



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2011

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

For calendar year 2011 or tax year beginning

, and ending

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.	Room/suite 300	B Telephone number 3102751395
City or town, state, and ZIP code BEVERLY HILLS, CA 90212		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 70,303,180. (Part I, column (d) must be on cash basis.)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	581,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	507,940.	507,276.		STATEMENT 1
	4 Dividends and interest from securities	312,437.	312,437.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,817,600.			
	b Gross sales price for all assets on line 6a	9,042,210.			
	7 Capital gain net income (from Part IV, line 2)		2,818,317.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	715,645.	759,322.		STATEMENT 3
	12 Total. Add lines 1 through 11	4,934,622.	4,397,352.		
	13 Compensation of officers, directors, trustees, etc.	64,166.	0.		0.
	14 Other employee salaries and wages	32,501.	0.		96,667.
	15 Pension plans, employee benefits	7,509.	0.		7,509.
	16a Legal fees STMT 4	30,765.	523.		30,242.
	b Accounting fees STMT 5	43,157.	7,178.		34,480.
	c Other professional fees STMT 6	63,720.	0.		63,720.
	17 Interest	6,901.	6,901.		0.
	18 Taxes STMT 7	85,112.	535.		8,273.
	19 Depreciation and depletion				
20 Occupancy					
21 Travel, conferences, and meetings	35,738.	0.		35,738.	
22 Printing and publications	40.	0.		40.	
23 Other expenses STMT 8	354,713.	293,773.		59,862.	
24 Total operating and administrative expenses. Add lines 13 through 23	724,322.	308,910.		336,531.	
25 Contributions, gifts, grants paid	3,175,660.			3,180,660.	
26 Total expenses and disbursements. Add lines 24 and 25	3,899,982.	308,910.		3,517,191.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,034,640.				
b Net investment income (if negative, enter -0-)		4,088,442.			
c Adjusted net income (if negative, enter -0-)			N/A		

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		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			16,245,967.	10,188,044.	10,188,044.
	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			6,429,456.	7,741,821.	7,741,821.
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 11			32,792,681.	42,082,474.	42,082,474.
	14 Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
	15 Other assets (describe ▶ STATEMENT 12)			14,479,967.	10,290,841.	10,290,841.
	16 Total assets (to be completed by all filers)			69,948,071.	70,303,180.	70,303,180.
	17 Accounts payable and accrued expenses			14,775.	69,568.	
	18 Grants payable			227,500.	222,500.	
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ OTHER LIABILITIES)			0.	160.	
	23 Total liabilities (add lines 17 through 22)			242,275.	292,228.	
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			69,705,796.	70,010,952.	
	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			69,705,796.	70,010,952.		
31 Total liabilities and net assets/fund balances			69,948,071.	70,303,180.		

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	69,705,796.
2 Enter amount from Part I, line 27a	2	1,034,640.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	70,740,436.
5 Decreases not included in line 2 (itemize) ▶ NET UNREALIZED GAIN/(LOSS)	5	729,484.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	70,010,952.

Form 990-PF (2011)

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 9,042,927.		6,224,610.	2,818,317.

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			2,818,317.

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	2,818,317.
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))
2010	2,940,603.	64,170,671.	.045825
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

2 Total of line 1, column (d)	2	.236490
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	.047298
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	67,781,307.
5 Multiply line 4 by line 3	5	3,205,920.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	40,884.
7 Add lines 5 and 6	7	3,246,804.
8 Enter qualifying distributions from Part XII, line 4	8	3,487,191.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	40,884.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	40,884.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	40,884.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	67,516.	
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	67,516.	
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	26,632.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 26,632. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
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? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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) of each state as required by General Instruction G? If "No," attach explanation		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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SIMMS, INC. Telephone no. ► 310-275-1395 Located at ► 9320 WILSHIRE BLVD., SUITE 300, BEVERLY HILLS, CA ZIP+4 ► 90212			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-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	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 checked="" type="checkbox"/> Yes <input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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.) N/A	2b	
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 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 2011.)	3b	X
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 2011?	4b	X

Form 990-PF (2011)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5b

X

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

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

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

6b

X

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

7b

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

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(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		64,166.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

1

Form 990-PF (2011)

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	151,207.

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.

Form 990-PF (2011)

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	5,978,286.
b	Average of monthly cash balances	1b	12,126,316.
c	Fair market value of all other assets	1c	50,708,908.
d	Total (add lines 1a, b, and c)	1d	68,813,510.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	1,748,340.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	68,813,510.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,032,203.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	67,781,307.
6	Minimum investment return. Enter 5% of line 5	6	3,389,065.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	3,389,065.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	40,884.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	40,884.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,348,181.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,348,181.
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	3,348,181.

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	3,487,191.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,487,191.
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	5	40,884.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,446,307.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,348,181.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,989,276.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 3,487,191.				
a Applied to 2010, but not more than line 2a			1,989,276.	
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 2011 distributable amount				1,497,915.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				1,850,266.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

Recipient Name and address (home or business)	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
a Paid during the year				
SEE ATTACHED SCHEDULE				3,180,660.
Total			3a	3,180,660.
b Approved for future payment				
CHILDREN'S HOSPITAL LOS ANGELES FOUNDATION 4650 SUNSET BOULEVARD LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	MEDICAL	100,000.
TRUSTEES FOR ALASKA 1026 W. 4TH AVE., SUITE 201 ANCHORAGE, AK 99501	NONE	PUBLIC CHARITY	CIVIC	100,000.
Total			3b	200,000.

Form 990-PF (2011)

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2011

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 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, total 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 total 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 Part I, 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) (2011)

Name of organization

Employer identification number

THE SIMMS/MANN FAMILY FOUNDATION**31-1812498****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE US LIFE FUND FOR JULIE SIMMS LIEBMAN 1029 W. THIRD AVE #400 ANCHORAGE, AK 99501-1981	\$ 481,000.	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.)

Employer identification number

31-1812498

(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
		\$ _____	_____
(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 that total 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) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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.)
1a	BRAHMAN INST PARTNERS, L.P	P	01/02/03	02/17/11
b	FRALLON FCIP LTD	P	03/01/03	12/31/11
c	OMEGA OVERSEAS PTR LTD_SLD#1	P	02/01/95	01/05/11
d	PIMCO LOW DURATION FUND/P_SLD#2	P	11/10/09	01/27/11
e	PIMCO SHORT-TERM FUND/P_SLD#1	P	11/10/09	05/26/11
f	PIMCO SHORT-TERM FUND/P_SLD#2	P	11/10/09	06/29/11
g	PIMCO SHORT-TERM FUND/P_SLD#3	P	11/10/09	07/15/11
h	PIMCO SHORT-TERM FUND/P_SLD#4	P	11/10/09	07/26/11
i	STEEL PTNRS SP1 B SER 45_SLD#1	P	10/01/03	01/01/11
j	THE RAPTOR PRIV HLDGS LTD_SLD#2	P	04/01/05	03/25/11
k	THE RAPTOR PRIV HLDGS LTD_SLD#3	P	04/01/05	10/21/11
l	TROPHY HUNTER	P	VARIOUS	07/27/11
m	BAY HARBOUR 90-1	P	VARIOUS	08/02/11
n	FROM PARTNERSHIP - ST	P	VARIOUS	VARIOUS
o	FROM PARTNERSHIP - LT	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 76,886.		5,158.	71,728.
b		-9,649.	9,649.
c 1,000,000.		216,293.	783,707.
d 3,000,000.		3,022,035.	-22,035.
e 850,000.		846,876.	3,124.
f 830,000.		827,789.	2,211.
g 200,000.		199,468.	532.
h 1,000,000.		998,349.	1,651.
i		80,731.	-80,731.
j 12,718.		15,923.	-3,205.
k 17,877.		21,637.	-3,760.
l 257,329.			257,329.
m 1,564,516.			1,564,516.
n 10,111.			10,111.
o 212,891.			212,891.

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			71,728.
b			9,649.
c			783,707.
d			-22,035.
e			3,124.
f			2,211.
g			532.
h			1,651.
i			-80,731.
j			-3,205.
k			-3,760.
l			257,329.
m			1,564,516.
n			10,111.
o			212,891.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 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

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.)
1a SECURITY LITIGATION		P	VARIOUS	VARIOUS
b CAP GAINS DISTRIBUTION		P	VARIOUS	VARIOUS
c UBTI CAPITAL GAINS		P	VARIOUS	VARIOUS
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,685.			1,685.
b 8,197.			8,197.
c 717.			717.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) 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			1,685.
b			8,197.
c			717.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	2,818,317.
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	156.
GREENFIELD ETHANOL	405,072.
INTEREST INCOME OTHER	313.
JP MORGAN ACCRUED INT	28.
JP MORGAN MONEY MARKET	387.
PARTNERSHIP INTEREST INCOME	101,320.
PARTNERSHIP TAX EXEMPT INCOME	664.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	507,940.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM PARTNERSHIPS	58,064.	0.	58,064.
PIMCO DIVIDENDS	254,373.	0.	254,373.
TOTAL TO FM 990-PF, PART I, LN 4	312,437.	0.	312,437.

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	-80,706.	0.	
INVESTMENT INCOME/LOSS FROM PARTNERSHIPS	148,747.	148,747.	
STATE TAX REFUND	1,968.	0.	
FEDERAL TAX REFUND	35,061.	0.	
INTEREST - NOTES RECEIVABLE	610,575.	610,575.	
TOTAL TO FORM 990-PF, PART I, LINE 11	715,645.	759,322.	

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	30,765.	523.		30,242.
TO FM 990-PF, PG 1, LN 16A	30,765.	523.		30,242.

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	43,157.	7,178.		34,480.
TO FORM 990-PF, PG 1, LN 16B	43,157.	7,178.		34,480.

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	63,720.	0.		63,720.
TO FORM 990-PF, PG 1, LN 16C	63,720.	0.		63,720.

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	75,004.	0.		0.
PARTNERSHIPS	535.	535.		0.
STATE TAX	1,310.	0.		10.
PAYROLL TAXES	8,263.	0.		8,263.
TO FORM 990-PF, PG 1, LN 18	85,112.	535.		8,273.

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	175.	0.		175.	
MEMBERSHIP FEES	377.	0.		377.	
MISCELLANEOUS	1,222.	524.		523.	
SEMINARS/CONFERENCES	45,248.	0.		45,248.	
DUES AND SUBSCRIPTIONS	1,070.	535.		535.	
EXPENSES ASSOCIATED WITH GRANT MAKING	5,947.	0.		5,947.	
OTHER INV EXP FROM PARTNERSHIP	149,141.	148,238.		0.	
INSURANCE EXPENSE	2,167.	0.		2,167.	
PAYROLL SERVICES	1,570.	0.		1,570.	
OFFICE SUPPLIES	2,693.	0.		2,693.	
GIFTS	627.	0.		627.	
INVESTMENT MANAGEMENT FEES	144,476.	144,476.		0.	
TO FORM 990-PF, PG 1, LN 23	354,713.	293,773.		59,862.	

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 NEITHER THE DONOR NOR ANY OTHER PARTY RECEIVED 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.

QUALIFYING DISTRIBUTIONS, PART XII, LINE 1(A)

AMOUNT PER LINE 26(D) ON PAGE 1 OF FORM 990-PF

3,517,191.

LESS: DISTRIBUTION TO THE SIMMS/MANN INSTITUTE
FOR EDUCATION AND COMMUNITY DEVELOPMENT, A RELATED
ORGANIZATION, NOT TO BE CONSIDERED A QUALIFYING
DISRIBUTION PURSUANT TO IRC 4942 (A)(1)(I)

-30,000.

TOTAL

3,487,191.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	7,741,821.	7,741,821.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,741,821.	7,741,821.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FARALLON CAPITAL INST PTNR	FMV	1,330,639.	1,330,639.
TROPHY HUNTER INVEST LTD	FMV	0.	0.
BOSTON VENTURES VI, LP	FMV	1,043,730.	1,043,730.
AG SUPERFUND, LP	FMV	538,813.	538,813.
BAY HARBOUR	FMV	0.	0.
BOSTON VENTURES V, LP	FMV	209,031.	209,031.
GRAYSTONE VENTURE FUND LP	FMV	128,688.	128,688.
GREENFIELD ETHANOL INC	FMV	2,017,146.	2,017,146.
GREENFIELD CONV NOTE 06 10	FMV	2,162,899.	2,162,899.
INDUSTRY DRIVE ASSOC., LLC	FMV	1,613,851.	1,613,851.
NCD PARTNERS V, LP	FMV	1,046,084.	1,046,084.
PORTAGE FOUNDERS, LP	FMV	118,052.	118,052.
EMINENCE FUND, LTD.	FMV	2,138,309.	2,138,309.
FIR TREE INTL VAL SERIES I	FMV	2,169,921.	2,169,921.
FIR TREE NON MKTBL S 0305	FMV	8,536.	8,536.
GREENLIGHT CAP OFFSHR QUAL	FMV	1,732,388.	1,732,388.
OMEGA OVERSEAS PTR LTS	FMV	4,455,906.	4,455,906.
STEEL PTNRS SP2 B SER 22	FMV	202,185.	202,185.
STEEL PTNRS SP1 B SER 22	FMV	0.	0.
THE RAPTOR GLOBAL FD LTD	FMV	73,909.	73,909.
DAVIDSON KEMPNER INST PTNR	FMV	2,616,725.	2,616,725.
BRUIN BIOMETRICS, LLC	FMV	2,176.	2,176.
TACONIC OFFSHRE FD 1.5 LTD	FMV	2,501,785.	2,501,785.
OWL CREEK OVERSEAS FD, LTD	FMV	981,125.	981,125.
MASON CAPITAL, LTD	FMV	2,765,740.	2,765,740.
FARALLON FCIP LTD	FMV	0.	0.
BREVAN HOWARD FUND LIMITED	FMV	1,131,512.	1,131,512.
LONE STAR RE FUND II	FMV	224,734.	224,734.
LONE STAR FUND VII	FMV	321,844.	321,844.
ABSOLUTE RETURN CAYMAN, LTD	FMV	3,679,681.	3,679,681.
ALLEN GLOBAL PTNRS OFFSHORE	FMV	1,902,329.	1,902,329.
FIR TREE INTL VALUE FD, LTD	FMV	301,007.	301,007.
PHARO MACRO FUND, LTD	FMV	1,445,535.	1,445,535.
ANCHOR INDUSTRIAL INVSTMTS, LLC	FMV	3,166,244.	3,166,244.
VIRTUAL WORLD COMPUTING, LLC	FMV	51,950.	51,950.
TOTAL TO FORM 990-PF, PART II, LINE 13		42,082,474.	42,082,474.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE FROM PARTNERSHIPS	4,146,684.	0.	0.
NOTES RECEIVABLE- SEE FOOTNOTE	10,009,433.	10,009,433.	10,009,433.
ACCRUED INTEREST	255,940.	257,653.	257,653.
OTHER ASSETS	67,910.	23,755.	23,755.
TO FORM 990-PF, PART II, LINE 15	14,479,967.	10,290,841.	10,290,841.

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

EXPLANATION

FORM 990-PF NOT REQUIRED FOR DELAWARE.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 14
-------------	---	--------------

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
VICTORIA MANN SIMMS 9320 WILSHIRE BLVD. 300 BEVERLY HILLS, CA 90210	PRESIDENT/DIRECTOR 15.00	64,166.	0.	0.
RONALD A. SIMMS 9320 WILSHIRE BLVD. 300 BEVERLY HILLS, CA 90210	TREASURER/VICE PRESIDENT 2.00	0.	0.	0.
JOSHUA SIMMS 9320 WILSHIRE BLVD. 300 BEVERLY HILLS, CA 90210	SECRETARY/DIRECTOR 1.00	0.	0.	0.
JULIE SIMMS LIEBMAN 9320 WILSHIRE BLVD. 300 BEVERLY HILLS, CA 90210	DIRECTOR 1.00	0.	0.	0.
JONATHAN BLATTMACHR 9320 WILSHIRE BLVD. 300 BEVERLY HILLS, CA 90210	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		64,166.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

VICTORIA MANN SIMMS
RONALD A. SIMMS

THE SIMMS/MANN FAMILY FOUNDATION

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING 2011

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Academy of Healing Arts for Teens 486 Toro Canyon Road Santa Barbara, CA 93108	None Public Chanty	Civic	1,000 00
Achievement Rewards for College Scientists Foundation, Inc 1801 Avenue of the Stars, Suite 708 Los Angeles, CA 90067-5802	None Public Chanty	Educational	1,000 00
American Committee for the Weizmann Institute of Science Inc 633 3rd Avenue, 20th Floor New York, NY 10017	None Public Chanty	Civic	100,000 00
American Freedom Alliance 11500 W Olympic Blvd , Suite 495 Los Angeles, CA 90064	None Public Chanty	Civic	600 00
American Friends of the Israel Museum 500 Fifth Avenue New York, NY 10110	None Public Chanty	Civic	20,000 00
American Friends of the Israel Philharmonic Orchestra 122 East 42nd Street, Suite 4507 New York, NY 10168	None Public Chanty	Civic	15,000 00
American Jewish Committee 165 East 56th Street New York, NY 10022-2709	None Public Chanty	Civic	2,500 00
American Red Cross A Corp Santa Monica Chapter 1450 11th Street Santa Monica, CA 90401-2902	None Public Chanty	Civic	1,000 00
Aspen Art Museum 590 N Mill Street Aspen, CO 81611	None Public Chanty	Civic	2,500 00
Aspen Jewish Center P O Box 8948 Aspen, CO 81612	None Public Chanty	Civic	1,000 00
Beverly Hills Firemens Relief Fund P O Box 1720 Beverly Hills, CA 90213	None Public Chanty	Civic	1,000 00
Bogart Pediatric Cancer Research Program 5900 Wilshire Blvd , 26th Floor Los Angeles, CA 90036	None Public Chanty	Medical	1,000 00
Camp Kesem National P O Box 1113 Lafayette, CA 94549	None Public Chanty	Civic	2 500 00
Cedars-Sinai Medical Center 8700 Beverly Blvd Los Angeles, CA 90048	None Public Chanty	Medical	6,500 00
Center for Jewish Community Studies Two Penn Center, Suite 840 Philadelphia, PA 19102	None Public Chanty	Educational	15,000 00

THE SIMMS/MANN FAMILY FOUNDATION

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING 2011

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Cerebral Palsy International Foundation, Inc 1025 Connecticut Ave. Suite 701 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	1,100 00
Childrens Hospital of Los Angeles 4650 Sunset Blvd Los Angeles, CA 90027-0980	None Public Charity	Medical	1,000,250 00
Children's Music Fund 1301 20th St., Suite 220 Santa Monica, CA 90404	None Public Charity	Civic	1,000 00
City of Hope 1500 E Duarte Rd Duarte, CA 91010-3012	None Public Charity	Medical	5,500 00
College of the Canyons 26455 Rockwell Canyon Rd Valencia, CA 91355	None Public Charity	Educational	81,668 00
Covenant House California 1325 N Western Ave Hollywood, CA 90027	None Public Charity	Civic	1,500 00
Crohns & Colitis Foundation of America 386 Park Avenue South New York, NY 10016-8804	None Public Charity	Medical	1,000 00
Easter Seals Southern CA, Inc 1801 E Edinger Ave. Suite 190 Santa Ana, CA 92705	None Public Charity	Medical	2,000 00
El Nido Family Centers 10200 Sepulveda Blvd Mission Hills, CA 91345	None Public Charity	Civic	50,000 00
Emanuel Center, Inc 8844 Burton Way Beverly Hills, CA 90211	None Public Charity	Religious	1,500 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	10,000 00
Foundation for Santa Barbara City College 721 Cliff Drive Santa Barbara, CA 93109	None Public Charity	Educational	40,002 00
Friends of Robinson Gardens 1008 Elden Way Beverly Hills, CA 90210	None Public Charity	Civic	5,000 00

THE SIMMS/MANN FAMILY FOUNDATION

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING 2011

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Friends of the Israel Defense Forces 350 Fifth Ave 20th Floor Suite 2011 New York, New York 10118	None Public Charity	Civic	150,000 00
Geffen Playhouse 10886 Le Conte Avenue Los Angeles, CA 90024	None Public Charity	Civic	10,000 00
Hillel The Foundation for Jewish Campus Life 800 Eighth Street, NW Washington, DC 20001	None Public Charity	Civic	100,000 00
Institute for Integrative Health Inc 2200 Kernan Drive The Mansion Baltimore, MD 21207	None Public Charity	Medical	30,000 00
International Relief Teams 4560 Alvarado Canyon Road, Suite 2G San Diego, CA 92120-4309	None Public Charity	Civic	1,500 00
Jewish Big Brothers Big Sisters Association of Los Angeles 6505 Wilshire Blvd , Suite 600 Los Angeles, CA 90048	None Public Charity	Civic	6,000 00
Jewish Federation Council of Greater Los Angeles 6505 Wilshire Blvd Los Angeles, CA 90048	None Public Charity	Civic	250,000 00
Jewish Resource Center Chabad of Aspen 435 West Main Street Aspen, CO 81611	None Public Charity	Civic	50,000 00
Jewish Vocational Service 6505 Wilshire Blvd , Suite 200 Los Angeles, CA 90048	None Public Charity	Civic	5 000 00
Library Foundation of Los Angeles 630 W Fifth Street Los Angeles, CA 90071	None Public Charity	Civic	2,000 00
Los Angeles County Museum of Art 5905 Wilshire Boulevard Los Angeles, CA 90036	None Public Charity	Civic	15,000 00
Music Associates of Aspen, Inc 2 Music School Road Aspen, CO 81611	None Public Charity	Civic	7,000 00
National Center for Family Philanthropy Inc 1101 Connecticut Avenue, NW, Suite 220 Washington, DC 20036	None Public Charity	Civic	500 00
People Assisting the Homeless 340 North Madison Avenue Los Angeles, CA 90004-3504	None Public Charity	Civic	5,000 00
Performing Arts Center of Los Angeles County 135 North Grand Ave Los Angeles, CA 90012	None Public Charity	Civic	2,500 00

THE SIMMS/MANN FAMILY FOUNDATION

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING 2011

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Philanthropy Roundtable 1150 17th Street NW, Suite 503 Washington, DC 20036	None Public Chanty	Civic	1,000 00
Portland Art Museum 1219 SW Park Avenue Portland, OR 97205	None Public Chanty	Civic	20,000 00
Rand Corporation 1776 Main Street Santa Monica, CA 90407	None Public Chanty	Civic	30,000 00
Regents University of California Los Angeles 10920 Wilshire Blvd , Suite 620 % Payroll Mgr LA Campus Los Angeles, CA 90024	None Public Chanty	Medical	539,500 00
Santa Barbara International Polo Training Cener 102 N Milpas Street Santa Barbara, CA 93103-3304	None Public Chanty	Civic	800 00
Santa Barbara Museum of Art 1350 State Street Santa Barbara, CA 93101	None Public Chanty	Civic	10,750 00
Save A Childs Heart Foundation 10050 Chapel Road, Suite 18 Potomac, MD 20854	None Public Chanty	Medical	100 00
Shriners Hospitals for Children P O Box 31356 Tampa, FL 33631	None Public Chanty	Medical	1,500 00
Simms/Mann Institute for Education and Community Development 9320 Wilshire Blvd , Suite 300 Beverly Hills, CA 90212	None Private Operating Foundation	Educational	322,189 88
Sound Body Sound Mind Foundation 11100 Santa Monica Blvd , Suite 1910 Los Angeles CA 90025	None Public Chanty	Civic	1,000 00
St John's Hospital and Health Center Foundation 1328 22nd Street Santa Monica, CA 90404	None Public Chanty	Medical	1,300 00
Temple Shalom of the Arts 8440 Wilshire Blvd Beverly Hills, CA 90211	None Public Chanty	Religious	2,400 00
The Arnold Gold Foundation 619 Palisade Avenue, 1st Floor Englewood Cliffs, NJ 07632	None Public Chanty	Medical	10,000 00
The Colleagues 3312 Pico Blvd Santa Monica, CA 90405	None Public Chanty	Civic	1,000 00
The Friendship Connection Foundation Inc 169 West End Ave Brooklyn, NY 11235-4808	None Public Chanty	Civic	25,000 00

THE SIMMS/MANN FAMILY FOUNDATION

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING 2011

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
The UCLA Foundation 405 Hilgard Avenue Los Angeles, CA 90095	None Public Chanty	Civic	4,500 00
Tnbe Media Corp 3580 Wilshire Boulevard Los Angeles, CA 90010-2501	None Public Chanty	Religious	1,000 00
Trustees for Alaska 1026 W 4th Avenue, #201 Anchorage, AK 99501	None Public Chanty	Civic	100,000 00
University of Southern California University Park Los Angeles, CA 90089	None Public Chanty	Educational	10,000 00
University of Washington Foundation 407 Gerberding Hall Seattle, WA 98195-1210	None Public Chanty	Educational	2,000 00
USS Midway Museum 1355 North Harbor Drive San Diego, CA 92101	None Public Chanty	Civic	500 00
Venice Family Clinic 604 Rose Avenue Venice, CA 90291	None Public Chanty	Medical	50,000 00
Westwood Presbyterian Church 10822 Wilshire Boulevard Los Angeles, CA 90024-4303	None Public Chanty	Religious	10,200 00
Wilshire Boulevard Temple 3663 Wilshire Blvd Los Angeles, CA 90010	None Public Chanty	Religious	2,800 00
Womens Guild Cedars Sinai Medical Center 8700 Beverly Blvd, Suite 2416 Los Angeles, CA 90048	None Public Chanty	Medical	5,000 00
			<hr/>
			Total <u>3,180,659 88</u>

The Simms/Mann Family Foundation
Year ended December 31, 2011

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

1,748,340

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.

Report to IRS on Form 990-PF

THE SIMMS/MANN FAMILY FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2011**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE SIMMS/MANN FAMILY FOUNDATION ("Grantor") provides the following information:

- (i) Grantee: Simms/Mann Institute for Education and Community Development
- (ii) Amount of Grants: \$200,000 distributed on January 7, 2011
- (iii) Purpose of grant: The grant was distributed exclusively for charitable purposes, in furtherance of the Grantee's primary purposes of (a) developing curriculum for students of infant/toddler education, focusing on prenatal to three years of age, (b) creating a Think Tank of early childhood development educators within the California community college system, and (c) developing educational materials and tools related to emotional skill building and development.
- (iv) & (vi) Reports: The recipient organization (Grantee) has submitted full and complete reports of its expenditure of The Simms/Mann Family Foundation's grant, and that these reports show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of The Simms/Mann Family Foundation, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: Grantor has no reason to doubt the accuracy or reliability of the report from Grantee; therefore, no independent verification of the report was made.

Report to IRS on Form 990-PF

THE SIMMS/MANN FAMILY FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2011**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE SIMMS/MANN FAMILY FOUNDATION ("Grantor") provides the following information:

- | | |
|-------------------------|---|
| (i) Grantee: | Simms/Mann Institute for Education and Community Development |
| (ii) Amount of Grants: | \$65,000 distributed on November 14, 2011 |
| (iii) Purpose of grant: | The grant was distributed exclusively for charitable purposes, in furtherance of the Grantee's primary purposes of (a) developing curriculum for students of infant/toddler education, focusing on prenatal to three years of age, (b) creating a Think Tank of early childhood development educators within the California community college system, and (c) developing educational materials and tools related to emotional skill building and development. |
| (iv) & (vi) Reports: | The recipient organization (Grantee) has submitted full and complete reports of its expenditure of The Simms/Mann Family Foundation's grant, and that these reports show that the grant was properly devoted exclusively for charitable purposes. |
| (v) Diversions: | To the knowledge of The Simms/Mann Family Foundation, no funds have been diverted to any activity other than the activity for which the grant was originally made. |
| (vii) Verification: | Grantor has no reason to doubt the accuracy or reliability of the report from Grantee; therefore, no independent verification of the report was made. |

Report to IRS on Form 990-PF

THE SIMMS/MANN FAMILY FOUNDATION

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2011**

Pursuant to IRC Regulation § 53.4945-5(d)(2), THE SIMMS/MANN FAMILY FOUNDATION ("Grantor") provides the following information:

- (i) Grantee: Simms/Mann Institute for Education and Community Development
- (ii) Amount of Grants: Approximately 30 hours per week of Dr. Simms' services provided to the Institute, free of charge.

See Exhibit A attached-\$57189.88
- (iii) Purpose of grant: The grant was distributed exclusively for charitable purposes, in furtherance of the Grantee's primary purposes of (a) developing curriculum for professionals and families on early childhood development, focusing on prenatal to three years of age, (b) creating a Think Tank of early childhood development educators within the California community college system, and (c) developing educational materials and tools related to emotional skill building and development.
- (iv) & (vi) Reports: The recipient organization (Grantee) has submitted full and complete reports of its expenditure of The Simms/Mann Family Foundation's grant, and that these reports show that the grant was properly devoted exclusively for charitable purposes.
- (v) Diversions: To the knowledge of The Simms/Mann Family Foundation, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: Grantor has no reason to doubt the accuracy or reliability of the report from Grantee; therefore, no independent verification of the report was made.

List of Granted Assets

*All intangible rights associated with the concept of a tangible transitional object that invokes self-soothing feelings in a child and an association with a primary caregiver (referred to as the "Soothing Connections project".)

*All copyright, patent, trade dress, trademark and any other intangible rights associated with and/or embodied in the Soothing Connections project (including the associated bracelet) developed by notNeutral based on the Soothing Connections concept, and the work leading up to that design including but not limited to any and all drawings, illustrations, models, notes, photographs, sketches, treatments and the like as well as electronic files usable to render 2-D and/or 3-D objects embodying the foregoing.

*All copyright, patent, trade dress, trademark and any other intangible rights associated with and/or embodied in the infant mobile (with family member pictures) including but not limited to any and all drawings, models, notes, sketches, treatments and the like.

* All copyright, patent, trade dress, trademark and any other intangible rights associated with and/or embodied in the family cards project that uses pictures of family members with text to help children express themselves.

*All common law trademark rights in and to:

- "Soothing Connections"
- "Calming Transitions"
- "Building The House Within"

as well as any and all goodwill associated with each of the foregoing marks.

*All copyright rights (including, but not limited, to visual arts and text rights, including those made as a work for hire, if any), as well as any and all trademark rights in and to the following books, entitled:

- "[Jordan's] Baby Sister Book"
- "[Jordan] is a Big Brother Book"
- "[Jordan's] Daddy Goes to Work Book"
- "[Jordan's] Mommy Goes to Work Book"
- "[Jordan's] Nanny Book"
- "[Jordan's] New House Book"
- "[Jordan's] You Go Away Book"

- "[Jordan's] Sleepover Book"
- "[Jordan and Katie's] Sleepover Book"
- "Mommy Goes to New York"
- "[Sarah and Justin] go to Aspen"
- "Expecting?"

*All intangible rights in and to the concepts, ideas, and/or treatments underlying the foregoing children's books.

*Any and all copyright rights (including, but not limited, to visual arts and text rights, including those made as a work for hire, if any), trademark rights and intangible rights in and to the concepts, ideas, and/or treatments dealing with separation issues having the working titles "Mommy/Daddy Goes to Work," "Mommy Goes Away," "Sleepover," "Day Care," "Babysitter," and "Visiting Family."

*Any and all copyright rights (including, but not limited, to visual arts and text rights, including those made as a work for hire, if any), trademark rights and intangible rights in and to the concepts, ideas, and/or treatments underlying the books having the working titles "New Home (moving)," "New Sibling," "The New Baby," "Hospital/Doctor Visit," "Divorce," "Expecting," "Bed Time," "School," "Vacation," "Feelings," "Haircut," "Potty Training," "Family," "Bottle to Feeding Self," "Mommy/Daddy is Sick," "[Child] is sick," "Loss of a Family Member," and "Different Learning Styles"

*Any and all copyright rights (including, but not limited, to visual arts and text rights, including those made as a work for hire, if any), trademark rights and intangible rights in and to the concepts, ideas, and/or treatments underlying the brochure/cards dealing the following topics: "What is a Ritual," "Developing a Goodbye Ritual," "What is a Transitional object?"

*Any and all copyright rights (including, but not limited, to visual arts and text rights, including those made as a work for hire), trademark rights and intangible rights in and to the concepts, ideas, and/or treatments underlying the book "Building the House Within"

*Any and all executed Agreements necessary and desirable to perfect the rights conveyed hereunder, including but not limited to "Volunteer Researcher Terms" and any Non-Disclosure Agreements.

The Simms/Mann Family Foundation
Expenditure Responsibility
Form 990 PF, Part VII B, Question 5a-4
Year Ended December 31, 2011

- (i) Name and Address of Grantee The SimmsMann Institute for Education and Community
Development
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><u>20,000</u></u> |
- (iii) The purpose of the grant Legal and other expenses to form The Foundation, apply for
tax-exempt status, future grants to 501(c)(3) organizations and
administrative expenses.
- (iv) The amounts expended by Grantee
- | | |
|-------|----------------------|
| 2008 | 7,036 |
| 2009 | 319 |
| 2010 | 4,441 |
| 2011 | <u>588</u> |
| Total | <u><u>12,384</u></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