

EXTENDED TO NOVEMBER 15, 2019

Return of Private Foundation

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

OMB No 1545-0052

2018

Open to Public Inspection

Form 990-PF

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 for instructions and the latest information.

For calendar year 2018 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 or province, country, and ZIP or foreign postal code BEVERLY HILLS, CA 90212		C If exemption application is pending, check here <input type="checkbox"/> 6
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 04		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) \$ 74,661,480.	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		567,000.		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		11,744.	11,744.		STATEMENT 1
4 Dividends and interest from securities		521,669.	521,085.		STATEMENT 2
5a Gross rents		671,469.	671,469.		STATEMENT 3
b Net rental income or (loss) 671,469.					
6a Net gain or (loss) from sale of assets not on line 10		8,014,151.			
b Gross sales price for all assets on line 6a 27,537,244.			8,014,151.		
7 Capital gain net income (from Part IV, line 2)					
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		629,923.	406,674.		STATEMENT 4
12 Total. Add lines 1 through 11		10,415,956.	9,625,123.		
13 Compensation of officers, directors, trustees, etc		125,000.	0.		125,000.
14 Other employee salaries and wages		88,254.	0.		88,254.
15 Pension plans, employee benefits		23,294.	0.		23,294.
16a Legal fees STMT 5		29,577.	0.		29,577.
b Accounting fees STMT 6		45,000.	3,625.		39,625.
c Other professional fees STMT 7		491,818.	241,568.		223,409.
17 Interest					
18 Taxes STMT 8		153,542.	10,784.		0.
19 Depreciation and depletion		125,521.	125,521.		
20 Occupancy					
21 Travel, conferences, and meetings		222,450.	0.		222,450.
22 Printing and publications					
23 Other expenses STMT 9		257,421.	218,796.		38,625.
24 Total operating and administrative expenses. Add lines 13 through 23		1,561,877.	600,294.		790,234.
25 Contributions, gifts, grants paid		5,156,931.			4,582,764.
26 Total expenses and disbursements. Add lines 24 and 25		6,718,808.	600,294.		5,372,998.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		3,697,148.			
b Net investment income (if negative, enter -0-)			9,024,829.		
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing		999,691.	999,691.
	2 Savings and temporary cash investments	660,517.	817,393.	817,393.
	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 STMT 11▶ 162,500.			
	Less: allowance for doubtful accounts ▶ 0.	0.	162,500.	162,500.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	88,654.	82,801.	82,801.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 12	10,873,505.	3,019,800.	3,019,800.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶ 5,025,773.		
Less: accumulated depreciation STMT 10▶ 494,418.		4,672,715.	4,531,355.	4,531,355.
12 Investments - mortgage loans				
13 Investments - other STMT 13		60,287,278.	59,955,842.	59,955,842.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 14)		2,207,510.	5,092,098.	5,092,098.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		78,790,179.	74,661,480.	74,661,480.
17 Accounts payable and accrued expenses		37,809.	30,300.	
18 Grants payable		1,175,000.	2,136,667.	
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)	315,000.	153,000.	
	23 Total liabilities (add lines 17 through 22)	1,527,809.	2,319,967.	
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	77,262,370.	72,341,513.	
	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	77,262,370.	72,341,513.		
31 Total liabilities and net assets/fund balances	78,790,179.	74,661,480.		

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	77,262,370.
2 Enter amount from Part I, line 27a	2	3,697,148.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	80,959,518.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS	5	8,618,005.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	72,341,513.

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.)
1a PARTNERSHIP GAIN/(LOSS)	P		
b SALE OF PUBLICLY TRADED SECURITIES	P		
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 160,148.			160,148.
b 27,377,096.		19,523,093.	7,854,003.
c			
d			
e			

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			160,148.
b			7,854,003.
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	8,014,151.
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))
2017	6,261,323.	71,253,452.	.087874
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

2 Total of line 1, column (d)	2	.309944
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	.061989
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	75,148,646.
5 Multiply line 4 by line 3	5	4,658,389.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	90,248.
7 Add lines 5 and 6	7	4,748,637.
8 Enter qualifying distributions from Part XII, line 4	8	5,372,998.

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	90,248.
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	90,248.
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	90,248.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018		6a	89,096.
b Exempt foreign organizations - tax withheld at source		6b	0.
c Tax paid with application for extension of time to file (Form 8868)		6c	35,000.
d Backup withholding erroneously withheld		6d	0.
7 Total credits and payments. Add lines 6a through 6d		7	124,096.
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	33,848.
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input checked="" type="checkbox"/> 33,848. 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
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. 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 2018 or the tax year beginning in 2018? 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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► 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 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <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. ► , , ,	2b	
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 2018 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 2018.)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	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 16** ☒ 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? ☐ Yes ☒ No
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? ☐ Yes ☒ No **N/A**

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes ☒ No

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	15.00	125,000.	0.	0.
BEVERLY HILLS, CA 90212				
RONALD A. SIMMS	VICE-PRESIDENT/TREASURER			
9320 WILSHIRE BLVD. SUITE 300	2.00	0.	0.	0.
BEVERLY HILLS, CA 90212				
JOSH SIMMS	SECRETARY/DIRECTOR			
9320 WILSHIRE BLVD. SUITE 300	1.00	0.	0.	0.
BEVERLY HILLS, CA 90212				

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

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 & ADMINISTRATIVE SERVI	286,254.
TIMBERLINE 7152 HAZARD AVE, WESTMINSTER, CA 92683	GENERAL CONTRACTOR	266,263.
EDGE ARCHITECTURE + PLANNING - 250 NEWPORT CENTER DRIVE, SUITE M 101, NEWPORT BEACH, CA	ARCHITECTURAL SERVICES	177,781.
PARK PLUS CALIFORNIA 8640 TAMARACK AVE, SUN VALLEY, CA 91352	CONSTRUCTION SERVICES	159,788.
GREYCOURT 607 COLLEGE AVE, PITTSBURGH, PA 15232	INVESTMENT MANAGEMENT	125,000.

Total number of others receiving over \$50,000 for professional services

2

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	3,961,064.
b	Average of monthly cash balances	1b	10,925,322.
c	Fair market value of all other assets	1c	61,406,656.
d	Total (add lines 1a, b, and c)	1d	76,293,042.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	SEE STATEMENT 17 3,570,732.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	76,293,042.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,144,396.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	75,148,646.
6	Minimum investment return. Enter 5% of line 5	6	3,757,432.

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	3,757,432.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	90,248.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	90,248.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,667,184.
4	Recoveries of amounts treated as qualifying distributions	4	187,500.
5	Add lines 3 and 4	5	3,854,684.
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	3,854,684.

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	5,372,998.
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	5,372,998.
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	90,248.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,282,750.

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 (2018)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				3,854,684.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017	1,579,277.			
f Total of lines 3a through e	1,579,277.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 5,372,998.				
a Applied to 2017, but not more than line 2a			0.	
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 2018 distributable amount				3,854,684.
e Remaining amount distributed out of corpus	1,518,314.			
5 Excess distributions carryover applied to 2018 (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	3,097,591.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
7 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)	2,200,000.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	897,591.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018	897,591.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT ATTACHED 9320 WILSHIRE BLVD, SUITE #300 BEVERLY HILLS, CA 90212		PC	GENERAL SUPPORT	4,582,764.
Total			3a	4,582,764.
b Approved for future payment				
CITY OF HOPE 1500 E DUARTE RD DUARTE, CA 91010		PC	GENERAL SUPPORT	1,666,667.
ZIMMER CHILDREN'S MUSEUM 6505 WILSHIRE BLVD., SUITE 100 LOS ANGELES, CA 90048		PC	GENERAL SUPPORT	200,000.
Total			3b	1,866,667.

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 for the latest information.

OMB No 1545-0047

2018

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, 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 (entering "N/A" in column (b) instead of the contributor name and address), 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).

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	JORKAT, LLC 3000 A STREET, SUITE 200 ANCHORAGE, AK 99503	\$ 567,000.	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 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., 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	5,059.	5,059.	
FARALLON	1,458.	1,458.	
JP MORGAN MONEY MARKET	5,227.	5,227.	
TOTAL TO PART I, LINE 3	11,744.	11,744.	

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	71,895.	0.	71,895.	71,895.	
JP MORGAN PARTNERSHIP	118,978.	0.	118,978.	118,978.	
DIVIDEND INCOME	41,280.	0.	41,280.	41,280.	
PARTNERSHIP INTEREST INCOME	199,334.	0.	199,334.	199,334.	
PARTNERSHIP TAX-EXEMPT INCOME	584.	0.	584.	0.	
PIMCO DIVIDEND INCOME	89,598.	0.	89,598.	89,598.	
TO PART I, LINE 4	521,669.	0.	521,669.	521,085.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
SMLLC FLOW-THRU RENTAL	1	671,469.
TOTAL TO FORM 990-PF, PART I, LINE 5A		671,469.

FORM 990-PF

OTHER INCOME

STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	62,249.	74.	
PARTNERSHIP INCOME/(LOSS)	334,979.	335,400.	
R & V SIMMS INTEREST INCOME	71,200.	71,200.	
TAX BENEFIT	162,000.	0.	
UBIT LOSS	-505.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	629,923.	406,674.	

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	29,577.	0.		29,577.
TO FM 990-PF, PG 1, LN 16A	29,577.	0.		29,577.

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	45,000.	3,625.		39,625.
TO FORM 990-PF, PG 1, LN 16B	45,000.	3,625.		39,625.

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	125,000.	112,500.		0.
PROFESSIONAL AND ADMIN.				
SERVICE FEES	286,818.	129,068.		143,409.
OUTSIDE CONSULTING	80,000.	0.		80,000.
TO FORM 990-PF, PG 1, LN 16C	491,818.	241,568.		223,409.

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	109,096.	0.		0.
FILING FEES	583.	0.		0.
UBI TAXES	33,079.	0.		0.
FOREIGN TAXES	10,784.	10,784.		0.
TO FORM 990-PF, PG 1, LN 18	153,542.	10,784.		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
ACCTNG COMPUTER SYS EXP	10,167.	0.		10,167.
APPRAISAL FEES	18,000.	18,000.		0.
BANK CHARGES	3,210.	3,210.		0.
DUES AND SUBSCRIPTIONS	1,047.	0.		1,047.
INSURANCE	10,134.	0.		10,134.
MEMBERSHIP FEE	750.	0.		750.
OFFICE EXPENSE	12,014.	0.		12,014.
OTHER DIRECT CHARITABLE COSTS	4,513.	0.		4,513.
PARTNERSHIP INVESTMENT EXPENSES	181,747.	181,747.		0.
AMORTIZATION	15,839.	15,839.		0.
TO FORM 990-PF, PG 1, LN 23	257,421.	218,796.		38,625.

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.	261,785.	2,049,837.	2,049,837.
ELEVATOR STARTER	11,645.	1,320.	10,325.	10,325.
ELEVATOR UPGRADE	5,404.	602.	4,802.	4,802.
INTERIOR REMODELING	21,350.	2,370.	18,980.	18,980.
DEMOLITION OF VAULT	9,317.	1,036.	8,281.	8,281.
BUILDING SURVEY	3,600.	391.	3,209.	3,209.
ARCHITECT FEES	4,260.	463.	3,797.	3,797.
ARCHITECT FEES	7,376.	788.	6,588.	6,588.
INTERIOR & EXTERIOR IMPROVEMENTS	26,824.	2,867.	23,957.	23,957.
ARCHITECT FEES	2,385.	249.	2,136.	2,136.
ATTORNEY FEES	2,019.	208.	1,811.	1,811.
LEASE COMMISSION-STUDIO K	7,773.	7,610.	163.	163.
LEASE ACQUISITION-STUDIO K	3,833.	3,752.	81.	81.
INTERIOR & EXTERIOR IMPROVEMENTS	121,932.	12,504.	109,428.	109,428.
ARCHITECT FEES/ STUDIO K CONSTRUCTION	78,854.	7,919.	70,935.	70,935.
CONSTRUCTION FEES	50,000.	4,914.	45,086.	45,086.
ELEVATOR HALL FIXTURES	7,869.	774.	7,095.	7,095.
ARCHITECT FEES	2,205.	218.	1,987.	1,987.
ARCHITECT FEES/PAINTING				
BUILDING EXTERIOR	61,604.	5,925.	55,679.	55,679.
ELEVATOR FIXTURE/ EXTERIOR WORK	33,679.	3,240.	30,439.	30,439.
ARCHITECT FEES	5,277.	495.	4,782.	4,782.
STUDIO K CONSTRUCTION FEES	23,520.	2,211.	21,309.	21,309.
CONSTRUCTION FEES	143,275.	13,165.	130,110.	130,110.
LEASEHOLD IMPROVEMENT	70,237.	6,454.	63,783.	63,783.
CONSTRUCTION FEES	30,854.	2,703.	28,151.	28,151.
CONSTRUCTION FEES	7,931.	677.	7,254.	7,254.
CONSTRUCTION FEES	1,500.	124.	1,376.	1,376.
LEASEHOLD IMPROVEMENTS	3,476.	289.	3,187.	3,187.
CONSTRUCTION FEES	16,225.	1,317.	14,908.	14,908.
LEASEHOLD IMPROVEMENTS	850.	70.	780.	780.
MISCELLANEOUS FEES	5,040.	398.	4,642.	4,642.
LEASEHOLD IMPROVEMENTS	6,222.	493.	5,729.	5,729.
ARCHITECT FEES	5,865.	450.	5,415.	5,415.
LEASE ACQUISITION-CHIPOTLE	30,184.	6,288.	23,896.	23,896.
LEASE ACQUISITION- UNION BANK	7,198.	2,760.	4,438.	4,438.
LEASE ACQUISITION- STUDIO K	6,867.	6,725.	142.	142.
BUILDING MEASUREMENT	1,500.	111.	1,389.	1,389.
CONSTRUCTION FEES	9,359.	700.	8,659.	8,659.
CONSTRUCTION FEES	1,400.	105.	1,295.	1,295.
ARCHITECT FEES	3,680.	267.	3,413.	3,413.
ARCHITECT FEES	21,643.	1,387.	20,256.	20,256.
ARCHITECT FEES	3,761.	232.	3,529.	3,529.

THE SIMMS/MANN FAMILY FOUNDATION

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PROJECT MANAGEMENT FEES	10,102.	626.	9,476.	9,476.
ARCHITECT FEES	15,242.	912.	14,330.	14,330.
PROJECT MANAGEMENT FEES	5,653.	326.	5,327.	5,327.
PROJECT MANAGEMENT FEES	720.	39.	681.	681.
ARCHITECT FEES	3,804.	212.	3,592.	3,592.
PROJECT MANAGEMENT FEES	1,710.	92.	1,618.	1,618.
CONSTRUCTION FEES	5,757.	296.	5,461.	5,461.
PROJECT MANAGEMENT FEES	1,254.	64.	1,190.	1,190.
CONSTRUCTION FEES	2,250.	169.	2,081.	2,081.
CONSTRUCTION FEES	885.	61.	824.	824.
CONSTRUCTION FEES	21,368.	1,416.	19,952.	19,952.
CONSTRUCTION FEES	14,205.	910.	13,295.	13,295.
CONSTRUCTION FEES	11,550.	740.	10,810.	10,810.
CONSTRUCTION FEES	98,750.	5,697.	93,053.	93,053.
CONSTRUCTION FEES	16,800.	934.	15,866.	15,866.
CONSTRUCTION FEES	9,002.	462.	8,540.	8,540.
LEASE				
ACQUISITION-CHIPOTLE	5,488.	1,144.	4,344.	4,344.
LEASE				
ACQUISITION-CHIPOTLE	125.	27.	98.	98.
LEASE				
ACQUISITION-CHIPOTLE	6,378.	1,329.	5,049.	5,049.
LEASE				
ACQUISITION-CHIPOTLE	2,275.	475.	1,800.	1,800.
LEASE ACQUISITION- UNION				
BANK	1,012.	292.	720.	720.
LEASE				
ACQUISITION-CHIPOTLE	1,685.	352.	1,333.	1,333.
LEASE				
ACQUISITION-CHIPOTLE	264.	54.	210.	210.
LEASE COMMISSION-CHIPOTLE	14,355.	2,992.	11,363.	11,363.
LEASE COMMISSION-CHIPOTLE	14,354.	2,990.	11,364.	11,364.
CONSTRUCTION FEES	10,883.	721.	10,162.	10,162.
BUILDING SURVEY	3,650.	243.	3,407.	3,407.
MISCELLANEOUS FEES	4,625.	307.	4,318.	4,318.
BUILDING	1,333,534.	88,332.	1,245,202.	1,245,202.
ROOF INSPECTION	1,150.	75.	1,075.	1,075.
ARCHITECT FEES	8,500.	545.	7,955.	7,955.
CONSTRUCTION FEES	20,416.	1,308.	19,108.	19,108.
BUILDING IMPROVEMENTS	150.	9.	141.	141.
BUILDING IMPROVEMENTS	462.	27.	435.	435.
BUILDING IMPROVEMENTS	3,218.	187.	3,031.	3,031.
BUILDING IMPROVEMENTS	5,000.	288.	4,712.	4,712.
ARCHITECT FEES	14,472.	804.	13,668.	13,668.
BUILDING IMPROVEMENTS	1,853.	104.	1,749.	1,749.
ARCHITECT FEES	4,000.	215.	3,785.	3,785.
ARCHITECT FEES	29,419.	1,508.	27,911.	27,911.
BUILDING IMPROVEMENT	41,643.	1,869.	39,774.	39,774.
CONSTRUCTION FEES	60,760.	2,726.	58,034.	58,034.
CONSTRUCTION FEES	8,925.	439.	8,486.	8,486.
LEASE COMMISSION-CHIPOTLE	14,355.	2,872.	11,483.	11,483.
LEASE COMMISSION-CHIPOTLE	14,355.	2,872.	11,483.	11,483.
TO 990-PF, PART II, LN 11	5,025,773.	494,418.	4,531,355.	4,531,355.

FORM 990-PF OTHER NOTES AND LOANS REPORTED SEPARATELY STATEMENT 11

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
THE TRUSTEE OF TED AND RHONDA MANN RESIDENTIAL PROPERTY TRUST			PAYABLE UPON THE EARLIER OF 4/5/27 OR SALE/TRANSFER DATE OF REAL PROPERTY	5.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
02/21/17	04/05/27	1,000,000.	LINE OF CREDIT SECURED PROMISSORY NOTE	1,000,000.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
SECURED BY A DEED OF TRUST	CHARITABLE INTENT

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
N/A	162,500.	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 7	162,500.	0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMYRIS BIOTECHNOLOGIES	418.	418.
HALOZYME THERAPEUTICS	1,036,214.	1,036,214.
FRESHPET INC.	96,030.	96,030.
GENERAL ELECTRIC	489,014.	489,014.
INTERNAP CORP	175,848.	175,848.
QTS REALTY TRUST	250,013.	250,013.
SWITCH INC.	213,934.	213,934.
ZAYO GROUP HOLDINGS	448,715.	448,715.
ZUORA INC.	309,614.	309,614.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,019,800.	3,019,800.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PIMCO	FMV	7,318,595.	7,318,595.
GREENFIELD ETHANOL	FMV	1,445,827.	1,445,827.
JPM PRIME MONEY MARKET FUND	FMV	1,439,972.	1,439,972.
EMINENCE FUND, LTD.	FMV	3,841,357.	3,841,357.
LAKEWOOD CAPITAL OFFSHORE FUND, LTD	FMV	1,042,826.	1,042,826.
PHARO MACRO FUND, LTD	FMV	2,411,009.	2,411,009.
THE RAPTOR GLOBAL FUND LTD.	FMV	6,613.	6,613.
STD INVSTMT RESEARCH HEDGED EQUITY OVERSEAS FD LTD	FMV	1,595,899.	1,595,899.
ANCHOR INDUSTRIAL INVSTMTS, LLC	FMV	2,903,669.	2,903,669.
INDUSTRY DRIVE ASSOCIATES, LLC	FMV	3,468,037.	3,468,037.
AG SUPERFUND, L.P.	FMV	17,591.	17,591.
BRUIN BIOMETRICS, LLC	FMV	70,423.	70,423.
DAVIDSON KEMPNER INST PTNR	FMV	3,815,350.	3,815,350.
FARALLON CAPITAL INSTITUTE	FMV	340,369.	340,369.
FIR TREE INTERNATIONAL	FMV	2,861,000.	2,861,000.
GRAYSTONE VENTURE FUND LP	FMV	14,200.	14,200.
LONE STAR FUND VII	FMV	8,949.	8,949.
LONE STAR RE FUND II	FMV	38,541.	38,541.
NORTHGATE VENTURE GROWTH I, LP	FMV	225,142.	225,142.
NORTHGATE VENTURE GROWTH III, LP	FMV	4,076,793.	4,076,793.
PORTAGE FOUNDERS, L.P.	FMV	23,225.	23,225.
RENAISSANCE INST GLOBAL EQUITIES ONSHORE FUND, LP	FMV	1,072,680.	1,072,680.
VIRTUAL WORLD COMPUTING, LLC	FMV	51,950.	51,950.
PALISADES CLOCK TOWER	FMV	12,745,304.	12,745,304.
BRENTWOOD SV, LLC	FMV	9,120,521.	9,120,521.
TOTAL TO FORM 990-PF, PART II, LINE 13		59,955,842.	59,955,842.

FORM 990-PF

OTHER ASSETS

STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NOTES RECEIVABLE - SEE FOOTNOTE	1,855,000.	1,780,000.	1,780,000.
ACCRUED INTEREST	9,334.	14,366.	14,366.
OTHER ASSETS	339,014.	520,784.	520,784.
DIVIDEND RECEIVABLE	4,162.	3,136.	3,136.
OTHER RECEIVABLES	0.	187,500.	187,500.
INVESTMENT SALES RECEIVABLE	0.	2,586,312.	2,586,312.
TO FORM 990-PF, PART II, LINE 15	2,207,510.	5,092,098.	5,092,098.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 15

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

DEFERRED EXCISE TAX

315,000.

153,000.

TOTAL TO FORM 990-PF, PART II, LINE 22

315,000.

153,000.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 16

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>
500,000.	12/04/18	500,000.

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

12/31/18

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

INTERDISCIPLINARY CENTER HERZLIYA

GRANTEE'S ADDRESSP.O. BOX 167
HERZLIYA 46150, ISRAEL

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
250,000.	10/19/18	250,000.

PURPOSE OF GRANT

THE SPECIFIC PURPOSE OF THE GRANT IS TO SUPPORT THE SIMMS/MANN CHAIR IN DEVELOPMENTAL NEUROSCIENCE AT IDC HERZLIYA, INCLUDING THROUGH SALARY AND RESEARCH SUPPORT.

DATES OF REPORTS BY GRANTEE

12/31/18

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 17

EXPLANATION FOR REDUCTION CLAIMED FOR BLOCKAGE OR OTHER FACTORS

SEE ATTACHMENT

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 18

NAME OF MANAGER

VICTORIA MANN SIMMS
RONALD A. SIMMS

GENERAL EXPLANATION

STATEMENT 19

FORM/LINE IDENTIFIER

FORM 990-PF, FOOTNOTE REGARDING REGARDING STATEMENT 11

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.

THE TERMS OF REPAYMENT ARE AS FOLLOWS: INTEREST RATE OF 4% PER ANNUM, COMPOUNDED ANNUALLY, AND ON MATURING 11/30/2021.

2018 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	2,311,622.				2,311,622.	202,513.		59,272.	261,785.
3	ELEVATOR STARTER	07/31/14	SL	39.00		MM16	11,645.				11,645.	1,021.		299.	1,320.
4	ELEVATOR UPGRADE	08/21/14	SL	39.00		MM16	5,404.				5,404.	463.		139.	602.
5	INTERIOR REMODELING	08/28/14	SL	39.00		MM16	21,350.				21,350.	1,823.		547.	2,370.
6	DEMOLITION OF VAULT	09/11/14	SL	39.00		MM16	9,317.				9,317.	797.		239.	1,036.
7	BUILDING SURVEY	09/18/14	SL	39.00		MM16	3,600.				3,600.	299.		92.	391.
8	ARCHITECT FEES	09/25/14	SL	39.00		MM16	4,260.				4,260.	354.		109.	463.
9	ARCHITECT FEES	11/06/14	SL	39.00		MM16	7,376.				7,376.	599.		189.	788.
10	INTERIOR & EXTERIOR IMPROVEMENTS	11/13/14	SL	39.00		MM16	26,824.				26,824.	2,179.		688.	2,867.
11	ARCHITECT FEES	12/04/14	SL	39.00		MM16	2,385.				2,385.	188.		61.	249.
12	ATTORNEY FEES	12/18/14	SL	39.00		MM16	2,019.				2,019.	156.		52.	208.
15	INTERIOR & EXTERIOR IMPROVEMENTS	01/08/15	SL	39.00		MM16	121,932.				121,932.	9,378.		3,126.	12,504.
16	ARCHITECT FEES/ STUDIO K CONSTRUCTION	01/22/15	SL	39.00		MM16	78,854.				78,854.	5,897.		2,022.	7,919.
17	CONSTRUCTION FEES	02/17/15	SL	39.00		MM16	50,000.				50,000.	3,632.		1,282.	4,914.
18	ELEVATOR HALL FIXTURES	02/19/15	SL	39.00		MM16	7,869.				7,869.	572.		202.	774.
19	ARCHITECT FEES	03/12/15	SL	39.00		MM16	2,205.				2,205.	161.		57.	218.

828111 04-01-18

(D) - Asset disposed

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

2018 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	C P 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
20	ARCHITECT FEES/PAINTING BUILDING EXTERIOR	03/19/15	SL	39.00	MM16	16	61,604.				61,604.	4,345.		1,580.	5,925.
21	ELEVATOR FIXTURE/ EXTERIOR WORK	03/26/15	SL	39.00	MM16	16	33,679.				33,679.	2,376.		864.	3,240.
22	ARCHITECT FEES	04/16/15	SL	39.00	MM16	16	5,277.				5,277.	360.		135.	495.
23	STUDIO K CONSTRUCTION FEES	04/30/15	SL	39.00	MM16	16	23,520.				23,520.	1,608.		603.	2,211.
24	CONSTRUCTION FEES	05/21/15	SL	39.00	MM16	16	143,275.				143,275.	9,491.		3,674.	13,165.
25	LEASEHOLD IMPROVEMENT	06/04/15	SL	39.00	MM16	16	70,237.				70,237.	4,653.		1,801.	6,454.
26	CONSTRUCTION FEES	08/11/15	SL	39.00	MM16	16	30,854.				30,854.	1,912.		791.	2,703.
27	CONSTRUCTION FEES	08/17/15	SL	39.00	MM16	16	7,931.				7,931.	474.		203.	677.
28	CONSTRUCTION FEES	10/07/15	SL	39.00	MM16	16	1,500.				1,500.	86.		38.	124.
29	LEASEHOLD IMPROVEMENTS	10/13/15	SL	39.00	MM16	16	3,476.				3,476.	200.		89.	289.
30	CONSTRUCTION FEES	10/28/15	SL	39.00	MM16	16	16,225.				16,225.	901.		416.	1,317.
31	LEASEHOLD IMPROVEMENTS	11/03/15	SL	39.00	MM16	16	850.				850.	48.		22.	70.
32	MISCELLANEOUS FEES	11/30/15	SL	39.00	MM16	16	5,040.				5,040.	269.		129.	398.
33	LEASEHOLD IMPROVEMENTS	12/08/15	SL	39.00	MM16	16	6,222.				6,222.	333.		160.	493.
34	ARCHITECT FEES	12/16/15	SL	39.00	MM16	16	5,865.				5,865.	300.		150.	450.
38	BUILDING MEASUREMENT	01/31/16	SL	39.00	MM16	16	1,500.				1,500.	73.		38.	111.
39	CONSTRUCTION FEES	01/31/16	SL	39.00	MM16	16	9,359.				9,359.	460.		240.	700.
40	CONSTRUCTION FEES	01/31/16	SL	39.00	MM16	16	1,400.				1,400.	69.		36.	105.

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(D) - Asset disposed

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

2018 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		3,680.				3,680.	173.		94.	267.
42	ARCHITECT FEES	06/30/16	SL	39.00	MM16		21,643.				21,643.	832.		555.	1,387.
43	ARCHITECT FEES	07/31/16	SL	39.00	MM16		3,761.				3,761.	136.		96.	232.
44	PROJECT MANAGEMENT FEES	07/31/16	SL	39.00	MM16		10,102.				10,102.	367.		259.	626.
45	ARCHITECT FEES	08/31/16	SL	39.00	MM16		15,242.				15,242.	521.		391.	912.
46	PROJECT MANAGEMENT FEES	09/30/16	SL	39.00	MM16		5,653.				5,653.	181.		145.	326.
47	PROJECT MANAGEMENT FEES	10/30/16	SL	39.00	MM16		720.				720.	21.		18.	39.
48	ARCHITECT FEES	10/31/16	SL	39.00	MM16		3,804.				3,804.	114.		98.	212.
49	PROJECT MANAGEMENT FEES	11/30/16	SL	39.00	MM16		1,710.				1,710.	48.		44.	92.
50	CONSTRUCTION FEES	12/30/16	SL	39.00	MM16		5,757.				5,757.	148.		148.	296.
51	PROJECT MANAGEMENT FEES	12/31/16	SL	39.00	MM16		1,254.				1,254.	32.		32.	64.
52	CONSTRUCTION FEES	01/31/16	SL	39.00	MM16		2,250.				2,250.	111.		58.	169.
53	CONSTRUCTION FEES	04/30/16	SL	39.00	MM16		885.				885.	38.		23.	61.
54	CONSTRUCTION FEES	05/20/16	SL	39.00	MM16		21,368.				21,368.	868.		548.	1,416.
55	CONSTRUCTION FEES	06/24/16	SL	39.00	MM16		14,205.				14,205.	546.		364.	910.
56	CONSTRUCTION FEES	06/30/16	SL	39.00	MM16		11,550.				11,550.	444.		296.	740.
57	CONSTRUCTION FEES	09/30/16	SL	39.00	MM16		98,750.				98,750.	3,165.		2,532.	5,697.
58	CONSTRUCTION FEES	10/31/16	SL	39.00	MM16		16,800.				16,800.	503.		431.	934.

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(D) - Asset disposed

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

2018 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		MM16	9,002.				9,002.	231.		231.	462.
85	BUILDING IMPROVEMENT	03/31/17	SL	39.00		MM16	41,643.				41,643.	801.		1,068.	1,869.
86	CONSTRUCTION FEES	03/31/17	SL	39.00		MM16	60,760.				60,760.	1,168.		1,558.	2,726.
87	CONSTRUCTION FEES	01/31/17	SL	39.00		MM16	8,925.				8,925.	210.		229.	439.
	* 990-PF PG 1 TOTAL						3,453,940.				3,453,940.	268,648.		88,563.	357,211.
	BUILDINGS														
	OTHER														
13	LEASE COMMISSION-STUDIO K	02/01/15		48M		HY43	7,773.				7,773.	5,667.		1,943.	7,610.
14	LEASE ACQUISITION-STUDIO K	02/01/15		48M		HY43	3,833.				3,833.	2,794.		958.	3,752.
35	LEASE ACQUISITION-CHIPOTLE	12/01/16		120M		HY43	30,184.				30,184.	3,270.		3,018.	6,288.
36	LEASE ACQUISITION- UNION	03/15/15		120M		HY43	7,198.				7,198.	2,040.		720.	2,760.
37	LEASE ACQUISITION- STUDIO K	02/01/15		48M		HY43	6,867.				6,867.	5,008.		1,717.	6,725.
60	LEASE ACQUISITION-CHIPOTLE	12/01/16		120M		HY43	5,488.				5,488.	595.		549.	1,144.
61	LEASE ACQUISITION-CHIPOTLE	12/01/16		120M		HY43	125.				125.	14.		13.	27.
62	LEASE ACQUISITION-CHIPOTLE	12/01/16		120M		HY43	6,378.				6,378.	691.		638.	1,329.
63	LEASE ACQUISITION-CHIPOTLE	12/01/16		120M		HY43	2,275.				2,275.	247.		228.	475.
64	LEASE ACQUISITION- UNION	07/15/16		104M		HY43	1,012.				1,012.	175.		117.	292.
65	LEASE ACQUISITION-CHIPOTLE	12/01/16		120M		HY43	1,685.				1,685.	183.		169.	352.
66	LEASE ACQUISITION-CHIPOTLE	12/01/16		120M		HY43	264.				264.	28.		26.	54.

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(D) - Asset disposed

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

2018 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
67	LEASE COMMISSION-CHIPOTLE	12/01/16		120M		HY43	14,355.				14,355.	1,556.		1,436.	2,992.
68	LEASE COMMISSION-CHIPOTLE	12/01/16		120M		HY43	14,354.				14,354.	1,555.		1,435.	2,990.
88	LEASE COMMISSION-CHIPOTLE	01/01/17		120M		HY43	14,355.				14,355.	1,436.		1,436.	2,872.
89	LEASE COMMISSION-CHIPOTLE	01/01/17		120M		HY43	14,355.				14,355.	1,436.		1,436.	2,872.
	* 990-PF PG 1 TOTAL OTHER						130,501.				130,501.	26,695.		15,839.	42,534.
	* 990-PF PG 1 TOTAL -														
	PALISADES CLOCK TOWER						3,584,441.				3,584,441.	295,343.		104,402.	399,745.
	BRENTWOOD														
	BUILDINGS														
70	CONSTRUCTION FEES	05/20/16	SL	39.00	MM16		10,883.				10,883.	442.		279.	721.
71	BUILDING SURVEY	05/31/16	SL	39.00	MM16		3,650.				3,650.	149.		94.	243.
72	MISCELLANEOUS FEES	05/31/16	SL	39.00	MM16		4,625.				4,625.	188.		119.	307.
73	BUILDING	05/19/16	SL	39.00	MM16		1,333,534.				1,333,534.	54,139.		34,193.	88,332.
74	ROOF INSPECTION	05/31/16	SL	39.00	MM16		1,150.				1,150.	46.		29.	75.
75	ARCHITECT FEES	06/24/16	SL	39.00	MM16		8,500.				8,500.	327.		218.	545.
76	CONSTRUCTION FEES	06/30/16	SL	39.00	MM16		20,416.				20,416.	785.		523.	1,308.
77	BUILDING IMPROVEMENTS	08/31/16	SL	39.00	MM16		150.				150.	5.		4.	9.
78	BUILDING IMPROVEMENTS	09/23/16	SL	39.00	MM16		462.				462.	15.		12.	27.
79	BUILDING IMPROVEMENTS	09/30/16	SL	39.00	MM16		3,218.				3,218.	104.		83.	187.

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(D) - Asset disposed

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

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

The Simms/Mann Family Foundation
Year ended December 31, 2018

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 4,954,339
- 4) Amount of discount claimed 1,486,302
- 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, 2018

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, LLC owns and rents industrial real estate.

2) Securities Percentage owned

N/A Not a Security

3) FMV before claimed blockage discount 4,148,099

4) Amount of discount claimed 1,244,430

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, 2018

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

Investment in Real Estate

1) Description of asset

100% Member interest in Palisades Clock Tower, LLC.

Palisades Clock Tower, LLC owns and rents commercial real estate.

2) Securities Percentage owned

N/A Not a Security

3) FMV before claimed blockage discount 16,770,000

4) Amount of discount claimed 840,000

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 marketability.

THE SIMMS/MANN FAMILY FOUNDATION

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING 2018

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Academy Foundation 8949 Wilshire Blvd Beverly Hills, CA 90211	Public Charity 501(c)(3) and 509(a)(1)	Civic	500,000 00
Academy of Integrative Health & Medicine 6919 La Jolla Blvd San Diego, CA 92037	Public Charity 501(c)(3) and 509(a)(2)	Medical	25,000 00
AHA ¹ Attitude Harmony Achievement 1209 De La Vina Street, Suite A Santa Barbara, CA 93101	Public Charity 501(c)(3) and 509(a)(1)	Civic	5,000 00
Alliance Theatre The Woodruff Arts Center 1280 Peachtree St N E Atlanta, GA 30309	Public Charity 501(c)(3) and 509(a)(1)	Civic	2,500 00
American Friends of the Hebrew University, Inc One Battery Park Plaza, 25th Floor New York, NY 10004	Public Charity 501(c)(3) and 509(a)(1)	Educational	18,000 00
American Friends of the Israel Philharmonic Orchestra 122 East 42nd St , Suite 4507 New York, NY 10168	Public Charity 501(c)(3) and 509(a)(1)	Civic	50,000 00
Cedars-Sinai Medical Center 8700 Beverly Blvd W Hollywood, CA 90048	Public Charity 501(c)(3) and 509(a)(1)	Medical	1,500 00
Center for the Study of Young People P O Box 48750 Los Angeles, CA 90048	Public Charity 501(c)(3) and 509(a)(1)	Civic	2,000 00
Children's Bureau of Southern California 1910 Magnolia Avenue Los Angeles, CA 90007	Public Charity 501(c)(3) and 509(a)(1)	Civic	5,000 00
Children's Burn Foundation 5000 Van Nuys Blvd , Suite 210 Sherman Oaks, CA 91403	Public Charity 501(c)(3) and 509(a)(1)	Medical	3,500 00
Childrens Hospital Los Angeles 4650 Sunset Blvd Los Angeles, CA 90027	Public Charity 501(c)(3) and 509(a)(1)	Medical	625,000 00
City of Hope 1500 E Duarte Rd Duarte, CA 91010	Public Charity 501(c)(3) and 509(a)(1)	Medical	833,333 00
Colorado Nonprofit Development Center 789 Sherman Street, Ste 250 Denver, CO 80203	Public Charity 501(c)(3) and 509(a)(1)	Civic	26,931 00
El Nido Family Centers 10200 Sepulveda Blvd , Suite 350 Mission Hills, CA 91345	Public Charity 501(c)(3) and 509(a)(1)	Civic	50,000 00
Foundation of the Massachusetts Eye & Ear Infirmary, Inc 243 Charles St Boston, MA 02114	Public Charity 501(c)(3) and 509(a)(1)	Medical	20,000 00

THE SIMMS/MANN FAMILY FOUNDATION

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING 2018

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Fulfillment Fund 6100 Wilshire Blvd , Suite 600 Los Angeles, CA 90048	Public Charity 501(c)(3) and 509(a)(1)	Educational	50,000 00
Geffen Playhouse Inc 10886 Le Conte Avenue Los Angeles, CA 90024	Public Charity 501(c)(3) and 509(a)(1)	Civic	25,000 00
Genesis Academy for Innovation 9595 Wilshire Blvd , Suite 700 Beverly Hills, CA 90212	Public Charity 501(c)(3) and 509(a)(1)	Educational	50,000 00
Interdisciplinary Center Herzliya P O Box 167 Herzliya, 46150 Israel	Organization not otherwise classified	General Operating Support	250,000 00
Jewish Federation Council of Greater Los Angeles 6505 Wilshire Blvd Los Angeles, CA 90048	Public Charity 501(c)(3) and 509(a)(1)	Religious	250,000 00
Jewish National Fund 42 East 69th Street New York, NY 10021	Public Charity 501(c)(3) and 509(a)(1)	Civic	63,000 00
Los Angeles Museum of the Holocaust 100 S The Grove Drive Los Angeles, CA 90036	Public Charity 501(c)(3) and 509(a)(1)	Civic	10,000 00
Media Fellowship International 7210 NE 149th Place Kenmore, WA 98028	Public Charity 501(c)(3) and 509(a)(1)	Religious	5,000 00
MOXI, The Wolf Museum of Exploration and Innovation 125 State St Santa Barbara, CA 93101	Public Charity 501(c)(3) and 509(a)(1)	Educational	100,000 00
Music Associates of Aspen, Inc 225 Music School Road Aspen, CO 81611	Public Charity 501(c)(3) and 509(a)(1)	Educational	35,000 00
Performing Arts Center of Los Angeles County 135 N Grand Ave Los Angeles, CA 90012	Public Charity 501(c)(3) and 509(a)(1)	Civic	14,500 00
President & Fellows of Harvard College 1033 Massachusetts Ave , Suite 3 Cambridge, MA 02138	Public Charity 501(c)(3) and 509(a)(1)	Educational	250,000 00
Regents University of California Los Angeles 10920 Wilshire Blvd , Suite 620 Los Angeles, CA 90024	Public Charity 501(c)(3) and 509(a)(1)	Medical	50,000 00
Saint John's Hospital & Health Center 2121 Santa Monica Blvd Santa Monica, CA 90404	Public Charity 501(c)(3) and 509(a)(1)	Medical	10,000 00
Santa Barbara Fire Fighters Alliance P O Box 3776 Santa Barbara, CA 93130	Public Charity 501(c)(3) and 509(a)(1)	Civic	50,000 00
Share Inc	Public Charity	Medical	20,000 00

THE SIMMS/MANN FAMILY FOUNDATION

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Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
P O Box 1342 Beverly Hills, CA 90213	501(c)(3) and 509(a)(2)		
Simms/Mann Institute of Education and Community Development 9320 Wilshire Blvd , Suite 300 Beverly Hills, CA 90212	Private Non-operating Foundation	General Operating Support	500,000 00
The Arnold P Gold Foundation 619 Palisade Avenue Englewood Cliffs, NJ 07632	Public Charity 501(c)(3) and 509(a)(2)	Civic	30,000 00
The Banff Centre 107 Tunnel Mountain Drive, Box 1020 Banff, Alberta Canada T1L 1H5	Public Charity 501(c)(3) and 509(a)(1)	Educational	2,500 00
The Los Angeles Branch of International Dyslexia Association 40 York Road, 4th Floor Baltimore, MD 21204	Public Charity 501(c)(3) and 509(a)(2)	Civic	5,000 00
The UCLA Foundation 10920 Wilshire Blvd , Suite 900 Los Angeles, CA 0024	Public Charity 501(c)(3) and 509(a)(1)	Educational	10,000 00
The Willows Community School 8509 Higuera Street Culver City, CA 90232	Public Charity 501(c)(3) and 509(a)(1)	Educational	62,500 00
Tribe Media Corp 3250 Wilshire Blvd , Suite 1250 Los Angeles, CA 90010	Public Charity 501(c)(3) and 509(a)(2)	Educational	15,000 00
Venice Family Clinic 604 Rose Ave Venice, CA 90291	Public Charity 501(c)(3) and 509(a)(1)	Medical	50,000 00
Wallis Annenberg Center for Performing Arts 9390 Santa Monica Blvd Beverly Hills, CA 90210	Public Charity 501(c)(3) and 509(a)(1)	Civic	40,000 00
Westwood Presbyterian Church Presbyterian Church USA 100 Witherspoon St Louisville, KY 40202	Public Charity 501(c)(3) and 509(a)(1)	Religious	5,000 00
Yale University P O Box 2038 New Haven, CT 06521	Public Charity 501(c)(3) and 509(a)(1)	Educational	62,500 00
Zimmer Children's Museum 6505 Wilshire Blvd , Suite 100 Los Angeles, CA 90048	Public Charity 501(c)(3) and 509(a)(1)	Educational	400,000 00
Total			<u>4,582,764 00</u>