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

Department of the Treasury
Internal Revenue Service**2010**

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

For calendar year 2010, or tax year beginning

, and ending

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation		A Employer identification number			
THE SIMMS/MANN FAMILY FOUNDATION		31-1812498			
Number and street (or P O box number if mail is not delivered to street address) 9320 WILSHIRE BLVD.		Room/suite 300			
City or town, state, and ZIP code BEVERLY HILLS, CA 90212		B Telephone number (310) 275-1395			
<p>H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p>		<p>C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>			
<p>I Fair market value of all assets at end of year <i>(from Part II, col. (c), line 16)</i> ► \$ 69,948,071. <i>(Part I, column (d) must be on cash basis)</i></p>		<p>J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____</p>			
Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	
Revenue Operating and Administrative Expenses NOV 2011	1 Contributions, gifts, grants, etc., received	340,500.		N/A	
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	Interest on savings and temporary cash investments	447,892.	447,882.	STATEMENT 1	
	4 Dividends and interest from securities	836,588.	836,588.	STATEMENT 2	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<858,416.>			
	b Gross sales price for all assets on line 6a	8,519,793.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)					
11 Other income	758,545.	691,273.	STATEMENT 3		
12 Total. Add lines 1 through 11	1,525,109.	1,975,743.			
Operating and Administrative Expenses NOV 2011	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	
	14 Other employee salaries and wages	60,000.	0.	60,000.	
	15 Pension plans, employee benefits	8,819.	0.	8,819.	
	16a Legal fees	STMT 4	62,031.	0.	62,031.
	b Accounting fees	STMT 5	38,941.	6,105.	31,336.
	c Other professional fees	STMT 6	28,036.	0.	28,036.
	17 Interest		39,612.	39,612.	0.
	18 Taxes	STMT 7	81,222.	1,667.	4,838.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	28,831.	0.	28,831.	
	22 Printing and publications	242.	0.	242.	
	23 Other expenses	STMT 8	324,939.	307,024.	17,771.
	24 Total operating and administrative expenses. Add lines 13 through 23	672,673.	354,408.		241,904.
25 Contributions, gifts, grants paid	2,035,366.			2,698,699.	
26 Total expenses and disbursements. Add lines 24 and 25	2,708,039.	354,408.		2,940,603.	
27 Subtract line 26 from line 12: <i>11/11/2011</i>	<1,182,930.>				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		1,621,335.			
c Adjusted net income (if negative, enter -0-)			N/A		

2
g18

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		11,837,183.	16,245,967.	16,245,967.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 10	4,765,266.	6,429,456.	6,429,456.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 11	34,534,547.	32,792,681.	32,792,681.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►	STATEMENT 12)	14,293,568.	14,479,967.	14,479,967.
	16 Total assets (to be completed by all filers)		65,430,564.	69,948,071.	69,948,071.
Liabilities	17 Accounts payable and accrued expenses		20,156.	14,775.	
	18 Grants payable		891,333.	227,500.	
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)		911,489.	242,275.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		64,519,075.	69,705,796.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances		64,519,075.	69,705,796.	
	31 Total liabilities and net assets/fund balances		65,430,564.	69,948,071.	

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 64,519,075.
2 Enter amount from Part I, line 27a	2 <1,182,930.>
3 Other increases not included in line 2 (itemize) ► NET UNREALIZED GAIN	3 6,369,651.
4 Add lines 1, 2, and 3	4 69,705,796.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 69,705,796.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENTS				
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	8,519,793.		9,378,209.	<858,416. >	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				<858,416. >	
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	<858,416. >
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,705,515.	58,478,527.	.029165
2008	2,762,295.	70,588,167.	.039133
2007	3,814,632.	64,636,710.	.059016
2006	3,282,083.	51,808,280.	.063351
2005	2,118,518.	42,868,121.	.049419
2 Total of line 1, column (d)			.240084
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			.048017
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			64,170,671.
5 Multiply line 4 by line 3			3,081,283.
6 Enter 1% of net investment income (1% of Part I, line 27b)			16,213.
7 Add lines 5 and 6			3,097,496.
8 Enter qualifying distributions from Part XII, line 4			2,940,603.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► 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-

6 Credits/Payments:

a 2010 estimated tax payments and 2009 overpayment credited to 2010

6a 60,000.

b Exempt foreign organizations - tax withheld at source

6b

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

6c

d Backup withholding erroneously withheld

6d

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

7 60,000.

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

8 57.

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 27,516.

11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ►

27,516. | Refunded ►

11 0.

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

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1a *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*1b

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

1c

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

1d

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

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

1e

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

2 *If "Yes," attach a detailed description of the activities*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*3

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

4a

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

4b

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

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

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6 • 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

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

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

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

8a

CA, DE

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)

SEE STATEMENT 13

8b

of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(l)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV

9

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

10

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► SIMMS, INC. Telephone no. ► 310-275-1395	
Located at ► 9320 WILSHIRE BLVD., SUITE 300, BEVERLY HILLS, CA ZIP+4 ► 90212		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A	
16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	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 22 of the instructions)? 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 2010? ► <input checked="" type="checkbox"/> 1b 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ► <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 instructions.) ► <input type="checkbox"/> 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 2010 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 2010) ► <input type="checkbox"/> 3b N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► <input type="checkbox"/> 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 2010? ► <input type="checkbox"/> 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:

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

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

N/A

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?

N/A

 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

6b

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

If "Yes" to 6b, file Form 8870

 Yes No

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes 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.

(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		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GINA GILLUM - 9320 WILSHIRE BLVD. NO. 300, BEVERLY HILLS, CA 90212	EXECUTIVE ASSISTANT 40.00	60,000.	8,819.	0.

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

 0

Form 990-PF (2010)

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SVC GREYCOURT 607 COLLEGE AVE, PITTSBURGH, PA 15232	INVESTMENT	106,180.
LOEB & LOEB - 10100 SANTA MONICA BLVD., #200, LOS ANGELES, CA 90067	LEGAL	62,031.
Total number of others receiving over \$50,000 for professional services		► 0

Part IX-A | Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B | Summary of Program-Related Investments

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

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	► 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,790,372.
b	Average of monthly cash balances	1b	15,649,024.
c	Fair market value of all other assets	1c	43,773,908.
d	Total (add lines 1a, b, and c)	1d	65,213,304.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	65,415.
3	Subtract line 2 from line 1d	3	65,147,889.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	977,218.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	64,170,671.
6	Minimum investment return. Enter 5% of line 5	6	3,208,534.

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certainforeign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	3,208,534.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	32,427.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	32,427.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,176,107.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,176,107.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,176,107.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,940,603.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	2,940,603.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	0.
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	6	2,940,603.
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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				3,176,107.
2 Undistributed income, if any, as of the end of 2010			1,753,772.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 2,940,603.			1,753,772.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2010 distributable amount				1,186,831.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				1,989,276.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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
<i>a Paid during the year</i> SEE ATTACHED SCHEDULE				2698699.
Total				► 3a 2698699.
<i>b Approved for future payment</i> FRIENDS OF ISRAEL DEFENSE FORCES 350 FIFTH AVENUE, SUITE 2011 NEW YORK, NY 10118	NONE	PUBLIC CHARITY	CIVIC	100,000.
TRUSTEES FOR ALASKA 2009 CHALLENGE GRANT 1026 W. 4TH AVE., SUITE 201 ANCHORAGE, AK 99501	NONE	PUBLIC CHARITY	CIVIC	100,000.
Total				► 3b 200,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	447,882.	10.
4 Dividends and interest from securities			14	836,588.	
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	<6,002.	14	76,973.	
8 Gain or (loss) from sales of assets other than inventory			18	<858,416.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a STATE TAX REFUND	525990	2,171.			
b FEDERAL TAX REFUND					71,103.
c INTEREST - NOTES					
d RECEIVABLE			14	610,575.	
e FOREIGN EXCHANGE GAIN			14	3,735.	
12 Subtotal. Add columns (b), (d), and (e)		<3,831.		1,117,337.	71,113.
13 Total. Add line 12, columns (b), (d), and (e)					1,184,619.

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

Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
3	TAX EXEMPT INCOME
11	FEDERAL TAX REFUND

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, or 990-PF.

OMB No. 1545-0047

2010**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 organizationForm 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- For an organization 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 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 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 (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

THE SIMMS/MANN FAMILY FOUNDATION

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 1029 W. THIRD AVE #400 ANCHORAGE, AK 99501-1981	\$ 240,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	THE US LIFE FUND FOR JOSH SIMMS 1029 W. THIRD AVE #400 ANCHORAGE, AK 99501-1981	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE SIMMS/MANN FAMILY FOUNDATION

31-1812498

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

THE SIMMS/MANN FAMILY FOUNDATION

31-1812498

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

THE SIMMS/MANN FAMILY FOUNDATION

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.)
a	PIMCO SHORT-TERM FUND	P	11/10/09	03/05/10
b	PIMCO SHORT-TERM FUND	P	11/10/09	06/01/10
c	PIMCO SHORT-TERM FUND	P	11/10/09	07/09/10
d	PIMCO LOW DURATION FUND	P	11/10/09	12/31/10
e	PIMCO TOTAL RETURN FUND	P	11/10/09	12/07/10
f	STEREOTAXIS, INC.	P	02/26/97	12/14/10
g	THE RAPTOR PRIV HLDGS LTD_SLD#1	P	VARIOUS	09/27/10
h	EMINENCE	P	VARIOUS	VARIOUS
i	BRAHMAN SPV	P	VARIOUS	10/26/11
j	AGENSYS	P	VARIOUS	VARIOUS
k	WATERSTYLE HOLDING, INC.- ADDITIONAL PROCEEDS	P	VARIOUS	VARIOUS
l	FROM PARTNERSHIP - ST	P	VARIOUS	VARIOUS
m	FROM PARTNERSHIP - LT	P	VARIOUS	VARIOUS
n	SECURITIES LITIGATION	P	VARIOUS	VARIOUS
o	PIMCO LONG TERM FUND - CAPITAL GAIN DIVIDENDS	P	VARIOUS	VARIOUS

(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 250,000.		249,802.	198.
b 500,000.		500,113.	<113.>
c 150,000.		149,731.	269.
d 3,000,000.		2,985,880.	14,120.
e 5,317,313.		5,108,973.	208,340.
f 40,227.		79,307.	<39,080.>
g 15,598.		21,421.	<5,823.>
h 500,000.		282,982.	217,018.
i 13,469.			13,469.
j 71,211.			71,211.
k 4,661.			4,661.
l 369,392.			369,392.
m <1,757,087.>			<1,757,087.>
n 85.			85.
o 44,924.			44,924.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			198.
b			<113.>
c			269.
d			14,120.
e			208,340.
f			<39,080.>
g			<5,823.>
h			217,018.
i			13,469.
j			71,211.
k			4,661.
l			369,392.
m			<1,757,087.>
n			85.
o			44,924.

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	<858,416.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A

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

SOURCE	AMOUNT
FARALLON INTEREST INCOME	556.
GREENFIELD ETHANOL INTEREST	216,780.
INTEREST INCOME FROM PARTNERSHIPS	228,892.
JP MORGAN MONEY MARKET	473.
OTHER INTEREST	1,181.
TAX EXEMPT INTEREST FROM PARTNERSHIPS	10.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	447,892.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME FROM PARTNERSHIPS	311,031.	0.	311,031.
PIMCO DIVIDENDS	525,557.	0.	525,557.
TOTAL TO FM 990-PF, PART I, LN 4	836,588.	0.	836,588.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UNRELATED BUSINESS TAXABLE INCOME	<6,002.>	0.	
INVESTMENT INCOME/LOSS FROM PARTNERSHIPS	76,963.	76,963.	
STATE TAX REFUND	2,171.	0.	
FEDERAL TAX REFUND	71,103.	0.	
INTEREST - NOTES RECEIVABLE	610,575.	610,575.	
FOREIGN EXCHANGE GAIN	3,735.	3,735.	
TOTAL TO FORM 990-PF, PART I, LINE 11	758,545.	691,273.	

THE SIMMS/MANN FAMILY FOUNDATION

31-1812498

FORM 990-PF

LEGAL FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	62,031.	0.		62,031.
TO FM 990-PF, PG 1, LN 16A	62,031.	0.		62,031.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	38,941.	6,105.		31,336.
TO FORM 990-PF, PG 1, LN 16B	38,941.	6,105.		31,336.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	28,036.	0.		28,036.
TO FORM 990-PF, PG 1, LN 16C	28,036.	0.		28,036.

FORM 990-PF

TAXES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	72,488.	0.		0.
FOREIGN TAXES	1,667.	1,667.		0.
RELATED INTEREST & PENALTIES	11.	0.		0.
STATE TAX	2,228.	0.		10.
PAYROLL TAXES	4,828.	0.		4,828.
TO FORM 990-PF, PG 1, LN 18	81,222.	1,667.		4,838.

STATEMENT(S) 4, 5, 6, 7

FORM 990-PF	OTHER EXPENSES	STATEMENT	8	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	300.	0.		300.
MEMBERSHIP FEES	310.	0.		310.
MISCELLANEOUS	1,277.	639.		638.
INVESTMENT MANAGEMENT FEES	126,267.	126,267.		0.
SEMINARS/CONFERENCES	5,856.	0.		5,856.
DUES AND SUBSCRIPTIONS	515.	258.		258.
EXPENSES ASSOCIATED WITH GRANT MAKING	5,011.	0.		5,011.
OTHER INV EXP FROM PARTNERSHIP	180,005.	179,860.		0.
INSURANCE EXPENSE	1,284.	0.		1,284.
PAYROLL SERVICES	1,645.	0.		1,645.
OFFICE SUPPLIES	936.	0.		936.
GIFTS	966.	0.		966.
POSTAGE	17.	0.		17.
RECRUITING EXPENSE	550.	0.		550.
TO FORM 990-PF, PG 1, LN 23	324,939.	307,024.		17,771.

FOOTNOTES

STATEMENT 9

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

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

FORM 990-PF, FOOTNOTE REGARDING STATEMENT 12

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 OBLIGATOR 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 PERSUANT 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 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET
		VALUE
CORPORATE STOCKS	6,429,456.	6,429,456.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,429,456.	6,429,456.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET
			VALUE
AG SUPERFUND, LP	FMV	651,385.	651,385.
BAY HARBOUR	FMV	2,685,436.	2,685,436.
BRAHMAN INST PARTNERS, LP	FMV	0.	0.
BRAHMAN INVSMTS I SPV LTD	FMV	0.	0.
FARALLON CAPITAL INST PTNR	FMV	1,713,695.	1,713,695.
TROPHY HUNTER INVEST LTD	FMV	527,399.	527,399.
BOSTON VENTURES VI, LP	FMV	1,002,517.	1,002,517.
BOSTON VENTURES V, LP	FMV	226,883.	226,883.
GRAYSTONE VENTURE FUND LP	FMV	131,010.	131,010.
GREENFIELD ETHANOL INC	FMV	2,017,146.	2,017,146.
GREENFIELD CONV NOTE 06 10	FMV	1,870,698.	1,870,698.
INDUSTRY DRIVE ASSOC., LLC	FMV	1,613,851.	1,613,851.
NCD PARTNERS V, LP	FMV	1,134,186.	1,134,186.
PORTAGE FOUNDERS, LP	FMV	125,992.	125,992.
EMINENCE FUND, LTD.	FMV	2,111,105.	2,111,105.
FIR TREE INTL VAL SERIES I	FMV	2,122,829.	2,122,829.
FIR TREE NON MKTBLE S 0305	FMV	8,536.	8,536.
GREENLIGHT CAP OFFSHR QUAL	FMV	1,699,834.	1,699,834.
OMEGA OVERSEAS PTR LTS	FMV	5,518,689.	5,518,689.
STEEL PTNRS SP2 B SER 22	FMV	149,679.	149,679.
STEEL PTNRS SP1 B SER 22	FMV	67,402.	67,402.
THE RAPTOR GLOBAL FD LTD	FMV	101,277.	101,277.
DAVIDSON KEMPNER INST PTNR	FMV	1,694,509.	1,694,509.
BRUIN BIOMETRICS, LLC	FMV	29,710.	29,710.
GREENFIELD SHORT TERM LOAN	FMV	0.	0.
TACONIC OFFSHRE FD 1.5 LTD	FMV	1,584,086.	1,584,086.
OWL CREEK OVERSEAS FD, LTD	FMV	1,166,170.	1,166,170.
MASON CAPITAL, LTD	FMV	1,854,637.	1,854,637.
FARALLON FCIP LTD	FMV	8,602.	8,602.
BREVAN HOWARD FUND LIMITED	FMV	1,014,258.	1,014,258.
LONE STAR RE FUND II	FMV	<20,609.>	<20,609.>
LONE STAR FUND VII	FMV	<18,231.>	<18,231.>
TOTAL TO FORM 990-PF, PART II, LINE 13		32,792,681.	32,792,681.

FORM 990-PF	OTHER ASSETS	STATEMENT 12	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INCOME TAX RECEIVABLES	191.	0.	0.
RECEIVABLE FROM PARTNERSHIPS	4,015,409.	4,146,684.	4,146,684.
NOTES RECEIVABLE- SEE FOOTNOTE	10,009,433.	10,009,433.	10,009,433.
ACCRUED INTEREST	255,940.	255,940.	255,940.
OTHER ASSETS	12,595.	67,910.	67,910.
TO FORM 990-PF, PART II, LINE 15	14,293,568.	14,479,967.	14,479,967.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT 13
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EXPLANATION

FORM 990-PF NOT REQUIRED FOR DELAWARE.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 14
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
VICTORIA MANN SIMMS 9320 WILSHIRE BLVD. 300	PRESIDENT/DIRECTOR 40.00	0.	0.	0.
RONALD A. SIMMS 9320 WILSHIRE BLVD. 300	TREASURER/VICE PRESIDENT 5.00	0.	0.	0.
JOSHUA SIMMS 9320 WILSHIRE BLVD. 300	SECRETARY/DIRECTOR 1.00	0.	0.	0.
JULIE SIMMS LIEBMAN 9320 WILSHIRE BLVD. 300	DIRECTOR 1.00	0.	0.	0.
JONATHAN BLATTMACHR 9320 WILSHIRE BLVD. 300	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

VICTORIA MANN SIMMS
RONALD A. SIMMS

Relationship to Substantial Contributor
and

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
American Congress for Truth 448 Viking Drive Virginia Beach, VA 23452	None Public Charity	Civic	100,000 00
American Red Cross A Corp Santa Monica Chapter 1450 11th Street Santa Monica, CA 90401-2902	None Public Charity	Civic	10,000 00
Beverly Hills Firemens Relief Fund P O Box 1720 Beverly Hills, CA 90213	None Public Charity	Civic	2,000 00
Beverly Hills Police Officers Bevvolent Fund 464 N Rexford Dr Beverly Hills, CA 90210	None Public Charity	Civic	1,000 00
Books For Africa, Inc 253 East 4th Street Saint Paul, MN 55101	None Public Charity	Civic	250 00
Cedars-Sinai Medical Center 8700 Beverly Blvd Los Angeles, CA 90048	None Public Charity	Medical	1,500 00
Cerebral Palsy International Foundation, Inc 1025 Connecticut Ave, NW Washington, DC 20036	None Public Charity	Medical	17,500 00
Children's Burn Foundation 5000 Van Nuys Blvd , Suite 300 Sherman Oaks, CA 91403	None Public Charity	Medical	1,000 00
Childrens Hospital of Los Angeles 4650 Sunset Blvd Los Angeles, CA 90027	None Public Charity	Medical	100,000 00
Children's Music Fund 4619 Cartwright Ave Toluca Lake, CA 91602-1409	None Public Charity	Civic	2,000 00
City of Hope 1500 E Duarte Rd Duarte, CA 91010-3012	None Public Charity	Medical	17,716 00
Covenant House California 1325 N Western Ave Hollywood, CA 90027	None Public Charity	Civic	500 00

**Relationship to Substantial Contributor
and**

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
El Nido Family Centers 10200 Sepulveda Blvd Mission Hills, CA 91345	None Public Charity	Civic	50,000 00
Everychild Foundation P O Box 1808 Pacific Palisades, CA 90272	None Public Charity	Civic	5,000 00
Exceptional Children's Foundation 8740 West Washington Blvd Culver City, CA 90232	None Public Charity	Civic	1,000 00
First Presbyterian Church of Santa Monica 731 S Averill Ave San Pedro, CA 90732	None Public Charity	Religious	420 00
First Presbyterian Church of Santa Monica 1220 2nd Street Santa Monica, CA 90401	None Public Charity	Religious	10,000 00
Foundation of the Massachusetts Eye and Ear Infirmary Inc 243 Charles Street Boston, MA 02114	None Public Charity	Medical	50,000 00
Friends of the Israel Defense Forces 350 Fifth Ave 20th Floor, Suite 2011 New York, New York 10118	None Public Charity	Civic	600,000 00
Geffen Playhouse 10886 Le Conte Avenue Los Angeles, CA 90024	None Public Charity	Civic	10,000 00
Habitat for Humanity International 121 Habitat Street Americus, GA 31709-3423	None Public Charity	Civic	500 00
Hillel The Foundation for Jewish Campus Life 800 Eighth Street, NW Washington, DC 20001	None Public Charity	Civic	50,000 00
Institute for Integrative Health Inc 2200 Kerman Drive The Mansion Baltimore, MD 21207	None Public Charity	Medical	30,000 00

**Relationship to Substantial Contributor
and**

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Israel Cancer Research Fund 1290 Ave of the Americas New York, NY 10104	None Public Charity	Medical	50,000 00
Jewish Federation Council of Greater Los Angeles 6505 Wilshire Blvd Los Angeles, CA 90048	None Public Charity	Civic	100,500 00
Library Foundation of Los Angeles 630 W Fifth Street Los Angeles, CA 90071	None Public Charity	Civic	1,100 00
Music Associates of Aspen, Inc 2 Music School Road Aspen, CO 81611	None Public Charity	Civic	30,000 00
Music Center Foundation 135 North Grand Ave Los Angeles, CA 90012	None Public Charity	Civic	2,500 00
National Center for Family Philanthropy Inc 1818 N Street NW, Suite 300 Washington, DC 20036	None Public Charity	Civic	500 00
Ohr Hatorah 12410 Burbank Blvd, Suite 100 Valley Village, CA 91607	None Public Charity	Religious	100,000 00
Performing Arts Center of Los Angeles County 135 North Grand Ave Los Angeles, CA 90012	None Public Charity	Civic	3,300 00
Philanthropy Roundtable 1150 17th Street NW Suite 503 Washington, DC 20036	None Public Charity	Civic	1,000 00
Project HOPE - The People to People Health Foundation, Inc 255 Carter Hall Lane Millwood, VA 22646	None Public Charity	Civic	300 00
Rand Corporation 1776 Main Street Santa Monica, CA 90407	None Public Charity	Civic	35,000 00

Relationship to Substantial Contributor
and

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Regents University of California Los Angeles 10920 Wilshire Blvd , 5th Floor % Payroll Mgr LA Campus Los Angeles, CA 90024	None Public Charity	Medical	564,500 00
Shriners Hospital for Children P O Box 31356 Tampa, FL 33631	None Public Charity	Medical	700 00
Simon Wiesenthal Center 1399 S Roxbury Drive Los Angeles, CA 90034	None Public Charity	Civic	1,000 00
Sivam Foundation P O Box 60326-150 Houston, TX 77205-0326	None Public Charity	Civic	5,000 00
Step Up On Second Street, Inc 1328 Second Street Santa Monica, CA 90401	None Public Charity	Civic	500 00
Susan G Komen Breast Cancer Foundation 11845 Olympic Blvd , Suite 645W Los Angeles, CA 90064	None Public Charity	Medical	1,350 00
Temple Shalom of the Arts 8440 Wilshire Blvd Beverly Hills, CA 90211	None Public Charity	Religious	2,200 00
The American Fertility Association 315 Madison Avenue Suite 901 New York, NY 10165	None Public Charity	Medical	1,000 00
The Arnold Gold Foundation 619 Palisade Avenue Englewood Cliffs, NJ 07632	None Public Charity	Medical	10,000 00
The Aspen Institute, Inc One Dupont Circle, NW, Suite 700 Washington, DC 20036	None Public Charity	Civic	10,000 00
The Friendship Connection Foundation Inc 169 West End Ave Brooklyn, NY 11235-4808	None Public Charity	Civic	25,000 00

Relationship to Substantial Contributor
and

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
The Milken Institute 1250 Fourth Street Santa Monica, CA 90401	None Public Charity	Civic	6,000 00
The UCLA Foundation 405 Hilgard Avenue Los Angeles, CA 90095	None Public Charity	Civic	18,333 33
The Washington Institute for Near East Policy 1828 L Street, NW, Suite 1050 Washington, DC 20036	None Public Charity	Civic	5,000 00
This World - Jewish Values Network 394 E Palisade Avenue Englewood, NJ 07631	None Private Foundation	Civic	25,000 00
Trustees for Alaska 1026 W 4th Ave Anchorage, AK 99501	None Public Charity	Civic	100,000 00
Union Rescue Mission 545 S San Pedro St Los Angeles, CA 90013	None Public Charity	Civic	3,000 00
Variety the Children's Charity of Southern California Tent 25 4601 Wilshire Blvd , Suite 260 Los Angeles, CA 90010	None Public Charity	Medical	2,000 00
Venice Family Clinic 604 Rose Avenue Venice, CA 90291	None Public Charity	Medical	500,000 00
Westwood Presbyterian Church 10822 Wilshire Blvd Los Angeles, CA 90024	None Public Charity	Religious	10,000 00
Wilshire Boulevard Temple 3663 Wilshire Blvd Los Angeles, CA 90010	None Public Charity	Religious	2,380 00
Womens Guild Cedars Sinai Medical Center 8700 Beverly Blvd , Suite 2416 Los Angeles, CA 90048	None Public Charity	Medical	10.150 00
Zimmer Children's Museum 6505 Wilshire Blvd , Suite 100 Los Angeles, CA 90048	None Public Chanty	Civic	<u>11,000 00</u>
		Total	<u>2,698,699 33</u>

The Simms/Mann Family Foundation
Expenditure Responsibility
Form 990 PF, Part VII B, Question 5a-4
Year Ended December 31, 2010

(i) Name and Address of Grantee

The Simms Family Foundation
9320 Wilshire Blvd., Suite 300
Beverly Hills, CA 90212

(ii) The date and amount of the grant

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

(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
2009	319
2010	<u>4,441</u>
Total	<u>11,796</u>

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

Yes _____ No X

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

Verified

The Simms/Mann Family Foundation
Year ended December 31, 2010

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.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

 - If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization THE SIMMS/MANN FAMILY FOUNDATION	Employer identification number 31-1812498
	Number, street, and room or suite no. If a P.O. box, see instructions. 9320 WILSHIRE BLVD., NO. 300	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BEVERLY HILLS, CA 90212	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

SIMMS, INC.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011.

For calendar year 2010, or other tax year beginning _____ and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return

Change in accounting period Initial return Final return

7 State in detail why you need the ex-

State in detail why you need the extension.
ADDITIONAL TIME IS NECESSARY

ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION REQUIRED, WHICH IS CURRENTLY UNAVAILABLE, TO PREPARE A COMPLETE AND ACCURATE EXTENSION.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► *Mark D. A.* Title ► CPA

Digitized by srujanika@gmail.com

Date ► 8-10-11

Form 8868 (Rev. 1-2011)