ventures Limited Partnership V</b>	<b>1,078,425</b>
<b>Boston Ventures Limited Partnership VI</b>	<b>1,376,599</b>
	<b>2,455,024</b>

**4) Amount of discount claimed**

<b>Boston Ventures Limited Partnership V</b>	<b>485,291</b>
<b>Boston Ventures Limited Partnership VI</b>	<b>619,470</b>
	<b>1,104,761</b>

**5) The investments are limited partnership interests in limited partnerships owning multiple private equity investments. As such, there is limited marketability of the interests and secondary market purchases of these interests are at steep discounts. These discounts reflect the market discounts.**

**Investment in Real Estate**

**1) Description of asset**

**33.33% Member interest in Industry Drive Associates, LLC.**  
**Industry Drive Associates, LLC owns and rents industrial real estate.**

**2) Securities Percentage owned**

**N/A Not a Security**

**3) FMV before claimed blockage discount** **3,257,857**

**4) Amount of discount claimed** **1,531,215**

**5) The investment has been appraised pursuant to IRC Reg. 53.4942(a)-2(c)(4)(iv)(b)**  
**The discount was taken for lack of control and lack of marketability.**

## THE SIMMS/MANN FAMILY FOUNDATION

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Autry National Center of The American West 4700 Western Heritage Way Los Angeles, CA 90027-1462	None Public Charity	Civic	3,500.00
Alternative Living for the Aging 937 North Fairfax Ave. West Hollywood, CA 90046	None Public Charity	Civic	2,000.00
Trustees for Alaska 1026 W 4th Ave, #201 Anchorage, AK 99501	None Public Charity	Civic	75,000.00
El Nido Family Centers 10200 Sepulveda Blvd., Suite 350 Mission Hills, CA 91345	None Public Charity	Civic	55,000.00
Regents UCLA (Jules Stein Institute) 100 Stein Plaza UCLA Los Angeles, CA 90095-7003	None Public Charity	Medical	10,000.00
One Voice 1228 15th Street, Suite C Santa Monica, CA 90404	None Public Charity	Civic	10,000.00
Children's Burn Foundation 5000 Van Nuys Blvd, Suite 300 Sherman Oaks, CA 91403	None Public Charity	Medical	2,500.00
Fulfillment Fund 6100 Wilshire Blvd, Suite 600 Los Angeles, CA 90048	None Public Charity	Civic	100,000.00
Regents UCLA (Doris Duke/UCLA Live) 8100 Royce Hall	None Public Charity	Civic	25,000.00

## THE SIMMS/MANN FAMILY FOUNDATION

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Box 951529 Los Angeles, CA 90095-1529	None Public Charity	Civic	1,005.00
Middle East Forum 7614 Kensington St. Pittsburgh, PA 15221	None Public Charity	Civic	10,000.00
Jewish Federation Council (Venture Fund) 6505 Wilshire Blvd, Suite 1200 Los Angeles, CA 90048	None Public Charity	Civic	2,200.00
Women's Guild Cedars Sinai 8700 Beverly Blvd, Rm 2416 Los Angeles, CA 90048	None Public Charity	Education	10,000.00
The UCLA Foundation (Chancellor's Fund) 405 Hilgard Avenue Los Angeles, CA 90024	None Public Charity	Civic	25,000.00
Middle East Forum 7614 Kensington St. Pittsburgh, PA 15221	None Public Charity	Civic	5,000.00
Step up on Second St Inc (Daniel's Place) 1328 Second Street Santa Monica, CA 90401	None Public Charity	Medical	74,240.00
Regents UCLA (Hematology/Oncology) 10833 Le Conte Ave. 11-934 Factor Los Angeles, CA 90095-1678	None Public Charity	Civic	100,000.00
Geffen Playhouse Inc 10886 Le Conte Ave. Los Angeles, CA 90024			

## THE SIMMS/MANN FAMILY FOUNDATION

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Performing Arts Center (The Blue Ribbon 2006) 135 N Grand Ave Los Angeles, CA 90012	None Public Charity	Civic	<u>2,000.00</u>
Hillel, The Foundation for Jewish Campus Life 800 Eighth Street, NW Washington, DC 20001-3724	None Public Charity	Civic	50,000.00
Cedars-Sinai Medical Center 8700 Beverly Blvd, Room 2416 Los Angeles, CA 90048	None Public Charity	Medical	1,500.00
Vista Del Mar Child and Family Services 1950 Sawtelle Blvd, #288 Los Angeles, CA 90025	None Public Charity	Civic	750.00
Aquatic Foundation of Metropolitan Los Angeles 320 N Larchmont Blvd Los Angeles, CA 90004	None Public Charity	Civic	1,000.00
Beverly Hills Firemen's Relief Fund 427 N. Canon Drive, Suite 108 Beverly Hills, CA 90210	None Public Charity	Civic	1,000.00
The Philanthropy Roundtable 1150 17th Street, NW, Suite 503 Washington, DC 20036	None Public Charity	Civic	500.00
The Friendship Connection Foundation, Inc. 770 Hampton Road Garden City, NY 11530	None Public Charity	Civic	20,000.00
Performing Arts Center (Disney Concert Hall) 135 North Grand Ave Los Angeles, CA 90012	None Public Charity	Civic	20,000.00

## THE SIMMS/MANN FAMILY FOUNDATION

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Juvenile Diabetes Research Foundation Int'l 1111 S. Arroyo Parkway, Suite 400 Pasadena, CA 91105	None Public Charity	Medical	10,000.00
Music Associates of Aspen, Inc 2 Music School Road Aspen, CO 81611	None Public Charity	Civic	25,200.00
Wilshire Boulevard Temple 3663 Wilshire Blvd. Los Angeles, CA 90010	None Public Charity	Religious	2,000.00
Aspen Center for New Medicine P O Box 285 Aspen, CO 81612	None Public Charity	Medical	2,500.00
Zimmer Childrens Museum 6505 Wilshire Blvd., Suite 100 Los Angeles, CA 90048	None Public Charity	Civic	8,000.00
Regents UCLA (SM Family Resource Ctr) 100 UCLA Medical Plaza, Suite 550 Los Angeles, CA 90024	None Public Charity	Medical	500,000.00
Jewish Federation Council of Greater LA 6505 Wilshire Blvd., 11th Floor Los Angeles, CA 90048	None Public Charity	Civic	250,000.00
Beverly Hills Police Officers Benevolent Fund 427 N. Canon Drive, Suite 108 Beverly Hills, CA 90210	None Public Charity	Civic	1,000.00
Venice Family Clinic 604 Rose Avenue Venice, CA 90291	None Public Charity	Medical	500,000.00

## THE SIMMS/MANN FAMILY FOUNDATION

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution Civic	Amount
			25,000.00
Fulfillment Fund 9911 W. Pico Blvd., Suite 1530 Los Angeles, CA 90035	None Public Charity	Education	24,000.00
The UCLA Foundation 11150 Santa Monica Blvd, Suite 450 Los Angeles, CA 90025	None Public Charity	Civic	800.00
Performing Arts Center of LA County 135 N Grand Ave Los Angeles, CA 90012	None Public Charity	Medical	98,000.00
Childrens Hospital of LA 4650 Sunset Blvd, #29 Los Angeles, CA 90027	None Public Charity	Civic	1,100.00
Library Foundation of Los Angeles 630 W 5th St. Los Angeles, CA 90071	None Public Charity	Religious	1,000,000.00
Jewish Federation Council of Greater LA (United Jewish Fund) 6305 Wilshire Blvd. Los Angeles, CA 90048	None Public Charity	Civic	5,000.00
The Aspen Institute Inc 1000 N. Third Street Aspen, Colorado 81611	None Public Charity	Medical	72,888.00
Regents UCLA (Hematology/Oncology) 10833 LeConte Avenue 11-934 Factor Los Angeles, CA 90095-1678	None Public Charity	Civic	840.00
Simon Wiesenthal Center 1399 S Roxbury Drive Los Angeles, CA 90035	None Public Charity		

## THE SIMMS/MANN FAMILY FOUNDATION

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
The UCLA Foundation (ECPHP Fund 9543 405 Hilgard Avenue Los Angeles, CA 90024	None Public Charity	Medical	1,000.00
Philanthropic Collaborative (Bravewell) 1818 Oliver Avenue South Minneapolis, MN 55405	None Private Operating Foundation	Medical	50,000.00
Philanthropic Collaborative (Bravewell) 1818 Oliver Avenue South Minneapolis, MN 55405	None Private Operating Foundation	Medical	33,000.00
City of Hope National Medical Center 1055 Wshire Blvd Los Angeles, CA 90017	None Public Charity	Medical	5,000.00
St. John's Hospital & Health Center Foundation 1328 22nd Street Santa Monica, CA 90404	None Public Charity	Medical	20,000.00
Holistic & Integrative Medicine Resources PO Box 1272 La Jolla, California	None Individual	Medical	10,000.00
		Total	<u>3252,523.00</u>

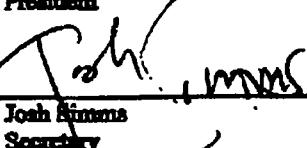
**OFFICERS' CERTIFICATE OF APPROVAL OF  
AGREEMENT OF MERGER**

Victoria Mann Simms and Josh Simms certify that:

1. They are the president and the secretary, respectively, of The Simms/Mann Family Foundation, a Delaware non-stock corporation (the "Corporation").
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the required vote of the members of the Corporation.
3. There is only one class of members and the total number of members of the Corporation entitled to vote on the merger is 1.
4. No other approvals are required.
5. The Attorney General of the State of California has been given notice of the merger.

IN WITNESS WHEREOF, the undersigned have executed this certificate on January 6, 2006.

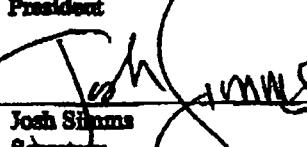
By:   
Victoria Mann Simms  
President

By:   
Josh Simms  
Secretary

We further declare this under penalty of perjury under the laws of the State of California, that the matters set forth in this certificate are true and correct of our own knowledge.

January 6, 2006

By:   
Victoria Mann Simms  
President

By:   
Josh Simms  
Secretary

## AGREEMENT OF MERGER

Agreement of Merger made January 6, 2006 between and among The Ronald A. and Victoria Mann Simms Foundation, a California nonprofit public benefit corporation (the "First Foundation") and The Simms/Mann Family Foundation, a Delaware corporation (the "Second Foundation"),

WHEREAS, the First Foundation is a California nonprofit public benefit corporation that has been recognized as a tax-exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and has been classified as a private foundation described in Section 509(a) of the Code; and

WHEREAS, the Second Foundation is a Delaware corporation that has been recognized as a tax-exempt organization described in Section 501(c)(3) of the Code, and has been classified as a private foundation described in Section 509(a) of the Code;

WHEREAS, the Boards of Directors of the First Foundation and the Board of Directors and sole member of the Second Foundation, respectively, deem it advisable and generally to the advantage and welfare of the two foundations that the First Foundation merge with and into the Second Foundation under and pursuant to the provisions of the Nonprofit Public Benefit Corporation Law of the State of California and of the General Corporation Law of the State of Delaware.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. **Merger.** The First Foundation shall be merged with and into the Second Foundation, at the Effective Time. The Merger shall have the effects set forth in the applicable provisions of the Delaware General Corporation Law.

2. **Effective Time.** This Agreement of Merger shall become effective at February 15, 2006 (the "Effective Time"), provided that the laws of the States of Delaware and California shall have been complied with on or prior to the Effective Time.

3. **Surviving Corporation.** The Second Foundation shall survive the Merger herein contemplated, and shall continue to be governed by the laws of Delaware, but the separate corporate existence of the First Foundation shall cease forthwith at the Effective Time.

4. **Certificate of Incorporation.** The Certificate of Incorporation of the Second Foundation as it exists at the Effective Time shall be the Certificate of Incorporation of the Second Foundation following the Effective Time, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

5. **Bylaws.** The Bylaws of the Second Foundation as they exist at the Effective Time shall be the Bylaws of the Second Foundation following the Effective Time, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

6. **Board of Directors and Officers.** The members of the Board of Directors and the officers of the Second Foundation, immediately after the Effective Time of the Merger, shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Second Foundation immediately prior to the Effective Time of the Merger, and such persons

shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their successors are elected and qualified.

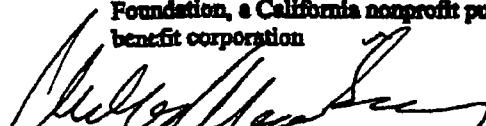
7. Further Assurance of Title. If at any time the Second Foundation shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Second Foundation any right, title, or interest of the First Foundation held immediately prior to the Effective Time, the First Foundation and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the Second Foundation as shall be necessary to carry out the purposes of this Agreement of Merger and its proper officers and directors hereof are fully authorized to take any and all such action in the name of the First Foundation or otherwise.

8. Rights and Liabilities of the Second Foundation. At and after the Effective Time of the Merger, the Second Foundation shall succeed to and possess, without further act or deed, all of the rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal and mixed, of each of the parties hereto; all debts, liabilities, and duties of the respective parties hereto shall attach to the Second Foundation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the Second Foundation shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

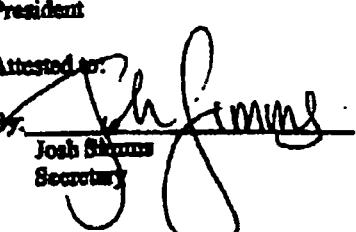
9. Termination. This Agreement of Merger may be terminated or abandoned by action of the Board of Directors of either the First Foundation or the Second Foundation at any time prior to the Effective Time.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Agreement of Merger to be executed by its President and attested by its Secretary as of the 6th day of January, 2006.

By: The Ronald A. and Victoria Mann Simms Foundation, a California nonprofit public benefit corporation

  
Victoria Mann Simms  
President

Attested to:

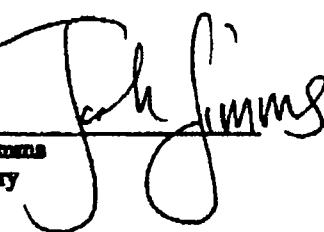
  
By: Josh Simms  
Josh Simms  
Secretary

LA5991423107-3.074159.0010

By: The Simms/Mann Family Foundation, a Delaware corporation

  
Victoria Mann Simms  
President

Attested to:

  
By: Josh Simms  
Josh Simms  
Secretary

**SCHEDULE D**  
(Form 1041)

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

OMB No. 1545-0092

**2006**

► Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

Name of estate or trust

THE SIMMS/MANN FAMILY FOUNDATION  
C/O BJJSM CORP.

Employer identification number

31-1812498

Note: Form 5227 filers need to complete only Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 35)	(f) Gain or (Loss) for the entire year (col. (d) less col. (e))
1	SEE STATEMENT 1			1,983,026.	1,517,587.	465,439.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2005 Capital Loss Carryover Worksheet					4 ( )
5	Net short-term gain or (loss). Combine lines 1 through 4 in column (f). Enter here and on line 13, column (3) below					5 465,439.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

	(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 35)	(f) Gain or (Loss) for the entire year (col. (d) less col. (e))
6	SEE STATEMENT 2			7,932,107.	2,313,126.	5,618,981.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9	Capital gain distributions					9
10	Gain from Form 4797, Part I					10
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2005 Capital Loss Carryover Worksheet					11 ( )
12	Net long-term gain or (loss). Combine lines 6 through 11 in column (f). Enter here and on line 14a, column (3) below					12 5,618,981.

**Part III Summary of Parts I and II**

Caution: Read the instructions before completing this part.

	(1) Beneficiaries' (see page 36)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		465,439.
14 Net long-term gain or (loss):	14a		5,618,981.
a Total for year	14b		
b Unrecaptured section 1250 gain (see line 18 of the worksheet on page 36)	14c		
c 28% rate gain	15		6,084,420.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4. If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2006

**Part IV Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4, the smaller of  
 a The loss on line 15, column (3) or  
 b \$3,000 . . . . .

16 ( )

If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22, is a loss, complete the **Capital Loss Carryover Worksheet** on page 39 of the instructions to determine your capital loss carryover

**Part V Tax Computation Using Maximum Capital Gains Rates** (Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22 is more than zero.)

Note: If line 14b, column (2) or line 14c, column (2) is more than zero, complete the worksheet on page 38 of the instructions and skip Part V. Otherwise, go to line 17

17 Enter taxable income from Form 1041, line 22 . . . . .	17	
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	18	
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) . . . . .	19	
20 Add lines 18 and 19 . . . . .	20	
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . . ►	21	
22 Subtract line 21 from line 20 If zero or less, enter -0- . . . . .	22	
23 Subtract line 22 from line 17 If zero or less, enter -0- . . . . .	23	
24 Enter the smaller of the amount on line 17 or \$2,050 . . . . .	24	
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 through 27; go to line 28 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23 . . . . .	25	
26 Subtract line 25 from line 24 . . . . .	26	
27 Multiply line 26 by 5% (.05) . . . . .	27	
28 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 28 through 31, go to line 32 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .	28	
29 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	29	
30 Subtract line 28 from line 28 . . . . .	30	
31 Multiply line 30 by 15% (15) . . . . .	31	
32 Figure the tax on the amount on line 23 Use the 2006 Tax Rate Schedule on page 23 of the instructions . . . . .	32	
33 Add lines 27, 31, and 32 . . . . .	33	
34 Figure the tax on the amount on line 17 Use the 2006 Tax Rate Schedule on page 23 of the instructions . . . . .	34	
35 Tax on all taxable income. Enter the smaller of line 33 or line 34 here and on line 1a of Schedule G, Form 1041 . . . . .	35	

Schedule D (Form 1041) 2006

**THE SIMMS/MANN FAMILY FOUNDATION  
Schedule D Detail of Short-term Capital Gains and Losses**

31-1812498

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
<b>CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES</b>					
<b>SHORT TERM CAPITAL LOSSES FROM PARTNERSHIPS</b>					
NORTHERN TRUST	VARIOUS	VARIOUS	560,462.		560,462.
PASSPORT INDIA FUND	VARIOUS	VARIOUS	430,513.	517,587.	-87,074.
	VARIOUS	06/29/2006	992,051.	1,000,000.	-7,949.
<b>TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES</b>					
			1,983,026.	1,517,587.	465,439.
<b>TOTAL</b>					
			1,983,026.	1,517,587.	465,439.

JSA  
0F0971 2 000

93788J 551R

v06-8.3

3  
4

STATEMENT 1

THE SIMMS/MANN FAMILY FOUNDATION  
Schedule D Detail of Long-term Capital Gains and Losses

31-1812498

1/2A  
808702000

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v06-8.3

44

STATEMENT 2