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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation ALLEN D. KOHL CHARITABLE FOUNDATION, INC.		A Employer identification number 23-7211587
Number and street (or P.O. box number if mail is not delivered to street address) 11990 SAN VICENTE BLVD, STE 200	Room/suite	B Telephone number (310) 806-9800
City or town, state, and ZIP code LOS ANGELES, CA 90049		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, 2. check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 11,147,097. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		180,181.	175,207.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		246,656.			
b Gross sales price for all assets on line 6a 248,816.					
7 Capital gain net income (from Part IV, line 2)			246,656.		
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		273,670.	207,891.		STATEMENT 3
12 Total. Add lines 1 through 11		700,507.	629,754.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		5,975.	5,975.		0.
c Other professional fees					
17 Interest		88,246.	87,558.		0.
18 Taxes STMT 5		31,699.	5,987.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		267,962.	253,786.		126.
24 Total operating and administrative expenses. Add lines 13 through 23		393,882.	353,306.		126.
25 Contributions, gifts, grants paid		368,567.			368,567.
26 Total expenses and disbursements. Add lines 24 and 25		762,449.	353,306.		368,693.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<61,942.>			
b Net investment income (if negative, enter -0-)			276,448.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		62,883.	10,296.	10,296.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 8		11,302,797.	11,136,801.	11,136,801.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		11,365,680.	11,147,097.	11,147,097.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		5,898,395.	5,898,395.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		5,467,285.	5,248,702.	
30	Total net assets or fund balances		11,365,680.	11,147,097.		
31	Total liabilities and net assets/fund balances		11,365,680.	11,147,097.		

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	11,365,680.
2	Enter amount from Part I, line 27a	2	<61,942.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	11,303,738.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	156,641.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,147,097.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 248,816.		2,160.	246,656.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			246,656.

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	246,656.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	502,668.	9,941,166.	.050564
2009	224,083.	9,249,394.	.024227
2008	191,959.	10,043,746.	.019112
2007	501,160.	10,884,274.	.046044
2006	587,881.	10,100,924.	.058201

2 Total of line 1, column (d)	2	.198148
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.039630
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	11,317,158.
5 Multiply line 4 by line 3	5	448,499.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,764.
7 Add lines 5 and 6	7	451,263.
8 Enter qualifying distributions from Part XII, line 4	8	368,693.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	5,529.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	5,529.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	5,529.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	14,285.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,285.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,756.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 8,756. Refunded ☐ 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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)	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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>STEPHANIE S. COHEN</u> Telephone no. ► <u>(310) 806-9800</u> Located at ► <u>11990 SAN VICENTE BLVD, STE 200, LOS ANGELES, CA</u> ZIP+4 ► <u>90049</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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		
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	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ALLEN D. KOHL 11990 SAN VICENTE BOULEVARD, STE. 200 LOS ANGELES, CA 90049	PRESIDENT 5.00	0.	0.	0.
DAVID J. KOHL 11990 SAN VICENTE BOULEVARD, STE. 200 LOS ANGELES, CA 90049	VICE PRESIDENT 1.00	0.	0.	0.
STEPHANIE S. COHEN 11990 SAN VICENTE BOULEVARD, STE. 200 LOS ANGELES, CA 90049	SECRETARY/TREASURER 4.00	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
NONE		

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	0.
b	Average of monthly cash balances	1b	53,625.
c	Fair market value of all other assets	1c	11,435,876.
d	Total (add lines 1a, b, and c)	1d	11,489,501.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	11,489,501.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	172,343.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,317,158.
6	Minimum investment return. Enter 5% of line 5	6	565,858.

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	565,858.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,529.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,529.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	560,329.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	560,329.
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	560,329.

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	368,693.
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	368,693.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	368,693.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				560,329.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	198,977.			
b From 2007				
c From 2008				
d From 2009				
e From 2010	22,966.			
f Total of lines 3a through e	221,943.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	368,693.			
a Applied to 2010, 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 2011 distributable amount				368,693.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	191,636.			191,636.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	30,307.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	7,341.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	22,966.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	22,966.			
e Excess from 2011				

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				
AMERICAN HEART ASSOCIATION 816 SOUTH FIGUEROA LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
ANDREW S. LEBOWITZ CHARITABLE FOUNDATION 11990 SAN VICENTE BLVD., SUITE 200 LOS ANGELES, CA 90049	NONE	PRIVATE FOUNDATION	UNRESTRICTED	25,000.
BEIT T'SHUVAH 8833 VENICE BLVD. LOS ANGELES, CA 90034	NONE	PUBLIC CHARITY	UNRESTRICTED	5,500.
BET TZEDEK 145 SOUTH FAIRFAX AVENUE, SUITE 200 LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
CAMP KESEM P.O. BOX 1113 LAFAYETTE, CA 94549	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
Total			SEE CONTINUATION SHEET(S)	3a 368,567.
b Approved for future payment				
NONE				
Total				3b 0.

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

ELLEN ROSEN

2020

11/12/12

P00462460

Firm's name ► **COHNREZNICK LLP**

Firm's EIN ► 22-1478099

Firm's address ► 11755 WILSHIRE BLVD., STE 1700
LOS ANGELES, CA 90025

Phone no. **310-477-3722**

Form **990-PF** (2011)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CEDARS-SINAI CENTER BOARD OF GOVERNORS 8700 BEVERLY BLVD. LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	UNRESTRICTED	250.
CHILDREN'S HOSPITAL & HEALTH SYSTEM FOUNDATION MS 3050, P.O. BOX 1997 MILWAUKEE, WI 53201	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
DANCE CAMERA WEST 3400 SAN MARICO STREET, SUITE R LOS ANGELES, CA 90006	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
DAVID L. LEBOWITZ CHARITABLE FOUNDATION 11990 SAN VICENTE BLVD., SUITE 200 LOS ANGELES, CA 90049	NONE	PRIVATE FOUNDATION	UNRESTRICTED	25,000.
DOUG BROWN FOUNDATION 11990 SAN VICENTE BLVD., SUITE 200 LOS ANGELES, CA 90049	NONE	PRIVATE FOUNDATION	UNRESTRICTED	35,000.
EXCEPTIONAL CHILDREN'S FOUNDATION 8740 WASHINGTON BLVD CULVER CITY, CA 90232	NONE	PUBLIC CHARITY	UNRESTRICTED	16,000.
FOOD FORWARD P.O. BOX 48818 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
IMBCR 9201 SUNSET BLVD., SUITE 300 WEST HOLLYWOOD, CA 90069	NONE	PUBLIC CHARITY	UNRESTRICTED	25,000.
J STREET EDUCATION FUND P.O. BOX 66073 WASHINGTON, DC 20035	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
JCCF/SIMMS/MANN CENTER 200 UCLA MEDICAL PLAZA, SUITE 502 LOS ANGELES, CA 90095	NONE	PUBLIC CHARITY	UNRESTRICTED	25,000.
Total from continuation sheets				322,067.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEFF DINKIN CHARITABLE FOUNDATION 11990 SAN VICENTE BLVD., SUITE 200 LOS ANGELES, CA 90049	NONE	PRIVATE FOUNDATION	UNRESTRICTED	50,000.
JEWISH BIG BROTHER/CAMP MAX STRAUS 6505 WILSHIRE BLVD., SUITE 600 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	UNRESTRICTED	4,000.
KOHL CHILDREN'S MUSEUM 2100 PATRIOT BLVD. GLENVIEW, IL 60026	NONE	PUBLIC CHARITY	UNRESTRICTED	41,667.
LAS VEGAS NATURAL HISTORY MUSEUM 900 LAS VEGAS BLVD. N. LAS VEGAS, NV 89101	NONE	PUBLIC CHARITY	UNRESTRICTED	3,000.
LOS ANGELES JEWISH HOME 7150 TAMPA AVE RESEDA, CA 91335	NONE	PUBLIC CHARITY	UNRESTRICTED	1,250.
MILWAUKEE JEWISH FEDERATION 1360 NORTH PROSPECT AVENUE MILWAUKEE, WI 53202	NONE	PUBLIC CHARITY	UNRESTRICTED	20,000.
NATIONAL JEWISH HEALTH 1400 JACKSON STREET DENVER, CO 80206	NONE	PUBLIC CHARITY	UNRESTRICTED	1,250.
NORTH LAWDALE COLLEGE PREP HIGH SCHOOL 1615 SOUTH CHRISTIANA AVENUE CHICAGO, IL 60623	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
OTIS COLLEGE OF ART AND DESIGN 9045 LINCOLN BLVD LOS ANGELES, CA 90045	NONE	PUBLIC CHARITY	UNRESTRICTED	1,500.
PATH PARTNERS 340 NORTH MADISON AVENUE LOS ANGELES, CA 90004	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PROFESSIONAL DANCER'S SOCIETY P.O. BOX 15605 BEVERLY HILLS, CA 90209	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
RIBBON OF LIFE 801 S. RANCHO DR., STE B-1B LAS VEGAS, NV 89106	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
SAVE THE TA-TAS FOUNDATION 21128 VANOWEN STREET CANOGA PARK, CA 91303	NONE	PUBLIC CHARITY	UNRESTRICTED	2,500.
SHRINERS HOSPITAL FOR CHILDREN P.O. BOX 31356 TAMPA, FL 33631	NONE	PUBLIC CHARITY	UNRESTRICTED	7,000.
ST. JOHN'S GOLF CLASSIC 2121 SANTA MONICA BLVD. SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	UNRESTRICTED	6,000.
TEMPLE EMMANUEL OF BEVERLY HILLS 8844 BURTON WAY BEVERLY HILLS, CA 90211	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
TEMPLE OF THE ARTS 8770 WILSHIRE BLVD. BEVERLY HILLS, CA 90211	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
THE GABRIELLA AXELRAD EDUCATION FOUNDATION 639 COMMONWEALTH, SUITE B LOS ANGELES, CA 90005	NONE	PUBLIC CHARITY	UNRESTRICTED	2,500.
THE SALVATION ARMY - LOS ANGELES P.O. BOX 866014 LOS ANGELES, CA 90086	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
THE SALVATION ARMY - SANTA MONICA P.O. BOX 7065 SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE SURVIVOR MITZVAH PROJECT 2658 GRIFFITH PARK BLVD., SUITE 299 LOS ANGELES, CA 90039	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
THE TALBERT FAMILY FOUNDATION 25003 JIM BRIDGER ROAD HIDDEN HILLS, CA 91302	NONE	PUBLIC CHARITY	UNRESTRICTED	2,900.
THE UCLA FOUNDATION 10920 WILSHIRE BLVD., SUITE 1400 LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	UNRESTRICTED	14,000.
UCLA FOUNDATION P.O. BOX 7145 PASADENA, CA 91109	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
VITAS HOSPICE/FOUNDATION FOR END OF LIFE 5430 NW 33RD AVENUE, SUITE 100 FT. LAUDERDALE, FL 33309	NONE	PUBLIC CHARITY	UNRESTRICTED	250.
WESTMINSTER WOODS FUND 18487 BARBER ROAD FALL RIVER, KS 67047	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
Total from continuation sheets				

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	KFP K-1: S/T CAPITAL GAIN/LOSS	P		
b	KFP K-1: L/T CAPITAL GAIN/LOSS	P		
c	KFP K-1: SEC 1231 GAIN/LOSS	P		
d	KFP K-1: SEC 1256 GAIN/LOSS	P		
e	LESS KFP K-1: UBTI S/T CAPITAL GAIN/LOSS	P		
f	LESS KFP K-1: UBTI L/T CAPITAL GAIN/LOSS	P		
g	LESS KFP K-1: UBTI SEC 1231 GAIN/LOSS	P		
h	LESS KFP K-1: UBTI SEC 1256 GAIN/LOSS	P		
i	NEA II K-1: S/T CAPITAL GAIN/LOSS	P		
j	NEA II K-1: L/T CAPITAL GAIN/LOSS	P		
k	ORION KFP II K-1: S/T CAPITAL GAIN/LOSS	P		
l	ORION KFP II K-1: L/T CAPITAL GAIN/LOSS	P		
m	ORION KFP II K-1: SEC 1231 GAIN/LOSS	P		
n	ORION KFP II K-1: SEC 1256 GAIN/LOSS	P		
o	LESS ORION KFP II K-1: UBTI L/T CAPITAL GAIN/LOSS	P		

(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	49,515.		49,515.
b	111,249.		111,249.
c	5,749.		5,749.
d	15,624.		15,624.
e	<6,598.>		<6,598.>
f	<13,709.>		<13,709.>
g	<5,443.>		<5,443.>
h	<3,627.>		<3,627.>
i	497.		497.
j	5,453.		5,453.
k	<1,123.>		<1,123.>
l	82,195.		82,195.
m	14,800.		14,800.
n	<36.>		<36.>
o	4,609.		4,609.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			49,515.
b			111,249.
c			5,749.
d			15,624.
e			<6,598.>
f			<13,709.>
g			<5,443.>
h			<3,627.>
i			497.
j			5,453.
k			<1,123.>
l			82,195.
m			14,800.
n			<36.>
o			4,609.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a LESS ORION KFP II K-1: UBTI SEC 1231 GAIN/LOSS		P		
b ORION QP VII K-1: S/T CAPITAL GAIN/LOSS		P		
c ORION QP VII K-1: L/T CAPITAL GAIN/LOSS		P		
d ORION QP IX K-1: S/T CAPITAL GAIN/LOSS		P		
e ORION QP IX K-1: L/T CAPITAL GAIN/LOSS		P		
f LESS ORION QP IX K-1: UBTI S/T CAPITAL GAIN/LOSS		P		
g LESS ORION QP IX K-1: UBTI L/T CAPITAL GAIN/LOSS		P		
h SALE OF VONAGE (NEA II)		P		
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a <13,507.>			<13,507.>
b <725.>			<725.>
c 4,936.			4,936.
d <1,357.>			<1,357.>
e <1,749.>			<1,749.>
f 7.			7.
g 9.			9.
h 2,047.		2,160.	<113.>
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<13,507.>
b			<725.>
c			4,936.
d			<1,357.>
e			<1,749.>
f			7.
g			9.
h			<113.>
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	246,656.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
KFP K-1: DIVIDENDS	42,260.	0.	42,260.
KFP K-1: INTEREST	10,864.	0.	10,864.
KFP K-1: UBTI DIVIDEND INCOME	163.	0.	163.
KFP K-1: UBTI INTEREST INCOME	1,132.	0.	1,132.
NEW ENTERPRISE ASSOC II K-1: DIVIDENDS	234.	0.	234.
NEW ENTERPRISE ASSOC II K-1: INTEREST	284.	0.	284.
ORION KFP 2: DIVIDEND	28,770.	0.	28,770.
ORION KFP 2: INTEREST	13,016.	0.	13,016.
ORION KFP 2: UBTI DIVIDEND	445.	0.	445.
ORION KFP 2: UBTI INTEREST	2,965.	0.	2,965.
ORION QP7: DIVIDEND	27,199.	0.	27,199.
ORION QP7: INTEREST	55.	0.	55.
ORION QP9: DIVIDEND	52,519.	0.	52,519.
ORION QP9: INTEREST	6.	0.	6.
ORION QP9: UBTI DIVIDENDS	269.	0.	269.
TOTAL TO FM 990-PF, PART I, LN 4	180,181.	0.	180,181.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
KFP K-1 - RENTAL INCOME	<2,527.>	<2,527.>	
KFP K-1 - ROYALTIES	128.	128.	
ORION KFP 2 - RENTAL INCOME	<6,319.>	<6,319.>	
ORION KFP 2 - ROYALTIES	355.	355.	
KFP K-1: NON UBTI INCOME	91,416.	91,416.	
ORION KFP II K-1: NON UBTI INCOME	124,484.	124,484.	
KFP K-1: UBTI ORD. INCOME	10,294.	0.	
KFP K-1: UBTI REAL ESTATE INCOME	<3,873.>	0.	
KFP K-1: UBTI OTHER PORTFOLIO INCOME	1.	0.	
KFP K-1: UBTI ST CAP GAIN	6,598.	0.	
KFP K-1: UBTI LT CAP GAIN	13,709.	0.	
KFP K-1: UBTI SEC 1231 CAP GAIN	5,443.	0.	
ORION KFP II K-1: UBTI ORD. INCOME	30,214.	0.	
ORION KFP II K-1: UBTI REAL ESTATE INCOME	<9,473.>	0.	
ORION KFP II K-1: UBTI LT CAP GAIN	<4,609.>	0.	
ORION KFP II K-1: UBTI SEC 1231 GAIN	13,507.	0.	

ORION QP IX: NON UBTI INCOME	<60.>	<60.>
KFP K-1: UBTI SEC 1256 S/T		
GAIN/LOSS	3,627.	0.
ORION QP IX K-1: UBTI S/T GAIN/LOSS	<7.>	0.
ORION QP IX K-1: UBTI L/T GAIN/LOSS	<9.>	0.
ORION KFP II K-1: UBTI OTHER		
PORTFOLIO INCOME	1.	0.
KFP K-1: UBTI ROYALTIES	94.	0.
ORION KFP II K-1: UBTI ROYALTIES	262.	0.
ORION QP VII: NON UBTI INCOME	414.	414.
TOTAL TO FORM 990-PF, PART I, LINE 11	273,670.	207,891.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,975.	5,975.		0.
TO FORM 990-PF, PG 1, LN 16B	5,975.	5,975.		0.

FORM 990-PF	TAXES		STATEMENT	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CA FTB FILING FEE	10.	0.		0.
CA ATTY GENERAL FILING FEE	150.	0.		0.
OTHER FILING FEES	10.	0.		0.
KFP K-1: FOREIGN TAXES	2,371.	1,728.		0.
ORION KFP II: FOREIGN TAXES	5,851.	4,259.		0.
FEDERAL TAXES	23,307.	0.		0.
TO FORM 990-PF, PG 1, LN 18	31,699.	5,987.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NEA II K-1: PORTFOLIO DEDUCTIONS (2% FLOOR)	1,696.	1,696.		0.
NEA II K-1: NONDEDUCTIBLE EXPENSES	7.	0.		0.
KFP K-1: SEC 59(E)(2) EXPENDITURE	12,719.	9,448.		0.
ORION KFP II K-1: SEC 59(E)(2) EXPENDITURE	34,962.	25,839.		0.
KFP K-1: OTHER PORTFOLIO DEDUCTIONS	10.	10.		0.
ORION KFP II K-1: OTHER PORTFOLIO DEDUCTIONS	386.	386.		0.
ORION QP VII K-1: OTHER PORTFOLIO DEDUCTIONS	213.	213.		0.
ORION QP IX K-1: OTHER PORTFOLIO DEDUCTIONS	354.	354.		0.
KFP K-1: PORTFOLIO DEDUCTIONS (2% FLOOR)	63,484.	63,461.		0.
KFP K-1: OTHER DEDUCTIONS	4,040.	3,804.		0.
ORION KFP II K-1: OTHER DEDUCTIONS	9,358.	8,722.		0.
KFP K-1: NON-DEDUCTIBLE EXPENSE	107.	0.		0.
ORION KFP II K-1: NON-DEDUCTIBLE EXPENSES	274.	0.		0.
KFP K-1: ROYALTY DEDUCTION	14.	6.		0.
ORION KFP II K-1: PORTFOLIO DEDUCTIONS	109,538.	109,475.		0.
ORION QP VII K-1: PORTFOLIO DEDUCTIONS	6,986.	6,986.		0.
ORION QP IX K-1: PORTFOLIO DEDUCTIONS	23,481.	23,369.		0.
KFP K-1: SEC 179 DEDUCTION	48.	0.		0.
ORION KFP II K-1: SEC 179 DEDUCTION	120.	0.		0.
KFP K-1: CHARITABLE CONTRIBUTIONS	35.	0.		35.
ORION KFP II K-1: CHARITABLE CONTRIBUTIONS	89.	0.		89.
ORION KFP II K-1: ROYALTY DEDUCTION	38.	17.		0.
ORION QP IX K-1: CHARITABLE CONTRIBUTIONS	2.	0.		2.
ORION QP IX K-1: NONDEDUCTIBLE EXPENSES	1.	0.		0.
TO FORM 990-PF, PG 1, LN 23	267,962.	253,786.		126.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
UNREALIZED LOSS FROM PASS-THRU ENTITIES	156,641.
TOTAL TO FORM 990-PF, PART III, LINE 5	156,641.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NEA 11	FMV	186,152.	186,152.
KOHL FOUNDATION PTRS	FMV	4,718,090.	4,718,090.
ORION KF PTRS2	FMV	4,734,563.	4,734,563.
ORION QP7	FMV	332,492.	332,492.
ORION QP9	FMV	1,165,504.	1,165,504.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,136,801.	11,136,801.

FORM 990-PF	OTHER REVENUE	STATEMENT	9
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DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
KFP K-1: NON UBTI INCOME			14	91,416.	
ORION KFP II K-1: NON UBTI INCOME			14	124,484.	
KFP K-1: UBTI ORD. INCOME	522100	10,294.			
KFP K-1: UBTI REAL ESTATE INCOME	531390	<3,873.>			
KFP K-1: UBTI OTHER PORTFOLIO INCOME	523000	1.			
KFP K-1: UBTI ST CAP GAIN	523000	6,598.			
KFP K-1: UBTI LT CAP GAIN	523000	13,709.			
KFP K-1: UBTI SEC 1231 CAP GAIN	523000	5,443.			
ORION KFP II K-1: UBTI ORD. INCOME	522100	30,214.			
ORION KFP II K-1: UBTI REAL ESTATE INCOME	531390	<9,473.>			
ORION KFP II K-1: UBTI LT CAP GAIN	523000	<4,609.>			

ORION KFP II K-1: UBTI	523000		
SEC 1231 GAIN		13,507.	
ORION QP IX: NON UBTI			
INCOME			14 <60.>
KFP K-1: UBTI SEC 1256	523000		
S/T GAIN/LOSS		3,627.	
ORION QP IX K-1: UBTI S/T	523000		
GAIN/LOSS		<7.>	
ORION QP IX K-1: UBTI L/T	523000		
GAIN/LOSS		<9.>	
ORION KFP II K-1: UBTI	523000		
OTHER PORTFOLIO INCOME		1.	
KFP K-1: UBTI ROYALTIES	523000	94.	
ORION KFP II K-1: UBTI	523000		
ROYALTIES		262.	
ORION QP VII: NON UBTI			
INCOME			14 414.
TOTAL TO FORM 990-PF, PG 12, LN 11		65,779.	216,254.