Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 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 ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, 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)* ▶$ 12,309,783.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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)
Revenue	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	180,214.	178,532.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	450,328.			
	b	Gross sales price for all assets on line 6a 606,262.				
	7	Capital gain net income (from Part IV, line 2)		450,328.		
	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	249,609.	1,349.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	880,151.	630,209.		
Operating and Administrative Expenses	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	5,739.	5,739.		0.
	c	Other professional fees				
	17	Interest	82,881.	82,528.		0.
	18	Taxes STMT 5	9,658.	6,783.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	272,085.	257,293.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	370,363.	352,343.		0.
	25	Contributions, gifts, grants paid	535,770.			535,770.
	26	**Total expenses and disbursements.** Add lines 24 and 25	906,133.	352,343.		535,770.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<25,982.>			
	b	**Net investment income** (if negative, enter -0-)		277,866.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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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	10,296.	15,617.	15,617.
	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		200.	200.
	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 9	11,136,801.	12,293,966.	12,293,966.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	11,147,097.	12,309,783.	12,309,783.
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	5,248,702.	6,411,388.	
	30	**Total net assets or fund balances**	11,147,097.	12,309,783.	
	31	**Total liabilities and net assets/fund balances**	11,147,097.	12,309,783.	

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	11,147,097.
2	Enter amount from Part I, line 27a	2	<25,982.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1,188,668.
4	Add lines 1, 2, and 3	4	12,309,783.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,309,783.

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	606,262.		155,934.	450,328.

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				450,328.

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	450,328.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	368,693.	11,317,158.	.032578
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

2	**Total** of line 1, column (d)	2	.172525
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	.034505
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,918,908.
5	Multiply line 4 by line 3	5	376,757.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,779.
7	Add lines 5 and 6	7	379,536.
8	Enter qualifying distributions from Part XII, line 4	8	535,770.

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)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	2,779.
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	2,779.
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	2,779.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,756.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	9,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	17,756.
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	14,977.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 14,977. **Refunded** ▶			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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ STEPHANIE S. COHEN Telephone no. ▶ (310) 806-9800

Located at ▶ 11990 SAN VICENTE BLVD, STE 200, LOS ANGELES, CA ZIP+4 ▶ 90049

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* 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 2012?	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)? **5b** No: X

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? ☒ 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** No: 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.

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	86,670.
c	Fair market value of all other assets			1c	10,998,516.
d	**Total** (add lines 1a, b, and c)			1d	11,085,186.
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	11,085,186.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	166,278.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	10,918,908.
6	**Minimum investment return.** Enter 5% of line 5			6	545,945.

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	545,945.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,779.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	36,436.		
c	Add lines 2a and 2b			2c	39,215.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	506,730.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	506,730.
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	506,730.

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	535,770.
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	535,770.
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	2,779.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	532,991.

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

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					506,730.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007					
b From 2008					
c From 2009					
d From 2010	22,966.				
e From 2011					
f **Total** of lines 3a through e		22,966.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 535,770.					
a Applied to 2011, 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 2012 distributable amount					506,730.
e Remaining amount distributed out of corpus		29,040.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		52,006.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					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 2007 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a		52,006.			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010	22,966.				
d Excess from 2011					
e Excess from 2012	29,040.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AIRPORT MARINA COUNSELING SERVICES 7891 LA TIJERA BLVD. LOS ANGELES, CA 90045	NONE	PUBLIC CHARITY	UNRESTRICTED	2,500.
ALZHEIMER'S ASSOCIATION 13636 VENTURA BLVD., SUITE 445 SHERMAN OAKS, CA 91423	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
AMANDA & DAVID LEBOWITZ FAMILY FOUNDATION 11990 SAN VICENTE BLVD., SUITE 200 LOS ANGELES, CA 90049	NONE	PRIVATE FOUNDATION	UNRESTRICTED	20,000.
AMERICAN FRIENDS OF HEWBREW UNIVERSITY 11500 W. OLYMPIC BLVD., SUITE 512 LOS ANGELES, CA 90064	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
ARTHRITIS FOUNDATION 800 WEST SIXTH ST., SUITE 1250 LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
Total SEE CONTINUATION SHEET(S)			▶ **3a**	535,770.
b *Approved for future payment* NONE				
Total			▶ **3b**	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	523000	1,682.	14	178,532.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	<7,339.>	
8 Gain or (loss) from sales of assets other than inventory			18	450,328.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 10		248,260.		8,688.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		249,942.		630,209.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 880,151.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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12-05-12

Form **990-PF** (2012)

Part XVII 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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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: 11/12/13

Title: OFFICER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEPHEN M. DAY		11/12/13		P00227737

Firm's name ▶ COHNREZNICK LLP

Firm's EIN ▶ 22-1478099

Firm's address ▶ 1900 AVENUE OF THE STARS, 28TH FLR
LOS ANGELES, CA 90067

Phone no. 310-843-9700

Form **990-PF** (2012)

CONTINUATION FOR 990-PF, PART IV

ALLEN D. KOHL CHARITABLE FOUNDATION,INC. 23-7211587 PAGE 1 OF 2

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 CAPITAL GAIN/LOSS	P		
h	LESS KFP K-1: UBTI SEC 1256 CAPITAL 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 CAPITAL GAIN/LOSS	P		
n	LESS ORION KFP II K-1: UBTI L/T CAPITAL GAIN/LOSS	P		
o	LESS ORION KFP II K-1: UBTI SEC 1231 GAIN/LOSS			

	(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	12,855.			12,855.
b	349,600.			349,600.
c	1,174.			1,174.
d			17,842.	<17,842.>
e			136.	<136.>
f			58,378.	<58,378.>
g			1,579.	<1,579.>
h	4,444.			4,444.
i			1,877.	<1,877.>
j	2,789.			2,789.
k	12,324.			12,324.
l	183,151.			183,151.
m	4,146.			4,146.
n			32,172.	<32,172.>
o			4,909.	<4,909.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				12,855.
b				349,600.
c				1,174.
d				<17,842.>
e				<136.>
f				<58,378.>
g				<1,579.>
h				4,444.
i				<1,877.>
j				2,789.
k				12,324.
l				183,151.
m				4,146.
n				<32,172.>
o				<4,909.>

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	ORION QP VII: S/T CAPITAL GAIN/LOSS	P		
b	ORION QP VII: L/T CAPITAL GAIN/LOSS	P		
c	ORION QP IX K-1: S/T CAPITAL GAIN/LOSS	P		
d	ORION QP IX K-1: L/T CAPITAL GAIN/LOSS	P		
e	LESS ORION QP IX K-1: UBTI L/T CAPITAL GAIN/LOSS	P		
f	SALE OF VONAGE	P		
g	SALE OF INNERWORKINGS	P		
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	60.			60.
b	18,422.			18,422.
c	3.			3.
d			30,209.	<30,209.>
e	18.			18.
f	1,138.		2,160.	<1,022.>
g	16,138.		6,672.	9,466.
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				60.
b				18,422.
c				3.
d				<30,209.>
e				18.
f				<1,022.>
g				9,466.
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	450,328.
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

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05-01-12

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
ASHLEY & ANDREW LEBOWITZ FAMILY FOUNDATION 11990 SAN VICENTE BLVD., SUITE 200 LOS ANGELES, CA 90049	NONE	PRIVATE FOUNDATION	UNRESTRICTED	20,000.
BARLOW FOUNDATION 2000 STADIUM WAY LOS ANGELES, CA 90026	NONE	PUBLIC CHARITY	UNRESTRICTED	6,000.
BET TZEDEK 145 SOUTH FAIRFAX AVENUE, SUITE 200 LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
BOYS & GIRLS CLUB OF THE WEST VALLEY 7245 REMMET AVENUE CANOGA PARK, CA 91303	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
BREAST CANCER RESEARCH FOUNDATION 60 EAST 56TH STREET, 8TH FLOOR NEW YORK, NY 10022	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
CAI ANIMAL PROJECT 1201 WEST 5TH STREET, SUITE T-700 LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
CAMP KESEM P.O. BOX 1113 LAFAYETTE, CA 94549	NONE	PUBLIC CHARITY	UNRESTRICTED	2,500.
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.
DIZZY FEET FOUNDATION 9560 WILSHIRE BLVD., SUITE 500 BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	UNRESTRICTED	11,000.
Total from continuation sheets				510,770.

223631
05-01-12

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
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	6,000.
FLINTRIDGE SACRED HEART ACAMEDY 440 SAINT KATHERINE DRIVE LA CANADA, CA 91011	NONE	PUBLIC CHARITY	UNRESTRICTED	250.
HARMONY PROJECT 5670 WILSHIRE BLVD., SUITE 1590 LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	UNRESTRICTED	27,500.
JEFF DINKIN CHARITABLE FOUNDATION 11990 SAN VICENTE BLVD., SUITE 200 LOS ANGELES, CA 90049	NONE	PRIVATE FOUNDATION	UNRESTRICTED	50,000.
JEWISH BIG BROTHER BIG SISTERS 6505 WILSHIRE BLVD., SUITE 600 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	UNRESTRICTED	2,500.
KOHL CHILDREN'S MUSEUM 2100 PATRIOT BLVD. GLENVIEW, IL 60026	NONE	PUBLIC CHARITY	UNRESTRICTED	41,667.
KOHL FOUNDATION PARTNERS 11990 SAN VICENTE BLVD., SUITE 200 LOS ANGELES, CA 90049	NONE	FLOW-THROUGH K-1	FLOW-THROUGH K-1	12.
LOS ANGELES JEWISH HOME 7150 TAMPA AVE RESEDA, CA 91335	NONE	PUBLIC CHARITY	UNRESTRICTED	3,500.
MILWAUKEE JEWISH FEDERATION 1360 NORTH PROSPECT AVENUE MILWAUKEE, WI 53202	NONE	PUBLIC CHARITY	UNRESTRICTED	20,000.
Total from continuation sheets				

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05-01-12

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
MISERICORDIA HEART OF MERCY 6300 NORTH RIDGE ROAD CHICAGO, IL 60660	NONE	PUBLIC CHARITY	UNRESTRICTED	250.
ORION KF PARTNERS II, LP 11990 SAN VICENTE BLVD., SUITE 200 LOS ANGELES, CA 90049	NONE	FLOW-THROUGH K-1	FLOW-THROUGH K-1	36.
ORION QP VENTURES IX, LP 11990 SAN VICENTE BLVD., SUITE 200 LOS ANGELES, CA 90049	NONE	FLOW-THROUGH K-1	FLOW-THROUGH K-1	5.
ORT AMERICA 75 MAIDEN LANE, 10TH FLOOR NEW YORK, NY 10038	NONE	PUBLIC CHARITY	UNRESTRICTED	250.
OTIS COLLEGE OF ART AND DESIGN 9045 LINCOLN BLVD LOS ANGELES, CA 90045	NONE	PUBLIC CHARITY	UNRESTRICTED	1,500.
PACIFIC HILLS SCHOOL 8628 HOLLAWAY DRIVE WEST HOLLYWOOD, CA 90069	NONE	PUBLIC CHARITY	UNRESTRICTED	25,000.
PROFESSIONAL DANCER'S SOCIETY P.O. BOX 15605 BEVERLY HILLS, CA 90209	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
RIBBON OF LIFE 801 S. RANCHO DR., STE B-1B LAS VEGAS, NV 89106	NONE	PUBLIC CHARITY	UNRESTRICTED	1,500.
ST. JOHN'S GOLF CLASSIC 2121 SANTA MONICA BLVD. SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	UNRESTRICTED	7,500.
ST. VINCENT MEALS ON WHEELS 2131 WEST THIRD STREET LOS ANGELES, CA 90057	NONE	PUBLIC CHARITY	UNRESTRICTED	100.
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
TAILS OF HOPE 1628 OLD DEERFIELD ROAD HIGHLAND PARK, IL 60035	NONE	PUBLIC CHARITY	UNRESTRICTED	250.
TEMPLE EMMANUEL OF BEVERLY HILLS 8844 BURTON WAY BEVERLY HILLS, CA 90211	NONE	PUBLIC CHARITY	UNRESTRICTED	400.
THE GABRIELLA FOUNDATION 3010 WILSHIRE BLVD. #79 LOS ANGELES, CA 90010	NONE	PUBLIC CHARITY	UNRESTRICTED	20,000.
THE GARY SINISE CHARITABLE FOUNDATION P.O. BOX 50008 STUDIO CITY, CA 91614	NONE	PUBLIC CHARITY	UNRESTRICTED	3,000.
THE JEWISH FEDERATION 6505 WILSHIRE BLVD., SUITE 1000 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	UNRESTRICTED	50,300.
THE MICHAEL J. FOX FOUNDATION P.O. BOX 5014 HAGERSTOWN, MD 21741	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
THE MUSIC CENTER 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
THE SALVATION ARMY - SANTA MONICA P.O. BOX 7065 SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	UNRESTRICTED	3,500.
THE SHADE TREE P.O. BOX 669 LAS VEGAS, NV 89125	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
THE SURVIVOR MITZVAH PROJECT 2658 GRIFFITH PARK BLVD., SUITE 299 LOS ANGELES, CA 90039	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
Total from continuation sheets				

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05-01-12

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
UCLA FOUNDATION, WOODEN ATHLETIC FUND 405 HIGHLAND AVENUE LOS ANGELES, CA 90099	NONE	PUBLIC CHARITY	UNRESTRICTED	22,500.
WILSHIRE BLVD. TEMPLE-BUILDING CAPAIGN 3663 WILSHIRE BLVD. LOS ANGELES, CA 90010	NONE	PUBLIC CHARITY	UNRESTRICTED	100,000.
Total from continuation sheets				

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05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
KFP K-1: DIVIDENDS	58,501.	0.	58,501.
KFP K-1: INTEREST	55,832.	0.	55,832.
KFP K-1: UBTI DIVIDEND INCOME	59.	0.	59.
KFP K-1: UBTI INTEREST INCOME	387.	0.	387.
NEW ENTERPRISE ASSOC II K-1: DIVIDENDS	384.	0.	384.
NEW ENTERPRISE ASSOC II K-1: INTEREST	65.	0.	65.
ORION KFP 2: DIVIDEND	42,871.	0.	42,871.
ORION KFP 2: INTEREST	13,908.	0.	13,908.
ORION KFP 2: UBTI DIVIDEND	180.	0.	180.
ORION KFP 2: UBTI INTEREST	1,052.	0.	1,052.
ORION QP7: DIVIDEND	913.	0.	913.
ORION QP7: INTEREST	24.	0.	24.
ORION QP9: DIVIDEND	5,959.	0.	5,959.
ORION QP9: INTEREST	75.	0.	75.
ORION QP9: UBTI DIVIDENDS	4.	0.	4.
TOTAL TO FM 990-PF, PART I, LN 4	180,214.	0.	180,214.

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	<2,051.>	<2,051.>	
KFP K-1 - ROYALTIES	45.	45.	
ORION KFP 2 - RENTAL INCOME	<5,461.>	<5,461.>	
ORION KFP 2 - ROYALTIES	128.	128.	
KFP K-1: NON UBTI INCOME	<45,465.>	<45,465.>	
ORION KFP II K-1: NON UBTI INCOME	54,146.	54,146.	
KFP K-1: UBTI ORD. INCOME	50,939.	0.	
KFP K-1: UBTI REAL ESTATE INCOME	<3,930.>	0.	
KFP K-1: UBTI OTHER PORTFOLIO INCOME	1.	0.	
KFP K-1: UBTI ST CAP GAIN	136.	0.	
KFP K-1: UBTI LT CAP GAIN	58,378.	0.	
KFP K-1: UBTI SEC 1231 CAP GAIN	1,579.	0.	
ORION KFP II K-1: UBTI ORD. INCOME	118,921.	0.	
ORION KFP II K-1: UBTI REAL ESTATE INCOME	<10,527.>	0.	
ORION KFP II K-1: UBTI LT CAP GAIN	32,172.	0.	
ORION KFP II K-1: UBTI SEC 1231 GAIN	4,909.	0.	

ORION QP IX: NON UBTI INCOME	7.	7.	
KFP K-1: UBTI SEC 1256 S/T GAIN/LOSS	<4,444.>	0.	
ORION QP IX K-1: UBTI L/T GAIN/LOSS	<18.>	0.	
KFP K-1: UBTI ROYALTIES	35.	0.	
ORION KFP II K-1: UBTI ROYALTIES	109.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	249,609.	1,349.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,739.	5,739.		0.
TO FORM 990-PF, PG 1, LN 16B	5,739.	5,739.		0.

FORM 990-PF TAXES STATEMENT 5

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	75.	0.		0.
OTHER STATE TAXES	59.	0.		0.
KFP K-1: FOREIGN TAXES	2,844.	2,166.		0.
ORION KFP II: FOREIGN TAXES	5,336.	3,484.		0.
FEDERAL TAXES	201.	0.		0.
ORION QP VII: FOREIGN TAXES	1,133.	1,133.		0.
TO FORM 990-PF, PG 1, LN 18	9,658.	6,783.		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)	1,481.	1,481.		0.
NEA II K-1: NONDEDUCTIBLE EXPENSES	6.	0.		0.
KFP K-1: SEC 59(E)(2) EXPENDITURE	14,805.	11,545.		0.
ORION KFP II K-1: SEC 59(E)(2) EXPENDITURE	43,769.	33,769.		0.
KFP K-1: OTHER PORTFOLIO DEDUCTIONS	10.	10.		0.
ORION KFP II K-1: OTHER PORTFOLIO DEDUCTIONS	390.	390.		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)	53,269.	53,258.		0.
KFP K-1: OTHER DEDUCTIONS	7,324.	7,013.		0.
ORION KFP II K-1: OTHER DEDUCTIONS	5,697.	4,824.		0.
KFP K-1: NON-DEDUCTIBLE EXPENSE	66.	0.		0.
ORION KFP II K-1: NON-DEDUCTIBLE EXPENSES	192.	0.		0.
KFP K-1: ROYALTY DEDUCTION	10.	7.		0.
ORION KFP II K-1: PORTFOLIO DEDUCTIONS	99,026.	99,001.		0.
ORION QP VII K-1: PORTFOLIO DEDUCTIONS	11,235.	11,235.		0.
ORION QP IX K-1: PORTFOLIO DEDUCTIONS	34,194.	34,175.		0.
KFP K-1: SEC 179 DEDUCTION	4.	0.		0.
ORION KFP II K-1: SEC 179 DEDUCTION	11.	0.		0.
ORION KFP II K-1: ROYALTY DEDUCTION	29.	18.		0.
TO FORM 990-PF, PG 1, LN 23	272,085.	257,293.		0.

FOOTNOTES STATEMENT 7

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

(I) THE NAMES AND ADDRESSES OF THE GRANTEES CAN BE FOUND ON THIS FORM 990-PF, PART XV;

(II) THE DATES AND AMOUNTS OF THE GRANTS CAN BE FOUND ON THIS FORM 990-PF, PART XV;

(III) THE PURPOSES OF THE GRANTS CAN BE FOUND ON THIS FORM 990-PF, PART XV;

(IV) THE GRANTEE WILL EXPEND 100% OF THE GRANT FUNDS FOR CHARITABLE PURPOSES;

(V) THE GRANTEES HAVE NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSES OF THE GRANTS TO THE KNOWLEDGE OF THE GRANTOR;

(VI) THE GRANTOR MONITORS THE GRANT EXPENDITURES ON A CONTINUOUS BASIS.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAIN FROM PASS-THRU ENTITIES	1,188,668.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,188,668.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NEA 11	FMV	167,355.	167,355.
KOHL FOUNDATION PTRS	FMV	4,657,938.	4,657,938.
ORION KF PTRS2	FMV	5,570,311.	5,570,311.
ORION QP7	FMV	342,928.	342,928.
ORION QP9	FMV	1,555,434.	1,555,434.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,293,966.	12,293,966.

FORM 990-PF OTHER REVENUE STATEMENT 10

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
KFP K-1: NON UBTI INCOME			14	<45,465.>	
ORION KFP II K-1: NON UBTI INCOME			14	54,146.	
KFP K-1: UBTI ORD. INCOME	522100	50,939.			
KFP K-1: UBTI REAL ESTATE INCOME	531390	<3,930.>			
KFP K-1: UBTI OTHER PORTFOLIO INCOME	523000	1.			
KFP K-1: UBTI ST CAP GAIN	523000	136.			
KFP K-1: UBTI LT CAP GAIN	523000	58,378.			
KFP K-1: UBTI SEC 1231 CAP GAIN	523000	1,579.			
ORION KFP II K-1: UBTI ORD. INCOME	522100	118,921.			
ORION KFP II K-1: UBTI REAL ESTATE INCOME	531390	<10,527.>			
ORION KFP II K-1: UBTI LT CAP GAIN	523000	32,172.			

ORION KFP II K-1: UBTI SEC 1231 GAIN	523000	4,909.			
ORION QP IX: NON UBTI INCOME			14	7.	
KFP K-1: UBTI SEC 1256 S/T GAIN/LOSS	523000	<4,444.>			
ORION QP IX K-1: UBTI L/T GAIN/LOSS	523000	<18.>			
KFP K-1: UBTI ROYALTIES	523000	35.			
ORION KFP II K-1: UBTI ROYALTIES	523000	109.			
TOTAL TO FORM 990-PF, PG 12, LN 11		248,260.		8,688.	