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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

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

2008

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	A Employer identification number 31-1812498
	Number and street (or P O box number if mail is not delivered to street address) 9320 WILSHIRE BLVD.	B Telephone number (see page 10 of the instructions) (310) 275-1395
	Room/suite 300	C If exemption application is pending, check here <input type="checkbox"/>
	City or town, state, and ZIP code BEVERLY HILLS, CA 90212	D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>

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 18) \$ **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) <input type="checkbox"/> if the foundation is not required to attach Sch B.	5,077,618.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
	3 Interest on savings and temporary cash investments	701,855.	695,118.		STMT 1
	4 Dividends and interest from securities	541,740.	541,740.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-664,316.			
	b 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				
	b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	518,089.	504,296.			
12 Total. Add lines 1 through 11	6,174,986.	3,535,373.			
RECEIVED					
Operating and Administrative Expenses	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.
	b Accounting fees (attach schedule)	35,125.	4,558.		29,068.
	c 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 (from 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.			
c Adjusted net income (if negative, enter -0-)			-0-		

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

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Form 990-PF (2008)

*SEE STATEMENT 17

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	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	
	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 1)	72,571,632	58,981,667	58,981,667	
Liabilities	17	Accounts payable and accrued expenses	2,913	27,000	
	18	Grants payable	625,000	400,000	
	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				
Net Assets or Fund Balances		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 II, 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, 2-story brick warehouse or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo. day, yr.)	(d) Date sold (mo. day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
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	1,794,219.	
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 17 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 18 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))	
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 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 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 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	(attach copy of ruling letter if necessary - see instructions)	}	1	58,886.			
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							
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-)							
3	Add lines 1 and 2							
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)							
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	\$27,055.00						
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 ►	11	35,000. Refunded ►	11	19,114.			

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
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.		
(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	
b	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:	X	
	• By language in the governing instrument, or		
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
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		X
12		X
13	X	
Website address ►	N/A	
14	Telephone no ► 310-275-1395	
Located at ► 9320 WILSHIRE BLVD., SUITE 300 BEVERLY HILLS, CA ZIP + 4 ► 90212		
15	and enter the amount of tax-exempt interest received or accrued during the year ► 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?	<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 ►		
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

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 page 22 of the 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 22 of the instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	► <input type="checkbox"/>	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?	<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
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			X
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			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

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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 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	
3	
All other program-related investments. See page 24 of the instructions	
Total. Add lines 1 through 3 ►	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 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	4,746,244.
b	Average of monthly cash balances	1b	4,023,046.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	62,893,824.
d	Total (add lines 1a, b, and c)	1d	71,663,114.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) SEE STATEMENT 15	1e	1,613,851.
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	71,663,114.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,074,947.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	70,588,167.
6	Minimum investment return. Enter 5% of line 5	6	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.)

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

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	2,762,295.
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	2,762,295.
b	Cash distribution test (attach the required schedule)	5	N/A
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	2,762,295.
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 26 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 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 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.	111,438.		
f Total of lines 3a through e				
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

1a 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

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3)(A) or 4942(j)(3)(B)		Prior 3 years				(e) Total
		(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b or c for the alternative test relied upon:					
a	"Assets" alternative test - enter:					
	(1) Value of all assets . . .					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c	"Support" alternative test - enter:					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 612(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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED SCHEDULE				2,419,230.
Total			► 3a	2,419,230.
b Approved for future payment SEE STATEMENT 16				
Total			► 3b	100,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	Related or exempt function income (See page 28 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				14	695,118.
4 Dividends and interest from securities				14	541,740.
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	-56,709.	14	504,295.
8 Gain or (loss) from sales of assets other than inventory		525990	171,031.	18	-835,347.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:	a				
b STATE TAX REFUND		525990	16,045.		
c FEDERAL TAX REFUND					54,458.
d					
e					
12 Subtotal. Add columns (b), (d), and (e)			130,367.		905,806.
13 Total. Add line 12, columns (b), (d), and (e)				13	61,195.
(See worksheet in line 13 instructions on page 28 to verify calculations.)					

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

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting 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.		

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		

<p>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.</p> <p> X 7/31/13 President</p> <p>Signature of officer or trustee Date Title</p>																								
Sign Here	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; padding: 5px;">Paid Preparer's Use Only</td> <td style="width: 40%; padding: 5px;">Preparer's signature </td> <td style="width: 20%; padding: 5px;">Date 7/31/13</td> <td style="width: 20%; padding: 5px;">Check if self-employed <input type="checkbox"/></td> <td style="width: 20%; padding: 5px;">Preparer's identifying number (See Signature on page 30 of the instructions)</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td style="text-align: center;">FIRM'S NAME (OR NAME IF SELF-EMPLOYED), ADDRESS, AND ZIP CODE</td> <td style="text-align: center;">EIN</td> <td></td> <td></td> </tr> <tr> <td></td> <td style="text-align: center;">ROTHSTEIN, KASS & COMPANY, P.C. 9171 WILSHIRE BLVD. 5TH FLOOR BEVERLY HILLS, CA 90210-5591</td> <td style="text-align: center;">90210-5591</td> <td></td> <td>Phone no. 310-273-2770</td> </tr> </table>				Paid Preparer's Use Only	Preparer's signature 	Date 7/31/13	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions)							FIRM'S NAME (OR NAME IF SELF-EMPLOYED), ADDRESS, AND ZIP CODE	EIN				ROTHSTEIN, KASS & COMPANY, P.C. 9171 WILSHIRE BLVD. 5TH FLOOR BEVERLY HILLS, CA 90210-5591	90210-5591		Phone no. 310-273-2770
	Paid Preparer's Use Only	Preparer's signature 	Date 7/31/13	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions)																			
	FIRM'S NAME (OR NAME IF SELF-EMPLOYED), ADDRESS, AND ZIP CODE	EIN																						
	ROTHSTEIN, KASS & COMPANY, P.C. 9171 WILSHIRE BLVD. 5TH FLOOR BEVERLY HILLS, CA 90210-5591	90210-5591		Phone no. 310-273-2770																				

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

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

Name of organization THE SIMMS/MANN FAMILY FOUNDATION

Employer identification number

31-1812498

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE US LIFE FUND FOR JULIE SIMMS LIEBMAN	\$ 2,534,809.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
	1029 W. THIRD AVE #400		(Complete Part II if there is a noncash contribution)
	ANCHORAGE, AK 99501-1981		
2	THE US LIFE FUND FOR JOSH SIMMS	\$ 2,542,809.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
	1029 W. THIRD AVE #400		(Complete Part II if there is a noncash contribution)
	ANCHORAGE, AK 99501-1981		
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)

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

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

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

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

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT 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 AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CONSULTING FEES	96,909.	96,909.
TOTALS	96,909.	96,909.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST EXPENSE FROM PARTNERSHIPS	96,167.	96,167.
TOTALS	96,167.	96,167.

THE SIMMS/MANN FAMILY FOUNDATION

31-1812498

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL TAX	19,130.		
FOREIGN TAX FLOWTHROUGH FROM 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.

93788J 551R

V08-8.1

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STATEMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE 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.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

GRANTS PAID

SEE ATTACHED SCHEDULE

GRANTS ACCRUED

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

NONE
PUBLIC CHARITY

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

2,419,230.

2,419,230.

TOTAL CONTRIBUTIONS PAID

100,000.

TOTAL CONTRIBUTIONS PAID

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 BOOK VALUE	ENDING FMV
CORPORATE STOCKS	4,546,080.	4,546,080.
TOTALS	4,546,080.	4,546,080.

93788J 551R

V08-8.1

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STATEMENT 9

THE SIMMS/MANN FAMILY FOUNDATION

FORM 990PF, PART II - OTHER INVESTMENTS

31-1812498

DESCRIPTION	BOOK VALUE	ENDING 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 INVSMTS I SPV LTD	16,333.	16,333.
FARALLON CAPITAL INST PTNR	4,293,634.	4,293,634.
EPA 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.

93788J 5511.

V08-8.1

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STATEMENT 10

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

31-1812498

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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.

93788J 551R

V08-8.1

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STATEMENT 11

FEDERAL FOOTNOTES

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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.

THE SIMMS/MANN FAMILY FOUNDATION

31-1812498

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

DESCRIPTION	AMOUNT
NET UNREALIZED LOSS	16,268,478.
TOTAL	16,268,478.

STATEMENT 12

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

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

NAME AND ADDRESS

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

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

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

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

GRAND TOTALS

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

PRESIDENT/DIRECTOR
40.

TREASURER
5.

SECRETARY/DIRECTOR
5.

DIRECTOR
1.

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.
=====	=====

STATEMENT 15

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.

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

RECIPIENT NAME AND ADDRESS
TRUSTEES FOR ALASKA
1026 W. 4TH AVE., SUITE 201
ANCHORAGE, AK 99501

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT
NONE

PURPOSE OF GRANT OR CONTRIBUTION
CIVIC
PUBLIC CHARITY

AMOUNT

100,000.

TOTAL CONTRIBUTIONS APPROVED

100.00.

**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.¹ As further explained below, such form was inadvertently not included with the original return filed for such year.

Name of Transferee	Date of Transfer	FMV on Date of Transfer
GREENLIGHT CAPITAL OFFSHORE QUALIFIED, LTD.	DECEMBER 23, 2008	\$1,200,000

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.²

¹ The Taxpayer is also amending Forms 990-PF for the years ending December 31, 2004, 2005, 2006 and 2009 for the same reason.

² The 2012 tax return is currently on extension.

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

THE SIMMS/MANN FAMILY FOUNDATION

31-1812498

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

THE SIMMS/MANN FAMILY FOUNDATION

31-1812498

FEDERAL FOOTNOTES

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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,	
A RELATED ORGANIZATION, NOT TO BE CONSIDERED	
A QUALIFYING DISTRIBUTION PURSUANT	
TO IRC 4942 (A)(1)(I)	(20,000)

	\$2,762,295

STATEMENT 4

THE SIMMS/MANN FAMILY FOUNDATION

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

<u>Recipient Name and Address</u>	<u>Relationship to Substantial Contributor and Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Belt T'Shuvaah 8831 Venice Blvd. Los Angeles, CA 90034	None Public Charity	Civic	25,000.00
Jewish Big Brother Big Sisters 6505 Wilshire Blvd., Suite 600 Los Angeles, CA 90048	None Public Charity	Civic	2,500.00
The Washington Institute for Near East Policy 1828 L Street, NW Suite 1050 Washington, DC 20036	None Public Charity	Civic	10,000.00
Trustees for Alaska 1026 W. 4th Ave. Suite 201 Anchorage, AK 99501	None Public Charity	Civic	75,000.00
American Friends of the Israel Museum 500 Fifth Ave. Suite 2540 New York, NY 10110	None Public Charity	Civic	6,500.00
The Baruch College Fund 1 Bernard Baruch Way New York, NY 10010	None Public Charity	Civic	1,000.00
Aspen Art Museum 590 North Mill Street Aspen, CO 81611	None Public Charity	Civic	5,000.00
Children's Burn Foundation 5000 Van Nuys Blvd. Suite 300 Sherman Oaks, CA 91403	None Public Charity	Medical	5,000.00
Ohr Hatorah			

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
12410 Burbank Blvd., Suite 100 Valley Village, CA 91607		None Public Charity	Civic	10,000.00
The UCLA Foundation 405 Hilgard Avenue Los Angeles, CA 90024		None Public Charity	Civic	10,000.00
National Center for Family Philanthropy 1818 North Street, NW Suite 300 Washington, DC 20036		None Public Charity	Civic	2,500.00
Cedars-Sinai Medical Center 8700 Beverly Blvd. Room 2416 Los Angeles, CA 90048		None Public Charity	Medical	1,500.00
Performing Arts Center of Los Angeles County 135 N Grand Ave. Los Angeles, CA 90012		None Public Charity	Civic	3,000.00
Portland Art Museum 1219 SW Park Ave. Portland, OR 97205		None Public Charity	Civic	25,000.00
Johns Hopkins University 1101 East 33rd Street No. D200 Baltimore, MD 21218		None Public Charity	Medical	250.00
Hillel: The Foundation for Jewish Campus Life 800 8th Street, NW Washington, DC 20001-3274		None Public Charity	Civic	50,000.00
NY Presbyterian Hospital 525 East 68th Street 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 and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Geffen Playhouse Inc. 10886 Le Conte Ave. Los Angeles, CA 90024	None Public Charity	Civic	15,000.00
Women's Guild Cedars Sinai Medical Center 8700 Beverly Blvd. Room 2416 Los Angeles, CA 90048	None Public Charity	Medical	150.00
Beverly Hills Firemens Relief Fund P O Box 1720 Beverly Hills, CA 90213	None Public Charity	Civic	1,200.00
Council for Democracy & Tolerance 7035 Palm Drive Alta Loma, CA 91701	None Public Charity	Civic	4,000.00
Temple Shalom of the Arts 8440 Wilshire Blvd. Beverly Hills, CA 90211	None Public Charity	Religious	2,760.00
Childrens Hospital of Los Angeles 4650 Sunset Blvd. Suite 29 Los Angeles, CA 90027	None Public Charity	Medical	201,000.00
The Friendship Connection Foundation, Inc 169 W End A Brooklyn, NY 11235	None Public Charity	Civic	20,000.00
University of Texas Foundation P. O. Box 250 Austin, TX 78767	None Public Charity	Medical	25,000.00
Friends of the Israel Defense Forces 350 Fifth Ave., 20th Floor, Suite 2011 New York, NY 10118	None Public Charity	Civic	1,000,000.00

THE SIMMS/MANN FAMILY FOUNDATION

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

<u>Recipient Name and Address</u>	<u>Relationship to Substantial Contributor and</u> <u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Wilshire Boulevard Temple 3663 Wilshire Blvd. Los Angeles, CA 90010	None Public Charity	Religious	2,270.00
Vista Del Mar Child and Family Services 3200 Motor Avenue Los Angeles, CA 90034	None Public Charity	Civic	12,500.00
Aspen Center for Integral Health 600 E. Hopkins, Suite 301 Aspen, CO 81611	None Public Charity	Medical	2,500.00
Regents University of California Los Angeles 10920 Wilshire Blvd., Suite 620 Los Angeles, CA 90024	None Public Charity	Medical	520,000.00
Emunah Women of America No. 7 Penn Plaza New York, NY 10001	None Public Charity	Civic	500.00
Everychild Foundation P.O. Box 1808 Pacific Palisades, CA 90272	None Public Charity	Civic	5,000.00
RAND Corporation 1776 Main Street Santa Monica, CA 90407	None Public Charity	Civic	5,000.00
Institute for Integrative Health 1904 Sulgrave Avenue Baltimore, MD 21209	None Public Charity	Medical	25,000.00
Library Foundation of Los Angeles 630 West Fifth Street Los Angeles, CA 90071	None Public Charity	Civic	700.00
Music Associates of Aspen, Inc. 2 Music School Road	None	Page 4 of 5	30,000.00

THE SIMMS/MANN FAMILY FOUNDATION**FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING 2008**

<u>Recipient Name and Address</u>	<u>Relationship to Substantial Contributor and Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Aspen, CO 81611	Public Charity		
Beverly Hills Police Officers Benevolent Fund 464 N Rexford Drive Beverly Hills, CA 90210	None Public Charity	Civic	1,400.00
Community Health Charities of California 530 Bercut Drive, Ste C Sacramento, CA 95814	None Public Charity	Medical	2,000.00
The Aspen Institute Inc. P. O. Box 222 Queensstown, MD 21658	None Public Charity	Civic	15,000.00
Venice Family Clinic 6044 Rose Avenue Venice, CA 90291	None Public Charity	Medical	250,000.00
People Assisting the Homeless (P.A.T.H.) 340 North Madison Ave. Los Angeles, CA 90004	None Public Charity	Civic	5,000.00
St. John's Hospital & Health Center Foundation 1328 22nd Street Santa Monica, CA 90404	None Public Charity	Medical	20,000.00
The Simms Family Foundation 9320 Wilshire Blvd., Suite 300 Beverly Hills, CA 90212	None Private Foundation	Civic	20,000.00
		Total	<u><u>2,419,230.00</u></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 20,000
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**