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OVDI - FAQ#18\*

0812

Form **990-PF**

**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2008**

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.

For calendar year 2008, or tax year beginning 2008, and ending 20

G Check all that apply Initial return Final return ☒ Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation **THE SIMMS/MANN FAMILY FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**9320 WILSHIRE BLVD. 300**

City or town, state, and ZIP code  
**BEVERLY HILLS, CA 90212**

A Employer identification number  
**31-1812498**

B Telephone number (see page 10 of the instructions)  
**(310) 275-1395**

C If exemption application is pending, check here ☐

D 1 Foreign organizations check here ☐  
2 Foreign organizations meeting the 85% test check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 58,981,667.**

J Accounting method: ☐ Cash ☒ Accrual  
☐ Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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) |
|---|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue   | 1 Contributions, gifts, grants, etc. received (attach schedule). Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. | 5,077,618.                         |                           |                         |   |
|   | 2 Interest on savings and temporary cash investments  | 701,855.                           | 695,118.                  |                         | STMT 1  |
|   | 3 Dividends and interest from securities  | 541,740.                           | 541,740.                  |                         | STMT 2  |
|   | 4 Gross rents   |                                    |                           |                         |   |
|   | 5 Net rental income or (loss)   |                                    |                           |                         |   |
|   | 6a Net gain or (loss) from sale of assets not on line 10  | -664,316.                          |                           |                         |   |
|   | 6b Gross sales price for all assets on line 6a  | 7,325,801.                         |                           |                         |   |
|   | 7 Capital gain net income (from Part IV, line 2)  |                                    | 1,794,219.                |                         |   |
|   | 8 Net short-term capital gain   |                                    |                           |                         |   |
|   | 9 Income modifications  |                                    |                           |                         |   |
|   | 10a Gross sales less returns and allowances   |                                    |                           |                         |   |
|   | 10b Less Cost of goods sold   |                                    |                           |                         |   |
| Operating and Administrative Expenses   | 11 Other income (attach schedule)   | 518,089.                           | 504,296.                  |                         | STMT 3  |
|   | 12 Total. Add lines 1 through 11  | 6,174,986.                         | 3,535,373.                |                         |   |
|   | 13 Compensation of officers, directors, trustees, etc.  |                                    |                           |                         |   |
|   | 14 Other employee salaries and wages  | 25,903.                            |                           |                         | 25,903.   |
|   | 15 Pension plans, employee benefits   | 2,153.                             |                           |                         | 2,153.  |
|   | 16a Legal fees (attach schedule)  | 56,076.                            |                           |                         | 56,076.   |
|   | 16b Accounting fees (attach schedule)   | 35,125.                            | 4,558.                    |                         | 29,068.   |
|   | 16c Other professional fees (attach schedule)   | 96,909.                            |                           |                         | 96,909.   |
|   | 17 Interest   | 96,167.                            | 96,167.                   |                         |   |
|   | 18 Taxes (attach schedule) (see page 14 of the instructions)  | 37,067.                            | 13,125.                   |                         | 2,227.  |
|   | 19 Depreciation (attach schedule) and depletion   |                                    |                           |                         |   |
|   | 20 Occupancy  |                                    |                           |                         |   |
|   | 21 Travel, conferences, and meetings  |                                    |                           |                         |   |
|   | 22 Printing and publications  |                                    |                           |                         |   |
|   | 23 Other expenses (attach schedule)   | 627,930.                           | 477,201.                  |                         | 150,729.  |
|   | 24 Total operating and administrative expenses. Add lines 13 through 23   | 977,330.                           | 591,051.                  |                         | 363,065.  |
|   | 25 Contributions, gifts, grants paid  | 2,194,230.                         |                           |                         | 2,419,230.  |
|   | 26 Total expenses and disbursements. Add lines 24 and 25  | 3,171,560.                         | 591,051.                  |                         | 2,782,295.  |
|   | 27 Subtract line 26 from line 12  |                                    |                           |                         |   |
|   | a Excess of revenue over expenses and disbursements   | 3,003,426.                         |                           |                         |   |
|   | b Net investment income (if negative, enter -0-)  |                                    | 2,944,322.                |                         |   |
|   |   |                                    |                           | -0-                     |   |

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the Instructions. \*\* STMT 6

Form 990-PF (2008)

JSA

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**\*SEE STATEMENT 17**

6

G14 8

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NO STATUTE ISSUE  
Kathy M Gallegos  
0436558083

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| Part II Balance Sheets   |  | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)                     |   |             |             |
|--|--|--|---|-------------|-------------|
|  |  | Beginning of year<br>(a) Book Value  | End of year<br>(b) Book Value (c) Fair Market Value |             |             |
| Assets   | 1  | Cash - non-interest-bearing  |   |             |             |
|  | 2  | Savings and temporary cash investments   | 1,056,258.  | 5,400,261.  | 5,400,261.  |
|  | 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 15 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 9.  | 7,789,044.  | 4,546,080.  | 4,546,080.  |
|  |  | c Investments - corporate bonds (attach schedule)  | 5,252.  | NONE        |             |
|  | Liabilities  | 11   | Investments - land, buildings, and equipment: basis |             |             |
|  |  | Less: accumulated depreciation (attach schedule)   |   |             |             |
| 12   |  | Investments - mortgage loans   |   |             |             |
| 13   |  | Investments - other (attach schedule) STMT 10.   | 52,843,644.   | 32,986,107. | 32,986,107. |
| 14   |  | Land, buildings, and equipment: basis  |   |             |             |
|  |  | Less: accumulated depreciation (attach schedule)   |   |             |             |
| 15   |  | Other assets (describe STMT 11)  | 10,877,434.   | 16,049,219. | 16,049,219. |
| 16   |  | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item f)  | 72,571,632.   | 58,981,667. | 58,981,667. |
| 17   |  | Accounts payable and accrued expenses  | 2,913.  | 27,000.     |             |
| 18   |  | Grants payable   | 625,000.  | 400,000.    |             |
| Net Assets or Fund Balances  | 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)   | 124,000.  | NONE        |             |
|  | 23   | Total liabilities (add lines 17 through 22)  | 751,913.  | 427,000.    |             |
| Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | 24   | Unrestricted   | 71,819,719.   | 58,554,667. |             |
|  | 25   | Temporarily restricted   |   |             |             |
|  | 26   | Permanently restricted   |   |             |             |
|  | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input 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 17 of the instructions)  | 71,819,719.   | 58,554,667. |             |
|  | 31   | Total liabilities and net assets/fund balances (see page 17 of the instructions)   | 72,571,632.   | 58,981,667. |             |

## 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 | 71,819,719. |
| 2 | Enter amount from Part I, line 27a   | 2 | 3,003,426.  |
| 3 | Other increases not included in line 2 (itemize)   | 3 |             |
| 4 | Add lines 1, 2, and 3  | 4 | 74,823,145. |
| 5 | Decreases not included in line 2 (itemize) SEE STATEMENT 12  | 5 | 16,268,478. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  | 6 | 58,554,667. |

**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,<br>2-story brick warehouse or common stock, 200 shs MLC Co)   |  |   | (b) How<br>acquired<br>P-Purchase<br>D-Donation   | (c) Date<br>acquired<br>(mo. day, yr.) | (d) Date sold<br>(mo. day, yr.) |
|--|--|---|---|--|---------------------------------|
| <b>1a SEE PART IV SCHEDULE</b>   |  |   |   |  |                                 |
| b  |  |   |   |  |                                 |
| c  |  |   |   |  |                                 |
| d  |  |   |   |  |                                 |
| e  |  |   |   |  |                                 |
| (e) Gross sales price  | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(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>   |  |   | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |  |                                 |
| (i) F M V as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any |   |  |                                 |
| a  |  |   |   |  |                                 |
| b  |  |   |   |  |                                 |
| c  |  |   |   |  |                                 |
| d  |  |   |   |  |                                 |
| e  |  |   |   |  |                                 |
| 2 Capital gain net income or (net capital loss) . . . . .  |  |   | 2   | 1,794,219.                             |                                 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)<br>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 18 of the instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)  | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |             |
|---|--|--|---|-------------|
| 2007  | 3,814,632.                               | 64,636,710.                                  | 0.059016  |             |
| 2006  | 3,282,083.                               | 51,808,280.                                  | 0.063351  |             |
| 2005  | 2,118,518.                               | 42,868,121.                                  | 0.049419  |             |
| 2004  | 2,033,597.                               | 39,028,449.                                  | 0.052106  |             |
| 2003  | 2,056,018.                               | 34,633,472.                                  | 0.059365  |             |
| 2 Total of line 1, column (d) . . . . .   |  |  | 2   | 0.283257    |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years . . . . .   |  |  | 3   | 0.056651    |
| 4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 . . . . .  |  |  | 4   | 70,588,167. |
| 5 Multiply line 4 by line 3 . . . . .   |  |  | 5   | 3,998,890.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .  |  |  | 6   | 29,443.     |
| 7 Add lines 5 and 6 . . . . .   |  |  | 7   | 4,028,333.  |
| 8 Enter qualifying distributions from Part XII, line 4 . . . . .<br>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<br>the Part VI instructions on page 18 |  |  | 8   | 2,762,295.  |

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

|    |  |    |          |
|----|--|----|----------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <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 type="checkbox"/> and enter 1% of Part I line 27b | 1  | 58,886.  |
| c  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                         |    |          |
| 2  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                      | 2  |          |
| 3  | Add lines 1 and 2  | 3  | 58,886.  |
| 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- <u>\$27,855.00</u>                                     | 5  | 58,886.  |
| 6  | Credits/Payments.  |    |          |
| a  | 2008 estimated tax payments and 2007 overpayment credited to 2008  | 6a | 68,000.  |
| b  | Exempt foreign organizations-tax withheld at source  | 6b | NONE     |
| c  | Tax paid with application for extension of time to file (Form 8868)  | 6c | 45,000.  |
| d  | Backup withholding erroneously withheld  | 6d |          |
| 7  | Total credits and payments. Add lines 6a through 6d  | 7  | 113,000. |
| 8  | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                              | 8  |          |
| 9  | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed  | 9  |          |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid  | 10 | 54,114.  |
| 11 | Enter the amount of line 10 to be credited to 2009 estimated tax <u>35,000.</u> Refunded   | 11 | 19,114.  |

**Part VII-A Statements Regarding Activities**

|  | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?  |     | X  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?   |     | X  |
| If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities   |     |    |
| 1c Did the foundation file Form 1120-POL for this year?  |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.<br>(1) On the foundation <u>\$ NONE</u> (2) On foundation managers <u>\$ NONE</u>   |     |    |
| e Enter the reimbursement (if any) paid by the foundation 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?  |     | X  |
| 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   |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?   | X   |    |
| 4b If "Yes," has it filed a tax return on Form 990-T for this year?  | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?   |     | X  |
| 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:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV   | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <u>CA, DE</u>   |     |    |
| 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 13   |     | 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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV  |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  |     | X  |

**Part VII-A Statements Regarding Activities (continued)**

|   |   |     |                            |   |
|---|---|-----|----------------------------|---|
| 11  | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions) . . . . . | 11  |                            | X |
| 12  | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .   | 12  |                            | X |
| 13  | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .   | 13  | X                          |   |
| Website address ▶ <u>N/A</u>  |   |     |                            |   |
| 14  | The books are in care of ▶ <u>SIMMS, INC.</u> Telephone no ▶ <u>310-275-1395</u>  |     |                            |   |
| Located at ▶ <u>9320 WILSHIRE BLVD., SUITE 300 BEVERLY HILLS, CA</u> ZIP + 4 ▶ <u>90212</u>           |   |     |                            |   |
| 15  | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .   | N/A | ▶ <input type="checkbox"/> |   |
| and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <u>15</u> |   |     |                            |   |

**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? . . . . .  | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .  | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .  | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No            |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .  | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> 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)? . . . . .   | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .  | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> 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)? . . . . .   | 1b                                      | X                                      |
| Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>   |   |  |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? . . . . .   | 1c                                      | X                                      |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):  |   |  |
| a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? . . . . .   | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| If "Yes," list the years ▶ _____  |   |  |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) . . . . .   | 2b                                      | N/A                                    |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____   |   |  |
| 3a 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 |
| b If "Yes," did it have excess business holdings in 2008 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 2008.) . . . . . | 3b                                      | N/A                                    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .  | 4a                                      | X                                      |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008? . . . . .   | 4b                                      | X                                      |

Form 990-PF (2008)

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

**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here. ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

If you answered "Yes" to 6b, also file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** ☒ N/A

**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 22 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 14     |   | NONE                                      | NONE  | NONE                                  |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 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**

Form 990-PF (2008)

**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 23 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 |
|---|---------------------|------------------|
| NONE  |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |

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 |
|-------|----------|
| 1 N/A |          |
| 2     |          |
| 3     |          |
| 4     |          |

**Part IX-B** Summary of Program-Related Investments (see page 23 of the instructions)

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

|   | Amount |
|---|--------|
| 1 N/A   |        |
| 2   |        |
| All other program-related investments. See page 24 of the instructions. |        |
| 3 NONE  |        |
| Total. Add lines 1 through 3 . . . . .                                  |        |

Form 990-PF (2008)



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

|          |  |           |             |
|----------|--|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes                 |           |             |
| <b>a</b> | Average monthly fair market value of securities  | <b>1a</b> | 4,746,244.  |
| <b>b</b> | Average of monthly cash balances   | <b>1b</b> | 4,023,046.  |
| <b>c</b> | Fair market value of all other assets (see page 24 of the instructions)  | <b>1c</b> | 62,893,824. |
| <b>d</b> | Total (add lines 1a, b, and c)   | <b>1d</b> | 71,663,114. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) SEE STATEMENT 15 | <b>1e</b> | 1,613,851.  |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets   | <b>2</b>  | NONE        |
| <b>3</b> | Subtract line 2 from line 1d   | <b>3</b>  | 71,663,114. |
| <b>4</b> | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)   | <b>4</b>  | 1,074,947.  |
| <b>5</b> | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                        | <b>5</b>  | 70,588,167. |
| <b>6</b> | Minimum investment return. Enter 5% of line 5  | <b>6</b>  | 3,529,408.  |

**Part XI Distributable Amount** (see page 25 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.)

|           |  |           |            |
|-----------|--|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6  | <b>1</b>  | 3,529,408. |
| <b>2a</b> | Tax on investment income for 2008 from Part VI, line 5   | <b>2a</b> | 58,886.    |
| <b>b</b>  | Income tax for 2008 (This does not include the tax from Part VI)                                 | <b>2b</b> | 27,255.    |
| <b>c</b>  | Add lines 2a and 2b  | <b>2c</b> | 86,141.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                            | <b>3</b>  | 3,443,267. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions  | <b>4</b>  |            |
| <b>5</b>  | Add lines 3 and 4  | <b>5</b>  | 3,443,267. |
| <b>6</b>  | Deduction from distributable amount (see page 25 of the instructions)                            | <b>6</b>  |            |
| <b>7</b>  | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | <b>7</b>  | 3,443,267. |

**Part XII Qualifying Distributions** (see page 25 of the instructions)

|          |  |           |            |
|----------|--|-----------|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes  |           |            |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26  | <b>1a</b> | 2,762,295. |
| <b>b</b> | Program-related investments - total from Part IX-B   | <b>1b</b> | NONE       |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  | <b>2</b>  | NONE       |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:   |           |            |
| <b>a</b> | Suitability test (prior IRS approval required)   | <b>3a</b> | NONE       |
| <b>b</b> | Cash distribution test (attach the required schedule)  | <b>3b</b> | NONE       |
| <b>4</b> | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4   | <b>4</b>  | 2,762,295. |
| <b>5</b> | 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 26 of the instructions) | <b>5</b>  | N/A        |
| <b>6</b> | Adjusted qualifying distributions. Subtract line 5 from line 4   | <b>6</b>  | 2,762,295. |

**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 26 of the instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2007 | (c)<br>2007 | (d)<br>2008 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2008 from Part XI, line 7   |               |                            |             | 3,443,267.  |
| 2 Undistributed income, if any, as of the end of 2007  |               |                            |             |             |
| a Enter amount for 2007 only   |               |                            |             |             |
| b Total for prior years 20____, 20____, 20____   |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2008  |               |                            |             |             |
| a From 2003  |               |                            |             |             |
| b From 2004  |               |                            |             |             |
| c From 2005  |               |                            |             |             |
| d From 2006  |               |                            |             | NONE        |
| e From 2007  |               |                            |             | 111,438.    |
| f Total of lines 3a through e  | 111,438.      |                            |             |             |
| 4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$   |               |                            |             | 2,762,295.  |
| a Applied to 2007, but not more than line 2a   |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)   |               |                            |             |             |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions)   |               |                            |             |             |
| d Applied to 2008 distributable amount   |               |                            |             | 2,762,295.  |
| e Remaining amount distributed out of corpus   |               |                            |             | NONE        |
| 5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))   | 111,438.      |                            |             | 111,438.    |
| 6 Enter the net total of each column as indicated below:   |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e. Subtract line 5   |               |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b  |               |                            |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               |                            |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions  |               |                            |             |             |
| e Undistributed income for 2007 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions  |               |                            |             |             |
| f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009  |               |                            |             | 569,534.    |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)                   |               |                            |             |             |
| 8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)   |               |                            |             |             |
| 9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a  |               |                            |             |             |
| 10 Analysis of line 9  |               |                            |             |             |
| a Excess from 2004   |               |                            |             |             |
| b Excess from 2005   |               |                            |             |             |
| c Excess from 2006   |               |                            |             |             |
| d Excess from 2007   |               |                            |             |             |
| e Excess from 2008   |               |                            |             |             |

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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)

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

- b 65% of line 2a . . . . .

- c Qualifying distributions from Part XII, line 4 for each year listed . . . . .

- d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .

- e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .

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

- a "Assets" alternative test - enter:

- (1) Value of all assets . . . . .

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .

- b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 5 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)(ii) . . . . .

- (3) Largest amount of support from an exempt organization . . . . .

- (4) Gross investment income . . . . .

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 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<br>Name and address (home or business)         | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|--|--|--------------------------------------|-------------------------------------|------------|
| <b>a Paid during the year</b><br>SEE ATTACHED SCHEDULE   |  |                                      |                                     | 2,419,230. |
| <b>Total</b> .....                                       |  |                                      | ▶ <b>3a</b>                         | 2,419,230. |
| <b>b Approved for future payment</b><br>SEE STATEMENT 16 |  |                                      |                                     |            |
| <b>Total</b> .....                                       |  |                                      | ▶ <b>3b</b>                         | 100,000.   |



**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 |       |    |

[illegible]

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

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

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: [Signature] Date: 7/31/13 Title: President

Preparer's signature: [Signature] Date: 7/31/13 Check if self-employed: ☐ Preparer's identifying number (See Signature on page 30 of the instructions):                     

Firm's name (or yours if self-employed), address, and ZIP code: ROTHSTEIN, KASS & COMPANY, P.C.  
9171 WILSHIRE BLVD. 5TH FLOOR  
BEVERLY HILLS, CA 90210-5591 EIN: 310-273-2770

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                       |                                | Description  |                    |                           |                               | Date acquired            | Date sold  |
|--|--------------------------------|--|--------------------|---------------------------|-------------------------------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis                                  | FMV as of 12/31/89 | Adj. basis as of 12/31/89 | Excess of FMV over adj. basis | Gain or (loss)           |            |
| 71,216.                                |                                | AGENSYS, INC 62,500 SHS<br>PROPERTY TYPE: SECURITIES |                    |                           |                               | 01/13/1997<br>71,216.    | 12/18/2008 |
| 3,000,000.                             |                                | OMEGA OVERSEAS PTRSHP 3759 SHS<br>775,032.           |                    |                           |                               | 02/01/1995<br>2,224,968. | 01/10/2008 |
| 782,301.                               |                                | THE RAPTOR GLOBAL FUND 782 SHS<br>843,232.           |                    |                           |                               | 04/01/2005<br>-60,931.   | 12/31/2008 |
| 3,472,284.                             |                                | CAP GAINS FROM BRANDES INT'L<br>6,101,850.           |                    |                           |                               | VAR<br>-2629566.         | VAR        |
|  |                                | DISALLOWED LOSSES- RECOG IN 09                       |                    |                           |                               | VAR<br>2,629,566.        | VAR        |
|  |                                | CAP GAINS FROM PARTNERSHIP L/T<br>229,055.           |                    |                           |                               | VAR<br>-229,055.         | VAR        |
|  |                                | CAP GAINS FOM PARTERNSHIP S/T<br>211,979.            |                    |                           |                               | VAR<br>-211,979.         | VAR        |
| TOTAL GAIN(LOSS) .....                 |                                |  |                    |                           |                               | 1,794,219.               |            |

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

**2008**

Name of the organization

THE SIMMS/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 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 (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. 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 answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their 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 Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)





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

| DESCRIPTION                       | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-----------------------------------|---|-----------------------------|
| OTHER INTEREST                    | 347.                                    | 347.                        |
| INTEREST INCOME FROM PARTNERSHIPS | 694,771.                                | 694,771.                    |
| JP MORGAN - TAX-EXEMPT INTEREST   | 6,737.                                  |                             |
| TOTAL                             | 701,855.                                | 695,118.                    |

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

| DESCRIPTION                       | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-----------------------------------|---|-----------------------------|
| JP MORGAN                         | 85,029.                                 | 85,029.                     |
| DIVIDEND INCOME FROM PARTNERSHIPS | 456,711.                                | 456,711.                    |
| TOTAL                             | 541,740.                                | 541,740.                    |

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|--|---|-----------------------------|
| -----                                    | -----                                   | -----                       |
| UNRELATED BUSINESS TAXABLE INCOME        |   |                             |
| FLOWTHROUGH FROM PARTNERSHIPS            | -56,709.                                |                             |
| INVESTMENT INCOME/LOSS FROM PARTNERSHIPS | -109,189.                               | -109,189.                   |
| INTEREST ON NOTES RECEIVABLE             | 610,574.                                | 610,575.                    |
| SECURITIES LITIGATION                    | 4,810.                                  | 4,810.                      |
| FOREIGN EXCHANGE LOSS                    | -1,900.                                 | -1,900.                     |
| FEDERAL TAX REFUND                       | 54,458.                                 |                             |
| STATE TAX REFUND                         | 16,045.                                 |                             |
|  | -----                                   | -----                       |
| TOTALS                                   | 518,089.                                | 504,296.                    |
|  | =====                                   | =====                       |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION     | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS |  |
|-----------------|---|--|
|                 |   |  |
| CONSULTING FEES | 96,909.                                 |  |
| TOTALS          | 96,909.                                 |  |

| CHARITABLE<br>PURPOSES |         |
|------------------------|---------|
|                        |         |
|                        | 96,909. |
|                        | 96,909. |

FORM 990PF, PART I - INTEREST EXPENSE

| DESCRIPTION                 | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-----------------------------|---|-----------------------------|
| -----                       | -----                                   | -----                       |
| INVESTMENT INTEREST EXPENSE | 96,167.                                 | 96,167.                     |
| FROM PARTNERSHIPS           | -----                                   | -----                       |
| TOTALS                      | 96,167.                                 | 96,167.                     |
|                             | =====                                   | =====                       |

FORM 990PF, PART I - TAXES

| DESCRIPTION                                  | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|--|---|-----------------------------|------------------------|
| FEDERAL TAX                                  | 19,130.                                 |                             |                        |
| FOREIGN TAX FLOWTHROUGH FROM<br>PARTNERSHIPS | 13,125.                                 | 13,125.                     |                        |
| RELATED INTEREST & PENALTIES                 | 200.                                    |                             |                        |
| STATE TAX                                    | 2,385.                                  |                             |                        |
| PAYROLL TAXES                                | 2,227.                                  |                             | 2,227.                 |
| TOTALS                                       | 37,067.                                 | 13,125.                     | 2,227.                 |

## FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION                    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|--------------------------------|---|-----------------------------|------------------------|
| -----                          | -----                                   | -----                       | -----                  |
| FILING FEES                    | 525.                                    |                             | 525.                   |
| MEMBERSHIP FEES                | 110.                                    |                             | 110.                   |
| BANK FEES                      | 15.                                     | 8.                          | 7.                     |
| MISCELLANEOUS                  | 29.                                     | 15.                         | 14.                    |
| PUBLICATIONS                   | 583.                                    |                             | 583.                   |
| SEMINARS/CONFERENCES           | 38,301.                                 | 7,500.                      | 30,801.                |
| DUES AND SUBSCRIPTIONS         | 990.                                    | 495.                        | 495.                   |
| SITE VISITS                    | 110,149.                                |                             | 110,149.               |
| EXPENSES ASSOCIATED WITH       |   |                             |                        |
| GRANT MAKING                   | 6,091.                                  |                             | 6,091.                 |
| OTHER INV EXP FROM PARTNERSHIP | 469,183.                                | 469,183.                    |                        |
| INSURANCE EXPENSE              | 1,212.                                  |                             | 1,212.                 |
| PAYROLL SERVICES               | 742.                                    |                             | 742.                   |
|                                | -----                                   | -----                       | -----                  |
| TOTALS                         | 627,930.                                | 477,201.                    | 150,729.               |
|                                | =====                                   | =====                       | =====                  |



THE SIMMS/MAHN FAMILY FOUNDATION

31-1812498

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS, GRANTS PAID

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

| RECIPIENT NAME AND ADDRESS  | AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION     | AMOUNT     |
|-----------------------------|---------------------------------------|--------------------------------------|------------|
| GRANTS PAID                 |                                       |                                      |            |
| SEE ATTACHED SCHEDULE       |                                       |                                      | 2,419,230. |
| GRANTS ACCRUED              |                                       | TOTAL CONTRIBUTIONS PAID             | 2,419,230. |
| TRUSTEES FOR ALASKA         | NONE                                  |                                      |            |
| 1026 W. 4TH AVE., SUITE 201 | PUBLIC CHARITY                        | CIVIC                                | 100,000.   |
| ANCHORAGE, AK 99501         |                                       |                                      |            |
|                             |                                       | TOTAL APPROVED CONTRIBUTIONS ACCRUED | 100,000.   |
|                             |                                       | TOTAL CONTRIBUTIONS PAID AND ACCRUED | 2,519,230. |

THE SIMMS/MANN FAMILY FOUNDATION  
 FORM 990PF, PART II - CORPORATE STOCK

31-1812498

| DESCRIPTION      | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|------------------|----------------------|---------------|
| CORPORATE STOCKS | 4,546,080.           | 4,546,080.    |
| TOTALS           | 4,546,080.           | 4,546,080.    |

THE SIMMS/MANN FAMILY FOUNDATION

31-1812498

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION                | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|----------------------------|----------------------|---------------|
| AG SUPERFUND, LP           | 3,299,506.           | 3,299,506.    |
| BAY HARBOUR                | 1,296,196.           | 1,296,196.    |
| BRAHMAN INST PARTNERS, LP  | 1,533,454.           | 1,533,454.    |
| BRAHMAN INVMTS I SPV LTD   | 16,333.              | 16,333.       |
| FARALLON CAPITAL INST PTNR | 4,293,634.           | 4,293,634.    |
| FPA HAWKEYE FUND, LLC      | 1,916,442.           | 1,916,442.    |
| TROPHY HUNTER INVEST LTD   | 1,920,453.           | 1,920,453.    |
| BOSTON VENTURES VI, LP     | 776,954.             | 776,954.      |
| BOSTON VENTURES V, LP      | 436,904.             | 436,904.      |
| GRAYSTONE VENTURE FUND LP  | 207,406.             | 207,406.      |
| GREENFIELD ETHANOL INC     | 2,017,146.           | 2,017,146.    |
| GREENFIELD CONV NOTE 06 10 | 1,279,630.           | 1,279,630.    |
| INDUSTRY DRIVE ASSOC., LLC | 1,613,851.           | 1,613,851.    |
| NCD PARTNERS V, LP         | 719,061.             | 719,061.      |
| PORTAGE FOUNDERS, LP       | 276,329.             | 276,329.      |
| EMINENCE FUND, LTD.        | 2,279,713.           | 2,279,713.    |
| FIR TREE INTL VAL SERIES I | 1,966,157.           | 1,966,157.    |
| FIR TREE NON MKTBL S 0305  | 3,490.               | 3,490.        |
| FIR TREE NON MKTBL S 1005  | 16,578.              | 16,578.       |
| GREENLIGHT CAP OFFSHR QUAL | 1,200,000.           | 1,200,000.    |
| OMEGA OVERSEAS PTR LTS     | 2,996,392.           | 2,996,392.    |
| STEEL PTNRS JAPAN UNIT TR  | 2,128,451.           | 2,128,451.    |
| STEEL PTNRS SP1 B SER 22   | 510,242.             | 510,242.      |
| STEEL PTNRS SP1 B SER 22   | 136,378.             | 136,378.      |
| THE RAPTOR GLOBAL FD LTD   | 145,407.             | 145,407.      |
| TOTALS                     | 32,986,107.          | 32,986,107.   |

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STATEMENT 10

31-1812498

THE SIMMS/MANN FAMILY FOUNDATION  
FORM 990PF, PART II - OTHER ASSETS  
=====

| DESCRIPTION<br>-----           | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>---- |
|--------------------------------|-------------------------------|-----------------------|
| INCOME TAX RECEIVABLES         | 12,145.                       | 12,145.               |
| RECEIVABLE FROM PARTNERSHIPS   | 5,771,703.                    | 5,771,703.            |
| NOTES RECEIVABLE- SEE FOOTNOTE | 10,009,433.                   | 10,009,433.           |
| ACCRUED INTEREST               | 255,938.                      | 255,938.              |
|                                | -----                         | -----                 |
| TOTALS                         | 16,049,219.                   | 16,049,219.           |
|                                | =====                         | =====                 |

FEDERAL FOOTNOTES

=====

FORM 990-PF, STATEMENT 11

ON SEPTEMBER 15, 2007, THE SIMMS/MANN FAMILY FOUNDATION (FOUNDATION) RECEIVED A CONTRIBUTION FROM A THIRD PARTY IN THE FORM OF TWO PROMISSORY NOTES, IN WHICH THE OBLIGOR OF SUCH NOTES IS A DISQUALIFIED PARTY. THE CONTRIBUTION MADE WAS MOTIVATED ONLY BY CHARITABLE INTENT, AND THE DONOR NOR ANY OTHER PARTY DID NOT RECEIVE ANY CONSIDERATION IN RETURN FROM THE FOUNDATION. IN THE OPINION OF LEGAL COUNSEL, THE TRANSACTION FALLS WITHIN THE EXCEPTION FOR AN ACT OF SELF-DEALING PURSUANT TO TREASURY REGULATION 53.4941(D)-(2)(C)(3). THIS INFORMATION IS BEING REPORTED ON LINE 15 AND NOT LINE 6, BECAUSE LINE 6 RELATES ONLY TO LOANS TO DISQUALIFIED PERSONS THAT WERE ACTUALLY MADE BY THE FOUNDATION.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----

NET UNREALIZED LOSS

16,268,478.  
-----

TOTAL

16,268,478.  
=====

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 13

THE SIMMS/MANN FAMILY FOUNDATION

31-1812498

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

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

PRESIDENT/DIRECTOR  
40.

VICTORIA MANN SIMMS  
9320 WILSHIRE BLVD.  
300  
BEVERLY HILLS, CA 90212

TREASURER  
5.

RONALD A. SIMMS  
9320 WILSHIRE BLVD.  
300  
BEVERLY HILLS, CA 90212

SECRETARY/DIRECTOR  
5.

JOSHUA SIMMS  
9320 WILSHIRE BLVD.  
300  
BEVERLY HILLS, CA 90212

DIRECTOR  
1.

JULIE SIMMS LIEBMAN  
9320 WILSHIRE BLVD.  
300  
BEVERLY HILLS, CA 90212

GRAND TOTALS



THE SIMMS/MANN FAMILY FOUNDATION

31-1812498

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

DESCRIPTION  
-----

AMOUNT  
-----

SEE STATEMENT

1,613,851.  
-----

TOTAL

1,613,851.  
=====

**The Simms/Mann Family Foundation**  
**Year ended December 31, 2008**

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

**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**

**3,362,191**

**4) Amount of discount claimed**

**1,613,851**

**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 SIMS/MANN FAMILY FOUNDATION

31-1812498

FORM 990FF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

AMOUNT

PURPOSE OF GRANT OR CONTRIBUTION

TRUSTEES FOR ALASKA  
1026 W. 4TH AVE., SUITE 201  
ANCHORAGE, AK 99501

NONE  
PUBLIC CHARITY

CIVIC

100,000.

TOTAL CONTRIBUTIONS APPROVED

100,000.

**The Simms/Mann Family Foundation**  
**31-1812498**  
**AMENDED FORM 990-PF FOR TAX YEAR 2008**  
**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, 2008 to include Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation, and report the following cash transfer made during the year at issue.<sup>1</sup> As further explained below, such form was 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>GREENLIGHT CAPITAL OFFSHORE QUALIFIED, LTD.</b> | <b>DECEMBER 23, 2008</b> | <b>\$1,200,000</b>             |

Please note that such transfer 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, 2008. The failure to file 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>

---

<sup>1</sup> The Taxpayer is also amending Forms 990-PF for the years ending December 31, 2004, 2005, 2006 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.

THE SIMMS/MANN FAMILY FOUNDATION

31-1812498

FEDERAL FOOTNOTES

=====

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

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

STATEMENT 1

FEDERAL FOOTNOTES

=====

QUALIFYING DISTRIBUTIONS, PART XII, LINE 1(A)

|   |             |
|---|-------------|
| AMOUNT PER LINE 26(D) ON PAGE 1 OF FORM 990-PF  | \$2,782,295 |
| LESS: DISTRIBUTION TO THE SIMMS FAMILY FOUNDATION,<br>A RELATED ORGANIZATION, NOT TO BE CONSIDERED<br>A QUALIFYING DISTRIBUTION PURSUANT<br>TO IRC 4942 (A) (1) (I) | (20,000)    |
|   | -----       |
|   | \$2,762,295 |

# THE SIMMS/MANN FAMILY FOUNDATION

## FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING 2008

| Recipient Name and Address   | Relationship to Substantial Contributor<br>and<br>Foundation Status of Recipient |                | Purpose of Grant or Contribution | Amount    |
|--|--|----------------|----------------------------------|-----------|
|  |  |                |                                  |           |
| Beit TShuvah<br>8831 Venice Blvd.<br>Los Angeles, CA 90034   | None   | Public Charity | Civic                            | 25,000.00 |
| Jewish Big Brother Big Sisters<br>6505 Wilshire Blvd., Suite 600<br>Los Angeles, CA 90048                | None   | Public Charity | Civic                            | 2,500.00  |
| The Washington Institute for Near East Policy<br>1828 L Street, NW<br>Suite 1050<br>Washington, DC 20036 | None   | Public Charity | Civic                            | 10,000.00 |
| Trustees for Alaska<br>1026 W. 4th Ave.<br>Suite 201<br>Anchorage, AK 99501                              | None   | Public Charity | Civic                            | 75,000.00 |
| American Friends of the Israel Museum<br>500 Fifth Ave.<br>Suite 2540<br>New York, NY 10110              | None   | Public Charity | Civic                            | 6,500.00  |
| The Baruch College Fund<br>1 Bernard Baruch Way<br>New York, NY 10010                                    | None   | Public Charity | Civic                            | 1,000.00  |
| Aspen Art Museum<br>590 North Mill Street<br>Aspen, CO 81611   | None   | Public Charity | Civic                            | 5,000.00  |
| Children's Burn Foundation<br>5000 Van Nuys Blvd.<br>Suite 300<br>Sherman Oaks, CA 91403                 | None   | Public Charity | Medical                          | 5,000.00  |

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# THE SIMMS/MANN FAMILY FOUNDATION

## FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING 2008

| Recipient Name and Address  | Relationship to Substantial Contributor and Foundation Status of Recipient |                | Purpose of Grant or Contribution | Amount    |
|---|--|----------------|----------------------------------|-----------|
|   | None   | Public Charity |                                  |           |
| 12410 Burbank Blvd., Suite 100<br>Valley Village, CA 91607  | None   | Public Charity | Civic                            | 10,000.00 |
| The UCLA Foundation<br>405 Hilgard Avenue<br>Los Angeles, CA 90024                                    | None   | Public Charity | Civic                            | 10,000.00 |
| Natronal Center for Family Philanthropy<br>1818 North Street, NW<br>Suite 300<br>Washington, DC 20036 | None   | Public Charity | Civic                            | 2,500.00  |
| Cedars-Sinai Medical Center<br>8700 Beverly Blvd.<br>Room 2416<br>Los Angeles, CA 90048               | None   | Public Charity | Medical                          | 1,500.00  |
| Performing Arts Center of Los Angeles County<br>135 N Grand Ave.<br>Los Angeles, CA 90012             | None   | Public Charity | Civic                            | 3,000.00  |
| Portland Art Museum<br>1219 SW Park Ave.<br>Portland, OR 97205  | None   | Public Charity | Civic                            | 25,000.00 |
| Johns Hopkins University<br>1101 East 33rd Street<br>No. D200<br>Baltimore, MD 21218                  | None   | Public Charity | Medical                          | 250.00    |
| Hillel: The Foundation for Jewish Campus Life<br>800 8th Street, NW<br>Washington, DC 20001-3274      | None   | Public Charity | Civic                            | 50,000.00 |
| NY Presbyterian Hospital<br>525 East 68th Street<br>New York, NY 10021                                | None   | Public Charity | Medical                          | 1,000.00  |

**THE SIMMS/MANN FAMILY FOUNDATION**

**FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING 2008**

| Recipient Name and Address  | Relationship to Substantial Contributor<br>and<br>Foundation Status of Recipient | Purpose of Grant or Contribution | Amount       |
|---|--|----------------------------------|--------------|
| Geffen Playhouse Inc.<br>10886 Le Conte Ave.<br>Los Angeles, CA 90024                                 | None<br>Public Charity   | Civic                            | 15,000.00    |
| Women's Guild Cedars Sinai Medical Center<br>8700 Beverly Blvd.<br>Room 2416<br>Los Angeles, CA 90048 | None<br>Public Charity   | Medical                          | 150.00       |
| Beverly Hills Firemens Relief Fund<br>P O Box 1720<br>Beverly Hills, CA 90213                         | None<br>Public Charity   | Civic                            | 1,200.00     |
| Council for Democracy & Tolerance<br>7035 Palm Drive<br>Alta Loma, CA 91701                           | None<br>Public Charity   | Civic                            | 4,000.00     |
| Temple Shalom of the Arts<br>8440 Wilshire Blvd.<br>Beverly Hills, CA 90211                           | None<br>Public Charity   | Religious                        | 2,760.00     |
| Childrens Hospital of Los Angeles<br>4650 Sunset Blvd.<br>Suite 29<br>Los Angeles, CA 90027           | None<br>Public Charity   | Medical                          | 201,000.00   |
| The Friendship Connection Foundation, Inc<br>169 W End A<br>Brooklyn, NY 11235                        | None<br>Public Charity   | Civic                            | 20,000.00    |
| University of Texas Foundation<br>P. O. Box 250<br>Austin, TX 78767                                   | None<br>Public Charity   | Medical                          | 25,000.00    |
| Friends of the Israel Defense Forces<br>350 Fifth Ave., 20th Floor, Suite 2011<br>New York, NY 10118  | None<br>Public Charity   | Civic                            | 1,000,000.00 |

**THE SIMMS/MANN FAMILY FOUNDATION**

**FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING 2008**

| Recipient Name and Address   | Relationship to Substantial Contributor<br>and<br>Foundation Status of Recipient | Purpose of Grant or Contribution | Amount     |
|--|--|----------------------------------|------------|
| Wilshire Boulevard Temple<br>3663 Wilshire Blvd.<br>Los Angeles, CA 90010                                | None<br>Public Charity   | Religious                        | 2,270.00   |
| Vista Del Mar Child and Family Services<br>3200 Motor Avenue<br>Los Angeles, CA 90034                    | None<br>Public Charity   | Civic                            | 12,500.00  |
| Aspen Center for Integral Health<br>600 E. Hopkins, Suite 301<br>Aspen, CO 81611                         | None<br>Public Charity   | Medical                          | 2,500.00   |
| Regents University of California Los Angeles<br>10920 Wilshire Blvd., Suite 620<br>Los Angeles, CA 90024 | None<br>Public Charity   | Medical                          | 520,000.00 |
| Emunah Women of America<br>No. 7 Penn Plaza<br>New York, NY 10001  | None<br>Public Charity   | Civic                            | 500.00     |
| Everychild Foundation<br>P. O. Box 1808<br>Pacific Palisades, CA 90272                                   | None<br>Public Charity   | Civic                            | 5,000.00   |
| RAND Corporation<br>1776 Main Street<br>Santa Monica, CA 90407   | None<br>Public Charity   | Civic                            | 5,000.00   |
| Institute for Integrative Health<br>1904 Sulgrave Avenue<br>Baltimore, MD 21209                          | None<br>Public Charity   | Medical                          | 25,000.00  |
| Library Foundation of Los Angeles<br>630 West Fifth Street<br>Los Angeles, CA 90071                      | None<br>Public Charity   | Civic                            | 700.00     |
| Music Associates of Aspen, Inc.<br>2 Music School Road   | None   | Civic                            | 30,000.00  |

**THE SIMMS/MANN FAMILY FOUNDATION**

**FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING 2008**

| Recipient Name and Address  | Relationship to Substantial Contributor<br>and |                | Purpose of Grant or Contribution | Amount              |
|---|--|----------------|----------------------------------|---------------------|
|   | Foundation Status of Recipient                 | Public Charity |                                  |                     |
| Aspen, CO 81611   |  |                |                                  |                     |
| Beverly Hills Police Officers Benevolent Fund<br>464 N Rexford Drive<br>Beverly Hills, CA 90210 | None<br>Public Charity                         |                | Civic                            | 1,400.00            |
| Community Health Charities of California<br>530 Bercut Drive, Ste C<br>Sacramento, CA 95814     | None<br>Public Charity                         |                | Medical                          | 2,000.00            |
| The Aspen Institute Inc.<br>P. O. Box 222<br>Queenstown, MD 21658                               | None<br>Public Charity                         |                | Civic                            | 15,000.00           |
| Venice Family Clinic<br>604 Rose Avenue<br>Venice, CA 90291                                     | None<br>Public Charity                         |                | Medical                          | 250,000.00          |
| People Assisting the Homeless (P.A.T.H.)<br>340 North Madison Ave.<br>Los Angeles, CA 90004     | None<br>Public Charity                         |                | Civic                            | 5,000.00            |
| St. John's Hospital & Health Center Foundation<br>1328 22nd Street<br>Santa Monica, CA 90404    | None<br>Public Charity                         |                | Medical                          | 20,000.00           |
| The Simms Family Foundation<br>9320 Wilshire Blvd., Suite 300<br>Beverly Hills, CA 90212        | None<br>Private Foundation                     |                | Civic                            | 20,000.00           |
| Total   |  |                |                                  | <u>2,419,230.00</u> |

The Simms/Mann Family Foundation  
Expenditure Responsibility  
Form 990 PF, Part VII B, Question 5a-4  
Year Ended December 31, 2008

(i) Name and Address of Grantee      The Simms Family Foundation  
c/o Theodore B Atlass  
3665 Cherry Creek North Drive, Suite 100  
Denver, CO 80209

(ii) The date and amount of the grant

|                   |               |
|-------------------|---------------|
| February 27, 2008 | <u>20,000</u> |
| Total 2008        | 20,000        |

(iii) The purpose of the grant      Legal and other expenses to form The Foundation. apply  
for tax-exempt status, and future grants to 501(c)(3)  
organizations.

(iv) The amounts expended by Grantee

|      |       |
|------|-------|
| 2008 | 7,036 |
|------|-------|

(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