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EXTENDED TO NOVEMBER 15, 2018

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Form 990-PF

## Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Department of the Treasury  
Internal Revenue Service

- Do not enter social security numbers on this form as it may be made public.  
Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

and ending

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

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

Room/suite  
**300**

City or town, state or province, country, and ZIP or foreign postal code  
**BEVERLY HILLS, CA 90212**

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
**\$ 78,790,179.** (Part I, column (d) must be on cash basis.)

J Accounting method: ☐ Cash ☒ Accrual  
☐ Other (specify) \_\_\_\_\_

A Employer identification number  
**31-1812498**

B Telephone number  
**310-275-1395**

C If exemption application is pending, check here ☐

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

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

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

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	2,200,000.		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	4,014.	4,014.		STATEMENT 1
4	Dividends and interest from securities	232,105.	229,526.		STATEMENT 2
5a	Gross rents	573,996.	573,996.		STATEMENT 3
b	Net rental income or (loss)	573,996.			
6a	Net gain or (loss) from sale of assets not on line 10	2,099,135.			
b	Gross sales price for all assets on line 6a	12,696,843.			
7	Capital gain net income (from Part IV, line 2)		2,099,135.		
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	394,710.	347,673.		STATEMENT 4
12	Total. Add lines 1 through 11	5,503,960.	3,254,344.		
13	Compensation of officers, directors, trustees, etc.	70,000.	0.		70,000.
14	Other employee salaries and wages	34,424.	0.		34,424.
15	Pension plans, employee benefits	12,654.	0.		12,654.
16a	Legal fees	38,032.	0.		38,032.
b	Accounting fees	43,400.	3,575.		38,075.
c	Other professional fees	542,075.	240,406.		274,958.
17	Interest				
18	Taxes	296,300.	5,969.		0.
19	Depreciation and depletion	124,845.	124,845.		
20	Occupancy				
21	Travel, conferences, and meetings	101,604.	0.		101,604.
22	Printing and publications				
23	Other expenses	229,576.	205,459.		24,117.
24	Total operating and administrative expenses. Add lines 13 through 23	1,492,910.	580,254.		593,864.
25	Contributions, gifts, grants paid	4,864,200.			5,694,200.
26	Total expenses and disbursements. Add lines 24 and 25	6,357,110.	580,254.		6,288,064.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<853,150.>			
b	Net investment income (if negative, enter -0-)		2,674,090.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	443,746.	660,517.	660,517.
	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	8,977.	88,654.	88,654.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 11	8,021,951.	10,873,505.	10,873,505.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 5,025,773.			
	Less: accumulated depreciation STMT 10 ▶ 353,058.	4,673,361.	4,672,715.	4,672,715.
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	51,784,372.	60,287,278.	60,287,278.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 13)	5,454,582.	2,207,510.	2,207,510.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	70,386,989.	78,790,179.	78,790,179.
	17 Accounts payable and accrued expenses	112,814.	37,809.	
	18 Grants payable	2,005,000.	1,175,000.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ DEFERRED EXCISE TA)	114,000.	315,000.	
	23 Total liabilities (add lines 17 through 22)	2,231,814.	1,527,809.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	68,155,175.	77,262,370.	
	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	68,155,175.	77,262,370.	
	31 Total liabilities and net assets/fund balances	70,386,989.	78,790,179.	

## 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	68,155,175.
2 Enter amount from Part I, line 27a	2	<853,150.>
3 Other increases not included in line 2 (itemize) ▶ NET UNREALIZED GAIN/(LOSS)	3	9,960,345.
4 Add lines 1, 2, and 3	4	77,262,370.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	77,262,370.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, 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.)
<b>1a PARTNERSHIP GAIN/(LOSS)</b>			
<b>b SALE OF PUBLICLY TRADED SECURITIES</b>	<b>P</b>		
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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))
<b>a</b>		207,047.	<207,047.>
<b>b</b> 12,696,843.		10,390,661.	2,306,182.
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gain (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			<207,047.>
<b>b</b>			2,306,182.
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	2,099,135.
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 doesn't 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))
2016	5,961,097.	72,097,121.	.082681
2015	4,117,552.	81,820,307.	.050324
2014	3,398,211.	77,867,416.	.043641
2013	3,271,473.	72,020,118.	.045424
2012	2,062,706.	66,290,580.	.031116

2 Total of line 1, column (d)	2	.253186
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.050637
4 Enter the net value of noncharitable use assets for 2017 from Part X, line 5	4	71,253,452.
5 Multiply line 4 by line 3	5	3,608,061.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,741.
7 Add lines 5 and 6	7	3,634,802.
8 Enter qualifying distributions from Part XII, line 4	8	6,288,064.

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.

3

**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 26,741.
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 26,741.
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 26,741.
6 Credits/Payments:		
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a 35,837.	
b Exempt foreign organizations - tax withheld at source	6b 0.	
c Tax paid with application for extension of time to file (Form 8868)	6c 20,000.	
d Backup withholding erroneously withheld	6d 0.	
7 Total credits and payments. Add lines 6a through 6d	7 55,837.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 0.	
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 29,096.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input checked="" type="checkbox"/> 29,096. 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 the instructions for the 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?		
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(c) (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 2017 or the tax year beginning in 2017? See the 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

N/A

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**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
- 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
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
- Website address **► N/A**

	Yes	No
11		X
12		X
13	X	

- 14 The books are in care of **► LISA DOVERSPIKE** Telephone no. **► 310-275-1395**  
 Located at **► 9320 WILSHIRE BLVD, NO. 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 2017, 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?

	Yes	No
16		X

See the instructions for exceptions and filing requirements for FinCEN Form 114. 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.

- 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? ☐ Yes ☒ No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

☒ Yes ☐ No

☒ Yes ☐ No

☐ Yes ☒ No

☐ Yes ☒ 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 **►** ☐

- 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 2017?

	Yes	No
1b		X
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ 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? ☒ Yes ☐ No

- b If "Yes," did it have excess business holdings in 2017 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 2017.)

- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

- 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 2017?

1b		X
1c		X
2b		
3b		X
4a		X
4b		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 4945(d)(4)(A)? See instructions

☒ Yes ☐ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See 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 15

☒ 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.

☐ Yes ☒ No

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

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and 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 90212	15.00	70,000.	0.	0.
RONALD A. SIMMS	TREASURER/VICE PRESIDENT/DIRECTOR			
9320 WILSHIRE BLVD. SUITE 300				
BEVERLY HILLS, CA 90212	2.00	0.	0.	0.
JOSH SIMMS	SECRETARY/DIRECTOR			
9320 WILSHIRE BLVD. SUITE 300				
BEVERLY HILLS, CA 90212	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 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
SIMMS, INC. - 9320 WILSHIRE BLVD. SUITE 300, BEVERLY HILLS, CA 90212	PROFESSIONAL SERVICES	413,259.
GREYCOURT 607 COLLEGE AVE., PITTSBURGH, PA 15232	INVESTMENT MANAGEMENT	156,621.
FUNDAMENTAL PHILANTHROPY, INC. - 400 S. BEVERLY DRIVE, SUITE 420, BEVERLY HILLS, CA	PHILANTHROPIC CONSULTING	120,087.
C.H. GRUBER CONSTRUCTION, INC. 11714 CHENAULT STREET, LOS ANGELES, CA 90049	CONTRACTOR	100,132.
VISION PARKING SERVICES - 269 S. BEVERLY DRIVE, SUITE 530, BEVERLY HILLS, CA 90212	PARKING SERVICES	97,544.
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	
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	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		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	10,883,848.
b	Average of monthly cash balances	1b	3,131,181.
c	Fair market value of all other assets	1c	58,323,501.
d	Total (add lines 1a, b, and c)	1d	72,338,530.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	SEE STATEMENT 16 2,709,787.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	72,338,530.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,085,078.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	71,253,452.
6	Minimum investment return. Enter 5% of line 5	6	3,562,673.

**(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	3,562,673.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	26,741.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	26,741.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,535,932.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,535,932.
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	3,535,932.

**(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	6,288,064.
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	6,288,064.
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	26,741.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,261,323.

**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.

Form 990-PF (2017)



**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				3,535,932.
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only			1,172,855.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2017:				
<b>a</b> From 2012				
<b>b</b> From 2013				
<b>c</b> From 2014				
<b>d</b> From 2015				
<b>e</b> From 2016				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 6,288,064.				
<b>a</b> Applied to 2016, but not more than line 2a			1,172,855.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2017 distributable amount				3,535,932.
<b>e</b> Remaining amount distributed out of corpus	1,579,277.			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,579,277.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	1,579,277.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2013				
<b>b</b> Excess from 2014				
<b>c</b> Excess from 2015				
<b>d</b> Excess from 2016				
<b>e</b> Excess from 2017	1,579,277.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

b 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.

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 17**

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address 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 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
<b>a Paid during the year</b>				
SEE STATEMENT ATTACHED 9320 WILSHIRE BLVD, SUITE #300 BEVERLY HILLS, CA 90212		PC	GENERAL SUPPORT	5,694,200.
<b>Total</b>			<b>3a</b>	5,694,200.
<b>b Approved for future payment</b>				
JEWISH NATIONAL FUND 42 EAST 69TH STREET NEW YORK, NY 10021		PC	GENERAL SUPPORT	125,000.
THE UCLA FOUNDATION 10920 WILSHIRE BLVD., SUITE 900 LOS ANGELES, CA 90024		PC	GENERAL SUPPORT	40,000.
WILLOWS COMMUNITY SCHOOL 8509 HIGUERA ST CULVER CITY, CA 90232		PC	GENERAL SUPPORT	62,500.
<b>Total</b>			<b>3b</b>	227,500.

Form 990-PF (2017)





**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.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2017**

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 its Form 990-PF, Part I, line 2, to certify that it doesn't 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) (2017)

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 MANN CENTER FOR EDUCATION AND FAMILY DEVELOPMENT  9320 WILSHIRE BLVD., STE 300  BEVERLY HILLS, CA 90212	\$ 2,200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

**THE SIMMS/MANN FAMILY FOUNDATION****31-1812498****Part III** **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., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info 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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CITY NATIONAL BANK	3,260.	3,260.	
FARALLON	499.	499.	
JP MORGAN MONEY MARKET	255.	255.	
TOTAL TO PART I, LINE 3	4,014.	4,014.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GREENFIELD ETHANOL	39,795.	0.	39,795.	39,795.	
JP MORGAN PARTNERSHIP	15,242.	0.	15,242.	15,242.	
DIVIDEND INCOME	61,600.	0.	61,600.	61,600.	
PARTNERSHIP INTEREST INCOME	95,740.	0.	95,740.	95,740.	
PARTNERSHIP TAX-EXEMPT INCOME	2,579.	0.	2,579.	0.	
PIMCO DIVIDEND INCOME	17,149.	0.	17,149.	17,149.	
TO PART I, LINE 4	232,105.	0.	232,105.	229,526.	

## FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
SMLLC FLOW-THRU RENTAL	1	573,996.
TOTAL TO FORM 990-PF, PART I, LINE 5A		573,996.

## FORM 990-PF

## OTHER INCOME

## STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	48,916.	0.	
PARTNERSHIP INCOME/(LOSS)	274,577.	276,456.	
R & V SIMMS INTEREST INCOME	71,217.	71,217.	
TOTAL TO FORM 990-PF, PART I, LINE 11	394,710.	347,673.	

## FORM 990-PF

## LEGAL FEES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	38,032.	0.		38,032.
TO FM 990-PF, PG 1, LN 16A	38,032.	0.		38,032.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	43,400.	3,575.		38,075.
TO FORM 990-PF, PG 1, LN 16B	43,400.	3,575.		38,075.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEES	131,054.	117,949.		0.
PROFESSIONAL AND ADMIN.				
SERVICE FEES	272,126.	122,457.		136,063.
OUTSIDE CONSULTING	138,895.	0.		138,895.
TO FORM 990-PF, PG 1, LN 16C	542,075.	240,406.		274,958.

## FORM 990-PF

## TAXES

## STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	55,837.	0.		0.
FILING FEES	375.	0.		0.
UBI TAXES	33,079.	0.		0.
STATE TAXES	40.	0.		0.
FOREIGN TAXES	5,969.	5,969.		0.
DEFERRED TAXES	201,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	296,300.	5,969.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	1,846.	0.		1,846.
ACCTNG COMPUTER SYS EXP	6,975.	0.		6,975.
BANK CHARGES	500.	500.		0.
OTHER DIRECT CHARITABLE COSTS	1,814.	0.		1,814.
INSURANCE	9,748.	0.		9,748.
OFFICE EXPENSE	2,984.	0.		2,984.
MEMBERSHIP FEE	750.	0.		750.
PARTNERSHIP INVESTMENT EXPENSES	189,120.	189,120.		0.
GIFTS	0.	0.		0.
MISC. EXPENSES	0.	0.		0.
AMORTIZATION	15,839.	15,839.		0.
TO FORM 990-PF, PG 1, LN 23	229,576.	205,459.		24,117.

## FORM 990-PF

## DEPRECIATION OF ASSETS HELD FOR INVESTMENT

## STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
BUILDING	2,311,622.	202,513.	2,109,109.	2,109,109.
ELEVATOR STARTER	11,645.	1,021.	10,624.	10,624.
ELEVATOR UPGRADE	5,404.	463.	4,941.	4,941.
INTERIOR REMODELING	21,350.	1,823.	19,527.	19,527.
DEMOLITION OF VAULT	9,317.	797.	8,520.	8,520.
BUILDING SURVEY	3,600.	299.	3,301.	3,301.
ARCHITECT FEES	4,260.	354.	3,906.	3,906.
ARCHITECT FEES	7,376.	599.	6,777.	6,777.
INTERIOR & EXTERIOR IMPROVEMENTS	26,824.	2,179.	24,645.	24,645.
ARCHITECT FEES	2,385.	188.	2,197.	2,197.
ATTORNEY FEES	2,019.	156.	1,863.	1,863.
LEASE COMMISSION-STUDIO K	7,773.	5,667.	2,106.	2,106.
LEASE ACQUISITION-STUDIO K	3,833.	2,794.	1,039.	1,039.
INTERIOR & EXTERIOR IMPROVEMENTS	121,932.	9,378.	112,554.	112,554.
ARCHITECT FEES/ STUDIO K CONSTRUCTION	78,854.	5,897.	72,957.	72,957.
CONSTRUCTION FEES	50,000.	3,632.	46,368.	46,368.
ELEVATOR HALL FIXTURES	7,869.	572.	7,297.	7,297.
ARCHITECT FEES	2,205.	161.	2,044.	2,044.
ARCHITECT FEES/PAINTING				
BUILDING EXTERIOR	61,604.	4,345.	57,259.	57,259.
ELEVATOR FIXTURE/ EXTERIOR WORK	33,679.	2,376.	31,303.	31,303.
ARCHITECT FEES	5,277.	360.	4,917.	4,917.
STUDIO K CONSTRUCTION FEES	23,520.	1,608.	21,912.	21,912.
CONSTRUCTION FEES	143,275.	9,491.	133,784.	133,784.
LEASEHOLD IMPROVEMENT	70,237.	4,653.	65,584.	65,584.
CONSTRUCTION FEES	30,854.	1,912.	28,942.	28,942.
CONSTRUCTION FEES	7,931.	474.	7,457.	7,457.
CONSTRUCTION FEES	1,500.	86.	1,414.	1,414.
LEASEHOLD IMPROVEMENTS	3,476.	200.	3,276.	3,276.
CONSTRUCTION FEES	16,225.	901.	15,324.	15,324.
LEASEHOLD IMPROVEMENTS	850.	48.	802.	802.
MISCELLANEOUS FEES	5,040.	269.	4,771.	4,771.
LEASEHOLD IMPROVEMENTS	6,222.	333.	5,889.	5,889.
ARCHITECT FEES	5,865.	300.	5,565.	5,565.
LEASE ACQUISITION-CHIPOTLE	30,184.	3,270.	26,914.	26,914.
LEASE ACQUISITION- UNION BANK	7,198.	2,040.	5,158.	5,158.
LEASE ACQUISITION- STUDIO K	6,867.	5,008.	1,859.	1,859.
BUILDING MEASUREMENT	1,500.	73.	1,427.	1,427.
CONSTRUCTION FEES	9,359.	460.	8,899.	8,899.
CONSTRUCTION FEES	1,400.	69.	1,331.	1,331.
ARCHITECT FEES	3,680.	173.	3,507.	3,507.
ARCHITECT FEES	21,643.	832.	20,811.	20,811.
ARCHITECT FEES	3,761.	136.	3,625.	3,625.

## THE SIMMS/MANN FAMILY FOUNDATION

31-1812498

PROJECT MANAGEMENT FEES	10,102.	367.	9,735.	9,735.
ARCHITECT FEES	15,242.	521.	14,721.	14,721.
PROJECT MANAGEMENT FEES	5,653.	181.	5,472.	5,472.
PROJECT MANAGEMENT FEES	720.	21.	699.	699.
ARCHITECT FEES	3,804.	114.	3,690.	3,690.
PROJECT MANAGEMENT FEES	1,710.	48.	1,662.	1,662.
CONSTRUCTION FEES	5,757.	148.	5,609.	5,609.
PROJECT MANAGEMENT FEES	1,254.	32.	1,222.	1,222.
CONSTRUCTION FEES	2,250.	111.	2,139.	2,139.
CONSTRUCTION FEES	885.	38.	847.	847.
CONSTRUCTION FEES	21,368.	868.	20,500.	20,500.
CONSTRUCTION FEES	14,205.	546.	13,659.	13,659.
CONSTRUCTION FEES	11,550.	444.	11,106.	11,106.
CONSTRUCTION FEES	98,750.	3,165.	95,585.	95,585.
CONSTRUCTION FEES	16,800.	503.	16,297.	16,297.
CONSTRUCTION FEES	9,002.	231.	8,771.	8,771.
LEASE				
ACQUISITION-CHIPOTLE	5,488.	595.	4,893.	4,893.
LEASE				
ACQUISITION-CHIPOTLE	125.	14.	111.	111.
LEASE				
ACQUISITION-CHIPOTLE	6,378.	691.	5,687.	5,687.
LEASE				
ACQUISITION-CHIPOTLE	2,275.	247.	2,028.	2,028.
LEASE ACQUISITION- UNION				
BANK	1,012.	175.	837.	837.
LEASE				
ACQUISITION-CHIPOTLE	1,685.	183.	1,502.	1,502.
LEASE				
ACQUISITION-CHIPOTLE	264.	28.	236.	236.
LEASE COMMISSION-CHIPOTLE	14,355.	1,556.	12,799.	12,799.
LEASE COMMISSION-CHIPOTLE	14,354.	1,555.	12,799.	12,799.
CONSTRUCTION FEES	10,883.	442.	10,441.	10,441.
BUILDING SURVEY	3,650.	149.	3,501.	3,501.
MISCELLANEOUS FEES	4,625.	188.	4,437.	4,437.
BUILDING	1,333,534.	54,139.	1,279,395.	1,279,395.
ROOF INSPECTION	1,150.	46.	1,104.	1,104.
ARCHITECT FEES	8,500.	327.	8,173.	8,173.
CONSTRUCTION FEES	20,416.	785.	19,631.	19,631.
BUILDING IMPROVEMENTS	150.	5.	145.	145.
BUILDING IMPROVEMENTS	462.	15.	447.	447.
BUILDING IMPROVEMENTS	3,218.	104.	3,114.	3,114.
BUILDING IMPROVEMENTS	5,000.	160.	4,840.	4,840.
ARCHITECT FEES	14,472.	433.	14,039.	14,039.
BUILDING IMPROVEMENTS	1,853.	56.	1,797.	1,797.
ARCHITECT FEES	4,000.	112.	3,888.	3,888.
ARCHITECT FEES	29,419.	754.	28,665.	28,665.
BUILDING IMPROVEMENT	41,643.	801.	40,842.	40,842.
CONSTRUCTION FEES	60,760.	1,168.	59,592.	59,592.
CONSTRUCTION FEES	8,925.	210.	8,715.	8,715.
LEASE COMMISSION-CHIPOTLE	14,355.	1,436.	12,919.	12,919.
LEASE COMMISSION-CHIPOTLE	14,355.	1,436.	12,919.	12,919.
TO 990-PF, PART II, LN 11	5,025,773.	353,058.	4,672,715.	4,672,715.

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HALOZYME THERAPEUTICS	10,873,036.	10,873,036.
AMYRIS BIOTECHNOLOGIES	469.	469.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,873,505.	10,873,505.

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GREENFIELD ETHANOL	FMV	1,570,085.	1,570,085.
AG SUPERFUND, L.P.	FMV	19,901.	19,901.
EMINENCE FUND, LTD.	FMV	3,982,196.	3,982,196.
FARALLON CAPITAL INSTITUTE	FMV	530,644.	530,644.
FIR TREE INTERNATIONAL	FMV	3,131,905.	3,131,905.
SANKATY SENIOR LOAN FUND, L.P.	FMV	1,182,381.	1,182,381.
THE RAPTOR GLOBAL FUND LTD.	FMV	8,729.	8,729.
GRAYSTONE VENTURE FUND LP	FMV	37,810.	37,810.
INDUSTRY DRIVE ASSOCIATES, LLC	FMV	3,440,225.	3,440,225.
NORTHGATE VENTURE GROWTH I, LP	FMV	293,377.	293,377.
PORTAGE FOUNDERS, L.P.	FMV	36,750.	36,750.
PIMCO	FMV	957,677.	957,677.
GREENLIGHT	FMV	2,088,075.	2,088,075.
BRUIN BIOMETRICS, LLC	FMV	70,423.	70,423.
DAVIDSON KEMPNER INST PTNR	FMV	3,736,322.	3,736,322.
LONE STAR RE FUND II	FMV	98,947.	98,947.
LONE STAR FUND VII	FMV	13,068.	13,068.
ANCHOR INDUSTRIAL INVSTMTS, LLC	FMV	2,880,000.	2,880,000.
PHARO MACRO FUND, LTD.	FMV	2,360,413.	2,360,413.
VIRTUAL WORLD COMPUTING, LLC	FMV	51,950.	51,950.
NORTHGATE VENTURE GROWTH III, LP	FMV	4,352,175.	4,352,175.
PALISADES CLOCK TOWER	FMV	10,991,067.	10,991,067.
LAKEWOOD CAPITAL OFFSHORE FUND, LTD	FMV	1,220,669.	1,220,669.
INDUS JAPAN FUND, LTD.	FMV	1,640,088.	1,640,088.
STD INVSTMT RESEARCH HEDGED EQUITY OVERSEAS FD LTD	FMV	1,586,861.	1,586,861.
OAKTREE EMERGING MKTS ABSOL RETURN (CAYMAN) FD LTD	FMV	1,085,687.	1,085,687.
BRENTWOOD SV, LLC	FMV	8,290,565.	8,290,565.
JPM PRIME MONEY MARKET FUND	FMV	4,629,288.	4,629,288.
TOTAL TO FORM 990-PF, PART II, LINE 13		60,287,278.	60,287,278.

## FORM 990-PF

## OTHER ASSETS

## STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NOTES RECEIVABLE - SEE FOOTNOTE	1,780,000.	1,855,000.	1,855,000.
ACCRUED INTEREST	6,037.	9,334.	9,334.
OTHER ASSETS	311,172.	339,014.	339,014.
DISTRIBUTIONS RECEIVABLE	3,357,373.	0.	0.
DIVIDEND RECEIVABLE	0.	4,162.	4,162.
TO FORM 990-PF, PART II, LINE 15	5,454,582.	2,207,510.	2,207,510.

## FORM 990-PF

## OTHER LIABILITIES

## STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAX	114,000.	315,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	114,000.	315,000.



FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT  
PART VII-B, LINE 5C

STATEMENT 15

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>
1,000,000.	01/24/17	

PURPOSE OF GRANT

GRANTEE AGREES TO USE THE FUNDS ONLY FOR CHARITABLE PURPOSES AS DESCRIBED IN SECTION 170(C)(2)(B) OF THE INTERNAL REVENUE CODE OF 1986 (THE "CODE"), OR ANY SUCCESSOR PROVISION THERETO, AND EQUIVALENT PROVISIONS OF APPLICABLE STATE LAW, AND NOT TO USE THE FUNDS IN VIOLATION OF THE PROVISIONS OF THE CODE GOVERNING GRANTEES OF PRIVATE FOUNDATIONS. THE SPECIFIC PURPOSE OF THIS GRANT IS TO PROVIDE GRANTEE WITH CAPITAL TO ASSIST GRANTEE WITH ITS PRIMARY OBJECTIVES OF (A) DEVELOPING CURRICULUM FOR STUDENTS, PARENTS AND TEACHERS OF INFANT/TODDLER EDUCATION, FOCUSING ON PRENATAL TO THREE YEARS OF AGE, (B) HOSTING A THINK TANK FOR PROFESSIONAL DEVELOPMENT IN THE AREA OF EARLY CHILDHOOD EDUCATION WITHIN THE CALIFORNIA COMMUNITY COLLEGE SYSTEM, AND (C) DEVELOPING EDUCATIONAL MATERIALS, CHILDREN'S BOOKS AND TRANSITIONAL OBJECTS RELATED TO EMOTIONAL SKILL BUILDING AND DEVELOPMENT.

DATES OF REPORTS BY GRANTEE

12/31/17

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

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>
1,700,000.	04/04/17	

PURPOSE OF GRANT

GRANTEE AGREES TO USE THE FUNDS ONLY FOR CHARITABLE PURPOSES AS DESCRIBED IN SECTION 170(C)(2)(B) OF THE INTERNAL REVENUE CODE OF 1986 (THE "CODE"), OR ANY SUCCESSOR PROVISION THERETO, AND EQUIVALENT PROVISIONS OF APPLICABLE STATE LAW, AND NOT TO USE THE FUNDS IN VIOLATION OF THE PROVISIONS OF THE CODE GOVERNING GRANTEES OF PRIVATE FOUNDATIONS. THE SPECIFIC PURPOSE OF THIS GRANT IS TO PROVIDE GRANTEE WITH CAPITAL TO ASSIST GRANTEE WITH ITS PRIMARY OBJECTIVES OF (A) DEVELOPING CURRICULUM FOR STUDENTS, PARENTS AND TEACHERS OF INFANT/TODDLER EDUCATION, FOCUSING ON PRENATAL TO THREE YEARS OF AGE, (B) HOSTING A THINK TANK FOR PROFESSIONAL DEVELOPMENT IN THE AREA OF EARLY CHILDHOOD EDUCATION WITHIN THE CALIFORNIA COMMUNITY COLLEGE SYSTEM, AND (C) DEVELOPING EDUCATIONAL MATERIALS, CHILDREN'S BOOKS AND TRANSITIONAL OBJECTS RELATED TO EMOTIONAL SKILL BUILDING AND DEVELOPMENT.

DATES OF REPORTS BY GRANTEE

12/31/17

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

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>
750,000.	10/25/17	

PURPOSE OF GRANT

GRANTEE AGREES TO USE THE FUNDS ONLY FOR CHARITABLE PURPOSES AS DESCRIBED IN SECTION 170(C)(2)(B) OF THE INTERNAL REVENUE CODE OF 1986 (THE "CODE"), OR ANY SUCCESSOR PROVISION THERETO, AND EQUIVALENT PROVISIONS OF APPLICABLE STATE LAW, AND NOT TO USE THE FUNDS IN VIOLATION OF THE PROVISIONS OF THE CODE GOVERNING GRANTEES OF PRIVATE FOUNDATIONS. THE SPECIFIC PURPOSE OF THIS GRANT IS TO PROVIDE GRANTEE WITH CAPITAL TO ASSIST GRANTEE WITH ITS PRIMARY OBJECTIVES OF (A) DEVELOPING CURRICULUM FOR STUDENTS, PARENTS AND TEACHERS OF INFANT/TODDLER EDUCATION, FOCUSING ON PRENATAL TO THREE YEARS OF AGE, (B) HOSTING A THINK TANK FOR PROFESSIONAL DEVELOPMENT IN THE AREA OF EARLY CHILDHOOD EDUCATION WITHIN THE CALIFORNIA COMMUNITY COLLEGE SYSTEM, AND (C) DEVELOPING EDUCATIONAL MATERIALS, CHILDREN'S BOOKS AND TRANSITIONAL OBJECTS RELATED TO EMOTIONAL SKILL BUILDING AND DEVELOPMENT.

DATES OF REPORTS BY GRANTEE

12/31/17

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.

FORM 990-PF

REDUCTION EXPLANATION  
PART X, LINE 1E

STATEMENT 16

EXPLANATION FOR REDUCTION CLAIMED FOR BLOCKAGE OR OTHER FACTORS

SEE ATTACHMENT

The Simms/Mann Family Foundation  
Year ended December 31, 2017

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 4,914,607
- 4) Amount of discount claimed 1,474,382
- 5) The investment has been appraised pursuant to IRC Reg. 53.4942(a)-2(c)(4)(iv)(b)  
The discount was taken for lack of control and lack of marketability.

The Simms/Mann Family Foundation  
Year ended December 31, 2017

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

Investment in Real Estate

1) Description of asset

50% Member interest in Anchor Industrial Investments, LLC.  
Anchor Industrial Investments owns and rents industrial real estate.

2) Securities Percentage owned

N/A Not a Security

3) FMV before claimed blockage discount

4,118,016

4) Amount of discount claimed

1,235,405

5) The investment has been appraised pursuant to IRC Reg. 53.4942(a)-2(c)(4)(iv)(b)

The discount was taken for lack of control and lack of marketability.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 17

## NAME OF MANAGER

VICTORIA MANN SIMMS  
RONALD A. SIMMS

## GENERAL EXPLANATION

STATEMENT 18

## FORM/LINE IDENTIFIER

FORM 990-PF, FOOTNOTE REGARDING STATEMENT 12

## EXPLANATION:

ON 12/17/2014 THE SIMMS/MANN FAMILY FOUNDATION RECEIVED A CONTRIBUTION FROM A THIRD PARTY IN THE FORM OF A \$1,780,000 PROMISSORY NOTE. THE OBLIGATOR OF THE NOTE 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.

2017 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	PALISADES CLOCK TOWER														
	BUILDINGS														
2	BUILDING	07/17/14	SL	39.00	MM16	16	2,311,622.				2,311,622.	143,241.		59,272.	202,513.
3	ELEVATOR STARTER	07/31/14	SL	39.00	MM16	16	11,645.				11,645.	722.		299.	1,021.
4	ELEVATOR UPGRADE	08/21/14	SL	39.00	MM16	16	5,404.				5,404.	324.		139.	463.
5	INTERIOR REMODELING	08/28/14	SL	39.00	MM16	16	21,350.				21,350.	1,276.		547.	1,823.
6	DEMOLITION OF VAULT	09/11/14	SL	39.00	MM16	16	9,317.				9,317.	558.		239.	797.
7	BUILDING SURVEY	09/18/14	SL	39.00	MM16	16	3,600.				3,600.	207.		92.	299.
8	ARCHITECT FEES	09/25/14	SL	39.00	MM16	16	4,260.				4,260.	245.		109.	354.
9	ARCHITECT FEES	11/06/14	SL	39.00	MM16	16	7,376.				7,376.	410.		189.	599.
10	INTERIOR & EXTERIOR IMPROVEMENTS	11/13/14	SL	39.00	MM16	16	26,824.				26,824.	1,491.		688.	2,179.
11	ARCHITECT FEES	12/04/14	SL	39.00	MM16	16	2,385.				2,385.	127.		61.	188.
12	ATTORNEY FEES	12/18/14	SL	39.00	MM16	16	2,019.				2,019.	104.		52.	156.
15	INTERIOR & EXTERIOR IMPROVEMENTS	01/08/15	SL	39.00	MM16	16	121,932.				121,932.	6,252.		3,126.	9,378.
16	ARCHITECT FEES/ STUDIO K CONSTRUCTION	01/22/15	SL	39.00	MM16	16	78,854.				78,854.	3,875.		2,022.	5,897.
17	CONSTRUCTION FEES	02/17/15	SL	39.00	MM16	16	50,000.				50,000.	2,350.		1,282.	3,632.
18	ELEVATOR HALL FIXTURES	02/19/15	SL	39.00	MM16	16	7,869.				7,869.	370.		202.	572.
19	ARCHITECT FEES	03/12/15	SL	39.00	MM16	16	2,205.				2,205.	104.		57.	161.

728111 04-01-17

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone



2017 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
20	ARCHITECT FEES/PAINTING BUILDING EXTERIOR	03/19/15	SL	39.00	MM	16	61,604.				61,604.	2,765.		1,580.	4,345.
21	ELEVATOR FIXTURE/ EXTERIOR WORK	03/26/15	SL	39.00	MM	16	33,679.				33,679.	1,512.		864.	2,376.
22	ARCHITECT FEES	04/16/15	SL	39.00	MM	16	5,277.				5,277.	225.		135.	360.
23	STUDIO K CONSTRUCTION FEES	04/30/15	SL	39.00	MM	16	23,520.				23,520.	1,005.		603.	1,608.
24	CONSTRUCTION FEES	05/21/15	SL	39.00	MM	16	143,275.				143,275.	5,817.		3,674.	9,491.
25	LEASEHOLD IMPROVEMENT	06/04/15	SL	39.00	MM	16	70,237.				70,237.	2,852.		1,801.	4,653.
26	CONSTRUCTION FEES	08/11/15	SL	39.00	MM	16	30,854.				30,854.	1,121.		791.	1,912.
27	CONSTRUCTION FEES	08/17/15	SL	39.00	MM	16	7,931.				7,931.	271.		203.	474.
28	CONSTRUCTION FEES	10/07/15	SL	39.00	MM	16	1,500.				1,500.	48.		38.	86.
29	LEASEHOLD IMPROVEMENTS	10/13/15	SL	39.00	MM	16	3,476.				3,476.	111.		89.	200.
30	CONSTRUCTION FEES	10/28/15	SL	39.00	MM	16	16,225.				16,225.	485.		416.	901.
31	LEASEHOLD IMPROVEMENTS	11/03/15	SL	39.00	MM	16	850.				850.	26.		22.	48.
32	MISCELLANEOUS FEES	11/30/15	SL	39.00	MM	16	5,040.				5,040.	140.		129.	269.
33	LEASEHOLD IMPROVEMENTS	12/08/15	SL	39.00	MM	16	6,222.				6,222.	173.		160.	333.
34	ARCHITECT FEES	12/16/15	SL	39.00	MM	16	5,865.				5,865.	150.		150.	300.
38	BUILDING MEASUREMENT	01/31/16	SL	39.00	MM	16	1,500.				1,500.	35.		38.	73.
39	CONSTRUCTION FEES	01/31/16	SL	39.00	MM	16	9,359.				9,359.	220.		240.	460.
40	CONSTRUCTION FEES	01/31/16	SL	39.00	MM	16	1,400.				1,400.	33.		36.	69.

728111 04-01-17

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2017 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
41	ARCHITECT FEES	02/29/16	SL	39.00	MM16	MM16	3,680.				3,680.	79.		94.	173.
42	ARCHITECT FEES	06/30/16	SL	39.00	MM16	MM16	21,643.				21,643.	277.		555.	832.
43	ARCHITECT FEES	07/31/16	SL	39.00	MM16	MM16	3,761.				3,761.	40.		96.	136.
44	PROJECT MANAGEMENT FEES	07/31/16	SL	39.00	MM16	MM16	10,102.				10,102.	108.		259.	367.
45	ARCHITECT FEES	08/31/16	SL	39.00	MM16	MM16	15,242.				15,242.	130.		391.	521.
46	PROJECT MANAGEMENT FEES	09/30/16	SL	39.00	MM16	MM16	5,653.				5,653.	36.		145.	181.
47	PROJECT MANAGEMENT FEES	10/30/16	SL	39.00	MM16	MM16	720.				720.	3.		18.	21.
48	ARCHITECT FEES	10/31/16	SL	39.00	MM16	MM16	3,804.				3,804.	16.		98.	114.
49	PROJECT MANAGEMENT FEES	11/30/16	SL	39.00	MM16	MM16	1,710.				1,710.	4.		44.	48.
50	CONSTRUCTION FEES	12/30/16	SL	39.00	MM16	MM16	5,757.				5,757.			148.	148.
51	PROJECT MANAGEMENT FEES	12/31/16	SL	39.00	MM16	MM16	1,254.				1,254.			32.	32.
52	CONSTRUCTION FEES	01/31/16	SL	39.00	MM16	MM16	2,250.				2,250.	53.		58.	111.
53	CONSTRUCTION FEES	04/30/16	SL	39.00	MM16	MM16	885.				885.	15.		23.	38.
54	CONSTRUCTION FEES	05/20/16	SL	39.00	MM16	MM16	21,368.				21,368.	320.		548.	868.
55	CONSTRUCTION FEES	06/24/16	SL	39.00	MM16	MM16	14,205.				14,205.	182.		364.	546.
56	CONSTRUCTION FEES	06/30/16	SL	39.00	MM16	MM16	11,550.				11,550.	148.		296.	444.
57	CONSTRUCTION FEES	09/30/16	SL	39.00	MM16	MM16	98,750.				98,750.	633.		2,532.	3,165.
58	CONSTRUCTION FEES	10/31/16	SL	39.00	MM16	MM16	16,800.				16,800.	72.		431.	503. <sup>e</sup>

728111 04-01-17

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2017 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
59	CONSTRUCTION FEES	12/31/16	SL	39.00	MM	16	9,002.				9,002.			231.	231.
85	BUILDING IMPROVEMENT	03/31/17	SL	39.00		16	41,643.				41,643.			801.	801.
86	CONSTRUCTION FEES	03/31/17	SL	39.00		16	60,760.				60,760.			1,168.	1,168.
87	CONSTRUCTION FEES	01/31/17	SL	39.00		16	8,925.				8,925.			210.	210.
	* 990-PF PG 1 TOTAL														
	BUILDINGS						3,453,940.				3,453,940.	180,761.		87,887.	268,648.
	OTHER														
13	LEASE COMMISSION-STUDIO K	02/01/15		48M	HY	43	7,773.				7,773.	3,724.		1,943.	5,667.
14	LEASE ACQUISITION-STUDIO K	02/01/15		48M	HY	43	3,833.				3,833.	1,836.		958.	2,794.
35	LEASE ACQUISITION-CHIPOTLE	12/01/16		120M	HY	43	30,184.				30,184.	252.		3,018.	3,270.
36	LEASE ACQUISITION- UNION	03/15/15		120M	HY	43	7,198.				7,198.	1,320.		720.	2,040.
37	LEASE ACQUISITION- STUDIO K	02/01/15		48M	HY	43	6,867.				6,867.	3,291.		1,717.	5,008.
60	LEASE ACQUISITION-CHIPOTLE	12/01/16		120M	HY	43	5,488.				5,488.	46.		549.	595.
61	LEASE ACQUISITION-CHIPOTLE	12/01/16		120M	HY	43	125.				125.	1.		13.	14.
62	LEASE ACQUISITION-CHIPOTLE	12/01/16		120M	HY	43	6,378.				6,378.	53.		638.	691.
63	LEASE ACQUISITION-CHIPOTLE	12/01/16		120M	HY	43	2,275.				2,275.	19.		228.	247.
64	LEASE ACQUISITION- UNION	07/15/16		104M	HY	43	1,012.				1,012.	58.		117.	175.
65	LEASE ACQUISITION-CHIPOTLE	12/01/16		120M	HY	43	1,685.				1,685.	14.		169.	183.
66	LEASE ACQUISITION-CHIPOTLE	12/01/16		120M	HY	43	264.				264.	2.		26.	28.

728111 04-01-17

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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990-PF

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
67	LEASE COMMISSION-CHIPOTLE	12/01/16		120M		HY43	14,355.				14,355.	120.		1,436.	1,556.
68	LEASE COMMISSION-CHIPOTLE	12/01/16		120M		HY43	14,354.				14,354.	120.		1,435.	1,555.
88	LEASE COMMISSION-CHIPOTLE	01/01/17		120M		HY42	14,355.				14,355.			1,436.	1,436.
89	LEASE COMMISSION-CHIPOTLE	01/01/17		120M		HY42	14,355.				14,355.			1,436.	1,436.
	* 990-PF PG 1 TOTAL OTHER						130,501.				130,501.	10,856.		15,839.	26,695.
	* 990-PF PG 1 TOTAL -						3,584,441.				3,584,441.	191,617.		103,726.	295,343.
	PALISADES CLOCK TOWER														
	BRENTWOOD														
	BUILDINGS														
70	CONSTRUCTION FEES	05/20/16	SL	39.00	MM16		10,883.				10,883.	163.		279.	442.
71	BUILDING SURVEY	05/31/16	SL	39.00	MM16		3,650.				3,650.	55.		94.	149.
72	MISCELLANEOUS FEES	05/31/16	SL	39.00	MM16		4,625.				4,625.	69.		119.	188.
73	BUILDING	05/19/16	SL	39.00	MM16		333,534.				333,534.	19,946.		34,193.	54,139.
74	ROOF INSPECTION	05/31/16	SL	39.00	MM16		1,150.				1,150.	17.		29.	46.
75	ARCHITECT FEES	06/24/16	SL	39.00	MM16		8,500.				8,500.	109.		218.	327.
76	CONSTRUCTION FEES	06/30/16	SL	39.00	MM16		20,416.				20,416.	262.		523.	785.
77	BUILDING IMPROVEMENTS	08/31/16	SL	39.00	MM16		150.				150.	1.		4.	5.
78	BUILDING IMPROVEMENTS	09/23/16	SL	39.00	MM16		462.				462.	3.		12.	15.
79	BUILDING IMPROVEMENTS	09/30/16	SL	39.00	MM16		3,218.				3,218.	21.		83.	104.

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(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
80	BUILDING IMPROVEMENTS	09/26/16	SL	39.00	MM	16	5,000.				5,000.	32.		128.	160.
81	ARCHITECT FEES	10/21/16	SL	39.00	MM	16	14,472.				14,472.	62.		371.	433.
82	BUILDING IMPROVEMENTS	10/31/16	SL	39.00	MM	16	1,853.				1,853.	8.		48.	56.
83	ARCHITECT FEES	11/18/16	SL	39.00	MM	16	4,000.				4,000.	9.		103.	112.
84	ARCHITECT FEES	12/31/16	SL	39.00	MM	16	29,419.				29,419.			754.	754.
	* 990-PF PG 1 TOTAL BUILDINGS						441,332.				1,441,332.	20,757.		36,958.	57,715.
	* 990-PF PG 1 TOTAL - BRENTWOOD						441,332.				1,441,332.	20,757.		36,958.	57,715.
	* GRAND TOTAL 990-PF PG 1 DEPR & AMORT						5,025,773.				5,025,773.	212,374.		140,684.	353,058.
	CURRENT YEAR ACTIVITY														
	BEGINNING BALANCE						4,885,735.			0.	4,885,735.	212,374.			348,007.
	ACQUISITIONS						140,038.			0.	140,038.	0.			5,051.
	DISPOSITIONS						0.			0.	0.	0.			0.
	ENDING BALANCE						5,025,773.			0.	5,025,773.	212,374.			353,058.
	ENDING ACCUM DEPR											353,058.			
	ENDING BOOK VALUE											4,672,715.			

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(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone