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

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

2012

Open to public inspection

For calendar year 2012 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 310-275-1395
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"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <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) \$ 71,836,020.	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)
1 Contributions, gifts, grants, etc., received		2,036,000.		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		495,833.	489,199.		STATEMENT 1
4 Dividends and interest from securities		617,959.	617,959.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		480,350.			
b Gross sales price for all assets on line 6a		2,157,249.			
7 Capital gain net income (from Part IV, line 2)			480,350.		
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		1,036,278.	433,734.		STATEMENT 3
12 Total. Add lines 1 through 11		4,666,420.	2,021,242.		
13 Compensation of officers, directors, trustees, etc		70,000.	0.		70,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		2,988.	0.		2,988.
16a Legal fees STMT 4		11,027.	0.		11,027.
b Accounting fees STMT 5		37,038.	5,020.		29,508.
c Other professional fees STMT 6		143,510.	129,159.		0.
17 Interest					
18 Taxes STMT 7		242,120.	0.		5,736.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		83,659.	0.		83,659.
22 Printing and publications					
23 Other expenses STMT 8		176,226.	140,208.		36,018.
24 Total operating and administrative expenses. Add lines 13 through 23		766,568.	274,387.		238,936.
25 Contributions, gifts, grants paid		2,160,257.			1,823,770.
26 Total expenses and disbursements. Add lines 24 and 25		2,926,825.	274,387.		2,062,706.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,739,595.			
b Net investment income (if negative, enter -0-)			1,746,855.		
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		4,476.	4,476.
	2 Savings and temporary cash investments	10,188,044.	440,889.	440,889.
	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		38.	38.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	7,741,821.	5,447,178.	5,447,178.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	42,082,474.	55,319,000.	55,319,000.	
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 12)	10,290,841.	10,624,439.	10,624,439.	
16 Total assets (to be completed by all filers)	70,303,180.	71,836,020.	71,836,020.	
Liabilities	17 Accounts payable and accrued expenses	69,568.	195,251.	
	18 Grants payable	222,500.	595,000.	
	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)	160.	0.	
	23 Total liabilities (add lines 17 through 22)	292,228.	790,251.	
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	70,010,952.	71,045,769.	
	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	70,010,952.	71,045,769.		
31 Total liabilities and net assets/fund balances	70,303,180.	71,836,020.		

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	70,010,952.
2 Enter amount from Part I, line 27a	2	1,739,595.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	71,750,547.
5 Decreases not included in line 2 (itemize) ▶ NET UNREALIZED GAIN/(LOSS)	5	704,778.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	71,045,769.

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 STATEMENT			
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 2,157,249.		1,676,899.	480,350.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			480,350.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	480,350.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	3,446,307.	67,781,307.	.050845
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

2 Total of line 1, column (d)	2	.223984
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	.044797
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	66,290,580.
5 Multiply line 4 by line 3	5	2,969,619.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,469.
7 Add lines 5 and 6	7	2,987,088.
8 Enter qualifying distributions from Part XII, line 4	8	2,062,706.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	34,937.
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	34,937.
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	34,937.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	44,132.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	54,132.	
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	19,195.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 19,195. 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 type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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 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 2012 or the taxable year beginning in 2012 (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

SEE STATEMENT 13

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		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	At any time during calendar year 2012, 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?		16	Yes No X
See 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

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		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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<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	
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 2012 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 2012)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2012?		X

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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 ☐**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?**SEE STATEMENT 14**☒ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

5b

X

6b

X

7b

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
VICTORIA MANN SIMMS	PRESIDENT/DIRECTOR			
9320 WILSHIRE BLVD. SUITE 300				
BEVERLY HILLS, CA 90210	15.00	70,000.	0.	0.
RONALD A. SIMMS	TREASURER/VICE PRESIDENT			
9320 WILSHIRE BLVD. SUITE 300				
BEVERLY HILLS, CA 90210	2.00	0.	0.	0.
JOSH SIMMS	SECRETARY/DIRECTOR			
9320 WILSHIRE BLVD. SUITE 300				
BEVERLY HILLS, CA 90210	1.00	0.	0.	0.
JULIE SIMMS LIEBMAN	DIRECTOR			
9320 WILSHIRE BLVD. SUITE 300				
BEVERLY HILLS, CA 90210	1.00	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
NONE				

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

0

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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	6,772,605.
b	Average of monthly cash balances	1b	10,848,952.
c	Fair market value of all other assets	1c	49,678,524.
d	Total (add lines 1a, b, and c)	1d	67,300,081.
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	0.
3	Subtract line 2 from line 1d	3	67,300,081.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,009,501.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	66,290,580.
6	Minimum investment return. Enter 5% of line 5	6	3,314,529.

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	3,314,529.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	34,937.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	137,375.
c	Add lines 2a and 2b	2c	172,312.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,142,217.
4	Recoveries of amounts treated as qualifying distributions	4	36,013.
5	Add lines 3 and 4	5	3,178,230.
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	3,178,230.

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	2,062,706.
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	2,062,706.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,062,706.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				3,178,230.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,850,266.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 2,062,706.				
a Applied to 2011, but not more than line 2a			1,850,266.	
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 2012 distributable amount				212,440.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				2,965,790.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- b 85% of line 2a**

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

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

- e** Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

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

- a "Assets" alternative test - enter:
(1) Value of all assets

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

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

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

- (4) Gross investment income

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

- ### 1 Information Regarding Foundation Managers:

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

SEE STATEMENT 15

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

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

- c Any submission deadlines:**

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES 10920 WILSHIRE BLVD., SUITE 620 LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	MEDICAL	554,500.
SIMMS/MANN INSTITUTE FOR EDUCATION AND COMMUNITY DEVELOPMENT 9320 WILSHIRE BLVD., SUITE 300 BEVERLY HILLS, CA 90212	NONE	PRIVATE OPERATING CHARITY	EDUCATIONAL	350,000.
JEWISH VOCATIONAL SERVICES 6505 WILSHIRE BLVD., SUITE 200 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	CIVIC	250,000.
TRUSTEES FOR ALASKA 1026 W. 4TH AVENUE, #201 ANCHORAGE, AK 99501	NONE	PUBLIC CHARITY	CIVIC	100,000.
JEWISH FEDERATION COUNCIL OF GREATER LOS ANGELES 6505 WILSHIRE BLVD., SUITE 800 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	CIVIC	100,000.
Total			SEE CONTINUATION SHEET(S)	1,823,770.
b Approved for future payment				
FRIENDS OF THE ISRAEL DEFENSE FORCES 1430 BROADWAY, NO. 1301 NEW YORK, NY 10018	NONE	PUBLIC CHARITY	RELIGIOUS	300,000.
TRUSTEES FOR ALASKA 1026 W. 4TH AVENUE, #201 ANCHORAGE, AK 99501	NONE	PUBLIC CHARITY	CIVIC	100,000.
FOUNDATION FOR SANTA BARBARA CITY COLLEGE 721 CLIFF DRIVE SANTA BARBARA, CA 93109	NONE	PUBLIC CHARITY	EDUCATIONAL	65,000.
Total			SEE CONTINUATION SHEET(S)	490,000.

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

2012

Name of the organization

Employer identification number

THE SIMMS/MANN FAMILY FOUNDATION**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 foundationCheck 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) (2012)

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
<u>1</u>	THE US LIFE FUND FOR JULIE SIMMS LIEBMAN 1029 W. THIRD AVE #400 ANCHORAGE, AK 99501	\$ <u>1,836,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	THE US LIFE FUND FOR JOSH SIMMS 1029 W. THIRD AVE #400 ANCHORAGE, AK 99501	\$ <u>200,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	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). Use duplicate copies of Part II if additional space is needed

(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	BREXAN HOWARD FUND LIMITED SLD#1	P	10/29/09	01/20/12
b	OWL CREEK OVERSEAS FD, LTD SLD#1	P	10/29/09	01/27/12
c	PIMCO LOW DURATION FUND/P SLD#3	P	11/10/09	12/31/12
d	THE RAPTOR PRIV HLDGS LTD SLD#4	P	04/01/05	12/31/12
e	YELP, INC./JP	P	02/01/08	07/05/12
f	CAPITAL GAIN DISTRIB PMC	P	01/31/12	12/31/12
g	PARTNERSHIP INCOME/(LOSS)	P	01/31/12	12/31/12
h	CAPITAL GAIN DISTRIB FARALLON	P	01/31/12	12/31/12
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 32,459.		28,686.	3,773.
b 987,818.		1,100,000.	-112,182.
c 500,000.		496,739.	3,261.
d 31,791.		39,711.	-7,920.
e 73,342.		11,763.	61,579.
f 15,495.			15,495.
g 513,419.			513,419.
h 2,925.			2,925.
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			3,773.
b			-112,182.
c			3,261.
d			-7,920.
e			61,579.
f			15,495.
g			513,419.
h			2,925.
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	480,350.
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 XV . **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
HILLEL: THE FOUNDATION FOR JEWISH CAMPUS LIFE 800 EIGHTH STREET, NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	CIVIC	75,000.
UNIVERSITY OF WASHINGTON FOUNDATION 407 GERBERDING HALL SEATTLE, WA 98195	NONE	PUBLIC CHARITY	EDUCATIONAL	50,000.
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291	NONE	PUBLIC CHARITY	MEDICAL	50,000.
ARMAND HAMMER MUSEUM OF ART & CULTURAL CENTER INC. 10899 WILSHIRE BLVD. LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	CIVIC	35,000.
JEWISH FEDERATION OF GREATER SANTA BARBARA 524 CHAPALA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC CHARITY	CIVIC	25,320.
CHILDRENS HOSPITAL OF LOS ANGELES 4650 SUNSET BLVD. LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	MEDICAL	25,000.
FRIENDSHIP CONNECTION P.O. BOX 292 FRIENDSHIP, WI 53934	NONE	PUBLIC CHARITY	CIVIC	25,000.
CEREBRAL PALSY INTERNATIONAL FOUNDATION, INC. 1025 CONNECTICUT AVE, SUITE 701 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	MEDICAL	24,000.
AMERICAN FRIENDS OF THE ISRAEL PHILHARMONIC ORCHESTRA 122 EAST 42ND STREET, SUITE 4507 NEW YORK, NY 10168	NONE	PUBLIC CHARITY	CIVIC	15,000.
SANTA BARBARA MUSEUM OF ART 1350 STATE STREET SANTA BARBARA, CA 93101	NONE	PUBLIC CHARITY	CIVIC	13,000.
Total from continuation sheets				469,270.

Part XV .Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE UCLA FOUNDATION 405 HILGARD AVENUE LOS ANGELES, CA 90095	NONE	PUBLIC CHARITY	CIVIC	12,500.
AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 FIFTH AVENUE NEW YORK, NY 10110	NONE	PUBLIC CHARITY	CIVIC	10,000.
THE ASPEN INSTITUTE INC. P.O. BOX 222 QUEENSTOWN, MD 21658	NONE	PUBLIC CHARITY	CIVIC	10,000.
WASHINGTON INSTITUTE FOR NEAR EAST POLICY 1828 L STREET NW, SUITE 1050 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	CIVIC	10,000.
FOUNDATION FOR SANTA BARBARA CITY COLLEGE 721 CLIFF DRIVE SANTA BARBARA, CA 93109	NONE	PUBLIC CHARITY	EDUCATIONAL	10,000.
MUSIC ASSOCIATES OF ASPEN, INC. 2 MUSIC SCHOOL ROAD ASPEN, CO 81611	NONE	PUBLIC CHARITY	CIVIC	7,000.
CITY OF HOPE 1500 E DUARTE RD. DUARTE, CA 91010	NONE	PUBLIC CHARITY	MEDICAL	5,500.
EVERYCHILD FOUNDATION P. O. BOX 1808 PACIFIC PALISADES, CA 90272	NONE	PUBLIC CHARITY	CIVIC	5,000.
GEFFEN PLAYHOUSE 10886 LE CONTE AVENUE LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	CIVIC	5,000.
PEOPLE ASSISTING THE HOMELESS 340 NORTH MADISON AVENUE LOS ANGELES, CA 90004	NONE	PUBLIC CHARITY	CIVIC	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
UNIVERSITY OF SOUTHERN CALIFORNIA UNIVERSITY PARK LOS ANGELES, CA 90089	NONE	PUBLIC CHARITY	EDUCATIONAL	5,000.
WESTWOOD PRESBYTERIAN CHURCH 10822 WILSHIRE BOULEVARD LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	RELIGIOUS	5,000.
WILLOWS COMMUNITY SCHOOL 8509 HIGUERA STREET CULVER CITY, CA 90232	NONE	PUBLIC CHARITY	EDUCATIONAL	5,000.
WOMENS GUILD CEDARS SINAI MEDICAL CENTER 8700 BEVERLY BLVD., SUITE 2416 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	MEDICAL	5,000.
PERFORMING ARTS CENTER OF LOS ANGELES COUNTY 135 NORTH GRAND AVE. LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	CIVIC	3,500.
TEMPLE OF THE ARTS 8440 WILSHIRE BLVD., 2ND FLOOR BEVERLY HILLS, CA 90211	NONE	PUBLIC CHARITY	RELIGIOUS	3,500.
ACADEMY OF HEALING ARTS FOR TEENS 486 TORO CANYON ROAD SANTA BARBARA, CA 93108	NONE	PUBLIC CHARITY	CIVIC	3,000.
CHILDRENS BUREAU OF SOUTHERN CALIFORNIA 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007	NONE	PUBLIC CHARITY	CIVIC	2,500.
ST. JOHN'S HOSPITAL AND HEALTH CENTER FOUNDATION 1328 22ND STREET SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	MEDICAL	2,500.
ARTIS CONTEMPORARY ISRAELI ART FUND 368 BROADWAY, #301 NEW YORK, NY 10013	NONE	PUBLIC CHARITY	CIVIC	2,000.
Total from continuation sheets				

Part XV .Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD., SUITE 2416 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	MEDICAL	1,500.
YOUNG MUSICIANS FOUNDATION 195 S. BEVERLY DRIVE, SUITE 414 BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	CIVIC	1,250.
AMERICAN RED CROSS A CORP. 1450 11TH STREET SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	CIVIC	1,000.
AVON PRODUCTS FOUNDATION INC. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	NONE	PUBLIC CHARITY	CIVIC	1,000.
CHILDHHELP INC. 15757 N. 78TH STREET, SUITE B SCOTTSDALE, AZ 85260	NONE	PUBLIC CHARITY	CIVIC	1,000.
COMMUNITY TELEVISION OF SOUTHERN CALIFORNIA 4401 SUNSET BOULEVARD LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	CIVIC	1,000.
CROHN'S & COLITIS FOUNDATION OF AMERICA, INC. 386 PARK AVENUE SOUTH., 17TH FLOOR NEW YORK, NY 10016	NONE	PUBLIC CHARITY	MEDICAL	1,000.
FIRST PRESBYTERIAN CHURCH OF SANTA MONICA 1220 2ND STREET SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	CIVIC	1,000.
MEDIA FELLOWSHIP INTERNATIONAL 7210 NE 149TH PLACE KENMORE, WA 98028	NONE	PUBLIC CHARITY	RELIGIOUS	1,000.
PHILANTHROPY ROUNDTABLE 1150 17TH STREET NW, SUITE 503 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	CIVIC	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
TRINITY CHRISTIAN CENTER OF SANTA ANA INC. 14131 CHAMBERS ROAD TUSTIN, CA 92780	NONE	PUBLIC CHARITY	RELIGIOUS	1,000.
FUND FOR ISRAELS TOMORROW 7777 BONHOMME AVENUE, SUITE 2001 ST. LOUIS, MO 63105	NONE	PUBLIC CHARITY	CIVIC	750.
BEVERLY HILLS POLICE OFFICERS BENEVOLENT FUND 464 N. REXFORD DRIVE BEVERLY HILLS, CA 90210	NONE	PUBLIC CHARITY	CIVIC	700.
AMERICAN FRIENDS OF MAGEN DAVID ADOM 352 SEVENTH AVENUE, SUITE 400 NEW YORK, NY 10001	NONE	PUBLIC CHARITY	MEDICAL-	500.
NATIONAL CENTER FOR FAMILY PHILANTHROPY INC. 1101 CONNECTICUT AVENUE, NW, SUITE 220 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	CIVIC	500.
VALLEY WOMEN'S CENTER INC. 22110 ROSCOE BOULEVARD CANOGA PARK, CA 91304	NONE	PUBLIC CHARITY	CIVIC	500.
MUSIC ACADEMY OF THE WEST 1070 FAIRWAY ROAD SANTA BARBARA, CA 93108	NONE	PUBLIC CHARITY	CIVIC	250.
Total from continuation sheets				

3 Grants and Contributions Approved for Future Payment (Continuation)

223835
05-01-12

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

SOURCE	AMOUNT
FARALLON INTEREST INCOME	66.
GREENFIELD ETHANOL	397,179.
JP MORGAN ACCRUED INT	3.
JP MORGAN MONEY MARKET	113.
PARTNERSHIP INTEREST INCOME	91,838.
PARTNERSHIP TAX-EXEMPT INCOME	6,634.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	495,833.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PARTNERSHIP DIVIDEND INCOME	305,895.	0.	305,895.
PIMCO DIVIDEND INCOME	312,064.	0.	312,064.
TOTAL TO FM 990-PF, PART I, LN 4	617,959.	0.	617,959.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TIKCHIK INTEREST INCOME	610,576.	610,576.	
PARTNERSHIP INCOME/(LOSS)- UBTI	568,424.	0.	
OTHER INVESTMENT INCOME	34,120.	0.	
PARTNERSHIP INCOME/(LOSS)	-176,842.	-176,842.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,036,278.	433,734.	

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	11,027.	0.		11,027.	
TO FM 990-PF, PG 1, LN 16A	11,027.	0.		11,027.	

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	37,038.	5,020.		29,508.	
TO FORM 990-PF, PG 1, LN 16B	37,038.	5,020.		29,508.	

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	
INVESTMENT MGMT FEES	143,510.	129,159.		0.	
TO FORM 990-PF, PG 1, LN 16C	143,510.	129,159.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAXES	51,620.	0.		0.	
PAYROLL TAXES	5,726.	0.		5,726.	
CA FILING FEE	10.	0.		10.	
FEDERAL UBI TAXES	154,291.	0.		0.	
STATE UBI TAXES	30,473.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	242,120.	0.		5,736.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OUTSIDE CONSULTING	17,347.	0.		17,347.	
DUES AND SUBSCRIPTIONS	1,070.	535.		535.	
ACCTNG COMPUTER SYS EXP	1,755.	878.		877.	
OTHER DIRECT CHARITABLE COSTS	9,377.	0.		9,377.	
INSURANCE	2,857.	0.		2,857.	
OFFICE EXPENSE	5,025.	0.		5,025.	
MEMBERSHIP FEE	750.	750.		0.	
FILING FEES	325.	325.		0.	
PARTNERSHIP INVESTMENT EXPENSES	137,720.	137,720.		0.	
TO FORM 990-PF, PG 1, LN 23	176,226.	140,208.		36,018.	

FOOTNOTES

STATEMENT

9

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 A 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 TO ONLY LOANS TO DISQUALIFIED PERSONS THAT WERE ACTUALLY MADE BY THE FOUNDATION.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HALOZYME THERAPEUTICS	5,447,178.	5,447,178.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,447,178.	5,447,178.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GREENFIELD ETHANOL	FMV	4,628,461.	4,628,461.
AG SUPERFUND, L.P.	FMV	301,317.	301,317.
EMINENCE FUND, LTD.	FMV	2,647,836.	2,647,836.
FARALLON CAPITAL INSTITUTE	FMV	1,014,332.	1,014,332.
FIR TREE INTERNATIONAL	FMV	2,902,958.	2,902,958.
EMERGING SOVEREIGN OFFSHORE FUND	FMV	977,930.	977,930.
OMEGA OVERSEAS PTR LTD	FMV	5,779,475.	5,779,475.
STEEL PARTNERSHIP	FMV	224,627.	224,627.
THE RAPTOR GLOBAL FUND LTD.	FMV	36,472.	36,472.
BOSTON VENTURES V, L.P.	FMV	163,160.	163,160.
BOSTON VENTURES VI, L.P.	FMV	412,751.	412,751.
GRAYSTONE VENTURE FUND LP	FMV	85,575.	85,575.
INDUSTRY DRIVE ASSOCIATES, LLC	FMV	1,757,852.	1,757,852.
NCD PARTNERS V, L.P.	FMV	1,090,787.	1,090,787.
PORTAGE FOUNDERS, L.P.	FMV	95,508.	95,508.
PIMCO	FMV	11,543,131.	11,543,131.
GREENLIGHT	FMV	1,864,721.	1,864,721.
BRUIN BIOMETRICS, LLC	FMV	70,423.	70,423.
DAVIDSON KEMPNER INST PTNR	FMV	2,823,520.	2,823,520.
OWL CREEK OVERSEAS FD, LTD	FMV	0.	0.
BREXAN HOWARD FUND LIMITED	FMV	1,139,567.	1,139,567.
MASON CAPITAL, LTD	FMV	2,620,377.	2,620,377.
TACONIC OFFSHORE, LTD	FMV	2,719,217.	2,719,217.
LONE STAR RE FUND II	FMV	430,409.	430,409.
LONE STAR FUND VII	FMV	847,482.	847,482.
ABSOLUTE RETURN CAYMAN, LTD	FMV	3,591,696.	3,591,696.
AMYRIS BIOTECHNOLOGIES	FMV	5,841.	5,841.
ANCHOR INDUSTRIAL INVSTMTS, LLC	FMV	1,918,150.	1,918,150.
PHARO MACRO FUND, LTD	FMV	1,613,072.	1,613,072.
VIRTUAL WORLD COMPUTING, LLC	FMV	51,950.	51,950.
ALLEN GLOBAL PTNRS OFFSHORE	FMV	1,960,403.	1,960,403.
TOTAL TO FORM 990-PF, PART II, LINE 13		55,319,000.	55,319,000.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NOTES RECEIVABLE - SEE FOOTNOTE	10,009,433.	10,334,433.	10,334,433.
ACCRUED INTEREST	257,653.	255,943.	255,943.
OTHER ASSETS	23,755.	34,063.	34,063.
TO FORM 990-PF, PART II, LINE 15	10,290,841.	10,624,439.	10,624,439.

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

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 14

GRANTEE'S NAME

SIMMS/MANN INSTITUTE FOR EDUCATION AND COMMUNITY DEVELOPMENT

GRANTEE'S ADDRESS9320 WILSHIRE BLVD, SUITE 300
BEVERLY HILLS, CA 90212

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
350,000.	01/31/12	314,533.	12/31/12

PURPOSE OF GRANT

THE GRANT WAS DISTRIBUTED EXCLUSIVELY FOR CHARITABLE PURPOSES, IN FURTHERANCE OF THE GRANTEE'S PRIMARY PURPOSE 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.

DATES OF REPORTS BY GRANTEE

12/31/12

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF 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.

GRANTEE'S NAME

THE SIMMS FAMILY FOUNDATION

GRANTEE'S ADDRESS9320 WILSHIRE BLVD, SUITE 300
LOS ANGELES, CA 90212

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
20,000.	02/27/08	15,090.	12/31/12

PURPOSE OF GRANT

LEGAL AND OTHER EXPENSES TO FORM THE FOUNDATION, APPLY FOR TAX-EXEMPT STATUS, FUTURE GRANTS TO 501(C)(3) ORGANIZATIONS AND ADMINISTRATIVE EXPENSES.

DATES OF REPORTS BY GRANTEE

12/31/12

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF 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.

THE SIMMS/MANN FAMILY FOUNDATION HAS GRANTED ADDITIONAL TIME TO THE GRANTEE TO SPEND THE REMAINING FUNDS.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

VICTORIA MANN SIMMS
RONALD A. SIMMS

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

5602

(990)

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. SIMMS/MANN FAMILY FOUNDATION	Employer identification number (EIN) or 31-1812498
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 9320 WILSHIRE BLVD, NO. 300	Social security number (SSN)
	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)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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

SIMMS, INC

- The books are in the care of ► **9320 WILSHIRE BLVD, NO. 300 - BEVERLY HILLS, CA 90212**
Telephone No. ► **310-275-1395** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a 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.	3a	\$	54,132.
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.	3b	\$	44,132.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	10,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

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

Form 8868 (Rev. 1-2013)

051513-NFP-1

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

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 due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	SIMMS/MANN FAMILY FOUNDATION	31-1812498
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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

• The books are in the care of **9320 WILSHIRE BLVD, NO. 300 - BEVERLY HILLS, CA 90212**
Telephone No. **310-275-1395** FAX No.

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**

5 For calendar year **2012**, 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 ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

THE TAXPAYER NEEDS ADDITIONAL TIME TO PREPARE AND FILE A COMPLETE AND ACCURATE TAX RETURN.

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	\$	54,132.
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	\$	54,132.
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 must be completed for Part II only.

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 **[Signature]** Title **AGENT**

Date **8/12/13**

Form 8868 (Rev. 1-2013)