Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2013
Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE KOVNER FOUNDATION

A Employer identification number
22-3468030

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
731 ALEXANDER ROAD, BUILDING 2

B Telephone number
(609)919-7600

City or town, state or province, country, and ZIP or foreign postal code
PRINCETON, NJ 08540

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: [X] 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) ▶$ 203,862,496.
J Accounting method: [ ] Cash [X] 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).)

	Line	Description	(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	73,230,810.		N/A	
	2	Check ▶ [ ] if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	5,306,958.	5,082,115.		STATEMENT 2
	4	Dividends and interest from securities	265,546.	230,991.		STATEMENT 3
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	12,313,384.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 117,495,048.				
	7	Capital gain net income (from Part IV, line 2)		27,663,939.		
	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	3,179,652.	3,167,109.		STATEMENT 4
	12	**Total.** Add lines 1 through 11	94,296,350.	36,144,154.		
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 STMT 5	13,688.	0.		0.
	b	Accounting fees STMT 6	7,250.	0.		0.
	c	Other professional fees STMT 7	363,989.	317,065.		0.
	17	Interest	318,457.	293,097.		0.
	18	Taxes STMT 8	781,926.	5,151.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 9	4,033.	0.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,489,343.	615,313.		0.
	25	Contributions, gifts, grants paid	10,014,321.			10,014,321.
	26	**Total expenses and disbursements.** Add lines 24 and 25	11,503,664.	615,313.		10,014,321.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	82,792,686.			
	b	**Net investment income** (if negative, enter -0-)		35,528,841.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
NOV 24 2014
OGDEN, UT
IRS-OSC

SCANNED NOV 2 3 2014

G18 14

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	281,182.	11,190,359.	11,190,359.
2 Savings and temporary cash investments	39,741,041.	5,778,433.	5,778,433.
3 Accounts receivable ▶ 7,422,211.			
Less: allowance for doubtful accounts ▶	18,278.	7,422,211.	7,422,211.
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 STMT 11	14,937,068.	25,708,702.	25,708,702.
c Investments - corporate bonds STMT 12	7,402,500.	17,656,540.	17,656,540.
11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 13	54,637,398.	135,876,088.	135,876,088.
14 Land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶			
15 Other assets (describe ▶ ACCRUED INTEREST)	426,513.	230,163.	230,163.
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	117,443,980.	203,862,496.	203,862,496.
Liabilities			
17 Accounts payable and accrued expenses	1,500.		
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 ▶ FX FORWARD (GBP))	0.	466,480.	
23 **Total liabilities** (add lines 17 through 22)	1,500.	466,480.	
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	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	117,442,480.	203,396,016.	
30 **Total net assets or fund balances**	117,442,480.	203,396,016.	
31 **Total liabilities and net assets/fund balances**	117,443,980.	203,862,496.	

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	117,442,480.
2 Enter amount from Part I, line 27a	2	82,792,686.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	3,160,850.
4 Add lines 1, 2, and 3	4	203,396,016.
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	203,396,016.

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	117,495,048.		89,831,109.	27,663,939.

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				27,663,939.

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	27,663,939.
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))
2012	10,452,111.	79,437,458.	.131577
2011	4,830,804.	40,688,454.	.118727
2010	11,679,423.	18,719,439.	.623919
2009	15,976,682.	9,665,223.	1.653007
2008	12,023,064.	25,760,364.	.466727

2	Total of line 1, column (d)	2	2.993957
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	.598791
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	146,419,516.
5	Multiply line 4 by line 3	5	87,674,688.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	355,288.
7	Add lines 5 and 6	7	88,029,976.
8	Enter qualifying distributions from Part XII, line 4	8	10,014,321.

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	710,577.
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	710,577.
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	710,577.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 629,366.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 100,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	729,366.
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	18,789.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	18,789. 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 the 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) ▶ NY,DE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 2013 or the taxable year beginning in 2013 (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

323531 10-10-13

Part VII-A Statements Regarding Activities *(continued)*

		Line	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 ▶ ACCOUNTANT Telephone no. ▶ 609-919-7600

Located at ▶ 731 ALEXANDER RD, BLDG 2, PRINCETON, NJ ZIP+4 ▶ 08540

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

		Line	Yes	No
16	At any time during calendar year 2013, 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

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

		Line	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)? 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

323541
10-10-13

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

		Yes	No
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
SEE STATEMENT 14		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

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	24,751,489.
c	Fair market value of all other assets	1c	123,897,766.
d	Total (add lines 1a, b, and c)	1d	148,649,255.
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	148,649,255.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,229,739.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	146,419,516.
6	**Minimum investment return.** Enter 5% of line 5	6	7,320,976.

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	7,320,976.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 710,577.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b: 338,146.		
c	Add lines 2a and 2b	2c	1,048,723.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,272,253.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,272,253.
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	6,272,253.

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	10,014,321.
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	10,014,321.
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	10,014,321.

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.

323571
10-10-13

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				6,272,253.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 10,838,414.				
b From 2009 15,536,027.				
c From 2010 10,859,312.				
d From 2011 2,908,463.				
e From 2012 6,707,324.				
f Total of lines 3a through e	46,849,540.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 10,014,321.				
a Applied to 2012, 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 2013 distributable amount				6,272,253.
e Remaining amount distributed out of corpus	3,742,068.			
5 Excess distributions carryover applied to 2013 (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	50,591,608.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	10,838,414.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	39,753,194.			
10 Analysis of line 9:				
a Excess from 2009 15,536,027.				
b Excess from 2010 10,859,312.				
c Excess from 2011 2,908,463.				
d Excess from 2012 6,707,324.				
e Excess from 2013 3,742,068.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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).)

BRUCE S. KOVNER

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 ▶ [X] 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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALLIANCE FOR SCHOOL CHOICE 1660 L STREET, NW, SUITE 1000 WASHINGTON, DC 20036		PUBLIC CHARITY	EDUCATION	250,000.
ACHIEVEMENT FIRST 335 ADAMS STREET, SUITE 700 BROOKLYN, NY 11201		PUBLIC CHARITY	EDUCATION	1,000,000.
AMERICAN ASSOCIATES OF THE NATIONAL THEATRE NATIONAL THEATRE, SOUTH BANK LONDON SE1 9PX		PUBLIC CHARITY	PERFORMING ARTS	800,000.
AMERICAN ENTERPRISE INSTITUTE 1150 SEVENTEENTH STREET NW WASHINGTON, DC 20036		PUBLIC CHARITY	PUBLIC POLICY RESEARCH	2,300,000.
AMERICASHARE USA, INC. 150W. 26TH STREET, 11TH FLOOR NEW YORK, NY 10010		PUBLIC CHARITY	EDUCATION	73,712.
Total SEE CONTINUATION SHEET(S) ▶ 3a				10,014,321.
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	900000	224,843.	14	5,082,115.	
4 Dividends and interest from securities	900000	34,555.	14	230,991.	
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	900000	12,543.	14	3,167,109.	
8 Gain or (loss) from sales of assets other than inventory	900000	1,011,475.	18	27,663,939.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		1,283,416.		36,144,154.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) ..... 13 37,427,570.

(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).

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.

Signature of officer or trustee: [signature] Date: 11/17/14 Title: CONTROLLER

May the IRS discuss this return with the preparer shown below (see instr.)? ☐ Yes ☒ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARILYN B. CALISTER	[signature]	11/13/14		P00776593
Firm's name ▶ WTAS LLC			Firm's EIN ▶ 33-1197384	
Firm's address ▶ 1177 AVENUE OF THE AMERICAS, 18TH FLOO NEW YORK, NY 10036			Phone no. (646)213-5100	

323822 10-10-13

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No. 1545-0047 **2013**

Name of the organization	Employer identification number
THE KOVNER FOUNDATION	22-3468030

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year .... ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THE KOVNER FOUNDATION	22-3468030

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BRUCE KOVNER 1130 FIFTH AVENUE NEW YORK, NY 10128	$ 35,607,810.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
2	BRUCE KOVNER 1130 FIFTH AVENUE NEW YORK, NY 10128	$ 24,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3	BRUCE KOVNER 1130 FIFTH AVENUE NEW YORK, NY 10128	$ 13,623,000.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
THE KOVNER FOUNDATION	22-3468030

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY TRADED SECURITIES - SEE STATEMENT ATTACHED	$ 35,607,810.	VARIOUS
3	PARTNERSHIP INTEREST - AG COMMERCIAL REAL ESTATE DEBT FUND LP - VALUATION AVAILABLE UPON REQUEST	$ 13,623,000.	VARIOUS
		$	
		$	
		$	
		$	

Name of organization: THE KOVNER FOUNDATION

Employer identification number: 22-3468030

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	683 CAPITAL PARTNERS (OPTION 1)	P	VARIOUS	VARIOUS
b	683 CAPITAL PARTNERS (OPTION 1)	P	VARIOUS	VARIOUS
c	683 CAPITAL PARTNERS (OPTION 2)	P	VARIOUS	VARIOUS
d	683 CAPITAL PARTNERS (OPTION 2)	P	VARIOUS	VARIOUS
e	ANTIDOPEAN DOMESTIC PARTNERS LP	P	VARIOUS	VARIOUS
f	ANTIDOPEAN DOMESTIC PARTNERS LP	P	VARIOUS	VARIOUS
g	SILVER SANDS FUND II LLC	P	VARIOUS	VARIOUS
h	SILVER SANDS FUND II LLC	P	VARIOUS	VARIOUS
i	MERRILL LYNCH #07829 - STMT ATTACHED	P	VARIOUS	VARIOUS
j	FEDL HOME LOAN MORTGAGE DISCOUNT NOTE	P	12/31/12	01/10/13
k	DONATED SECURITIES - SEE STMT ATTACHED	D	VARIOUS	VARIOUS
l	MERRILL LYNCH #07829 - CAPITAL GAIN DISTRIBUTION	P	VARIOUS	VARIOUS
m	WOW BOND	D	VARIOUS	06/20/13
n	HIGHBRIDGE YIELD	P	VARIOUS	VARIOUS
o	AG CRD HOLDINGS LP	P	VARIOUS	VARIOUS

	(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	67,555.			67,555.
b	208,028.			208,028.
c	31,507.			31,507.
d	97,023.			97,023.
e	723,375.			723,375.
f	137,055.			137,055.
g	182,018.		58,107.	123,911.
h	2,986,377.		953,368.	2,033,009.
i	34,844,096.		34,883,315.	<39,219.>
j	6,998,322.		6,997,988.	334.
k	35,919,725.		19,245,781.	16,673,944.
l	2.			2.
m	7,805,000.		7,163,868.	641,132.
n	877,275.			877,275.
o	811,027.			811,027.

	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				67,555.
b				208,028.
c				31,507.
d				97,023.
e				723,375.
f				137,055.
g				123,911.
h				2,033,009.
i				<39,219.>
j				334.
k				16,673,944.
l				2.
m				641,132.
n				877,275.
o				811,027.

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

THE KOVNER FOUNDATION

Securities Contributed by Bruce Kovner	2013 Proceeds	Cost Basis	Net Investment Income Gain/(Loss)	2013 Contribution Value	Revenue & Expenses Per Books Gain/(Loss)
Vivus Inc	8,386,658	4,759,893	3,626,765	8,328,293	58,365
Rhino Resources Partners LP	309,142	22,196	286,946	309,752	(610)
Copano Energy LLC	6,351,945	2,057,669	4,294,276	6,057,154	294,791
Western Gas Partners LP	3,588,781	1,591,593	1,997,188	3,572,532	16,249
Legacy Reserves LP	148,420	93,971	54,449	149,930	(1,510)
Genesis Energy LP	3,685,961	1,229,825	2,456,136	3,716,324	(30,363)
Proctor & Gamble	1,281,182	997,381	283,801	1,292,144	(10,962)
Hess Corp.	704,016	500,110	203,906	706,680	(2,664)
Berkshire Hathaway Cl B	4,339,414	2,989,369	1,350,045	4,364,010	(24,596)
Targa Resources Partners LP	1,311,302	567,125	744,177	1294162	17,140
Markwest Energy Partners LP	1,225,206	830,139	395,067	1,223,061	2,145
Johnson & Johnson	1,024,779	796,690	228,089	1,011,984	12,795
Anacor Pharmaceuticals	140,189	45,467	94,722	140,474	(285)
Exelixis Inc	833,353	718,438	114,915	846,900	(13,547)
Johnson & Johnson	1,586,847	1,201,904	384,943	1,587,695	(848)
PAA Natural Gas Storage, LP	438,291	285,469	152,822	435,370	2,921
Williams Partners LP	564,239	558,541	5,698	571,346	(7,107)
	35,919,725	19,245,781	16,673,944	35,607,811	311,914

THE KOVNER FOUNDATION DBA

2013 TAX REPORTING STATEMENT

The following sections are provided to facilitate your review and the preparation of your tax return.

The 2013 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those with a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012. Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available) but the adjusted basis will not be transmitted to the IRS

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the *Cost Basis Reporting Regulations*, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

1099-B 2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)								
ALCAN INC GLB 05.200% JAN 15 2014		*CUSIP Number*	*013716AT2*					
1000000.0000	Sale	12/26/12	04/26/13	1,031,990 00	1.030,839.15	0 00	1,150.85	
AMERICAN INTL GROUP GLB 03 650% JAN 15 2014		*CUSIP Number*	*026874BVB*					
1000000 0000	Sale	12/26/12	04/26/13	1,021,060.00	1,019,000 56	0.00	2,059.44	
ANHEUSER-BUSCH INBEV WOR COMPANY GUARANT GLB 05.375% NOV 15 2014		*CUSIP Number*	*03523TBG2*					
1000000 0000	Sale	12/26/12	02/07/13	1,081,470 00	1,081,218.28	0.00	251.72	
AMGEN INC GLB 04.850% NOV 18 2014		*CUSIP Number*	*031162AJ9*					
1000000.0000	Sale	01/11/13	02/07/13	1 072,220.00	1,072,848 55	0 00	(628 55)	

THE KOVNER FOUNDATION DBA

2013 TAX REPORTING STATEMENT

1099-B 2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e. Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
AMERICA MOVIL SA DE CV COMPANY GUARNT GLB 05 500% MAR 01 2014		CUSIP Number	02364WAF2					
600000.0000	Sale	12/26/12	04/26/13	623,550 00	624,127.98	0.00	(577 98)	
BELLSOUTH CORP GLB 05.200% SEP 15 2014		CUSIP Number	079860AG7					
1000000.0000	Sale	01/10/13	04/26/13	1,062.430.00	1,061,773 38	0.00	656.62	
BOEING CO GLB 05.000% MAR 15 2014		CUSIP Number	097023AV7					
1000000.0000	Sale	12/26/12	02/07/13	1,048,220.00	1,049,811.10	0 00	(1,591.10)	
HSBC BANK USA SUBORDINATED GLB 04.625% APR 01 2014		CUSIP Number	40428EJQ3					
1000000.0000	Sale	12/26/12	04/26/13	1,037,230.00	1,033,221.60	0.00	4,008.40	
HEWLETT-PACKARD CO GLB 01.550% MAY 30 2014		CUSIP Number	428236BK8					
1000000.0000	Sale	12/26/12	04/26/13	1,006,170.00	998,110.00	0 00	8,060.00	
CITIGROUP INC GLB 05.125% MAY 05 2014		CUSIP Number	172967CK5					
1000000.0000	Sale	12/27/12	04/26/13	1,042,950.00	1,040,985.80	0 00	1,964.20	
CAPITAL ONE FINANCIAL CO GLB 02.125% JUL 15 2014		CUSIP Number	14040HAV7					
1000000 0000	Sale	12/26/12	04/26/13	1,016,390 00	1,014,622.25	0.00	1,767.75	
CREDIT SUISSE FB USA INC BANK GUARANTEED GLB 04 875% JAN 15 2015		CUSIP Number	22541LAR4					
800000 0000	Sale	01/30/13	04/26/13	856,608.00	857,176.41	0.00	(568.41)	

THE KOVNER FOUNDATION DBA

2013 TAX REPORTING STATEMENT

1099-B 2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e. Quantity Transaction Description	1b Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
CONOCOPHILLIPS COMPANY GUARNT GLB 04 750% FEB 01 2014	CUSIP Number	20825CAS3					
1000000 0000 Sale	12/26/12	02/07/13	1,040,500.00	1,042,401.85	0.00	(1.901 85)	
COMCAST CORP COMPANY GUARNT 05.300% JAN 15 2014	CUSIP Number	20030NAE1					
1000000.0000 Sale	12/26/12	02/07/13	1,044,330 00	1,044,425.18	0.00	(95.18)	
DIRECTV HOLDINGS/FING COMPANY GUARNT GLB 04.750% OCT 01 2014	CUSIP Number	25459HAL9					
1000000.0000 Sale	12/26/12	04/26/13	1,055,740.00	1,054,098.58	0 00	1,641.42	
EXELON GENERATION CO LLC GLB 05.350% JAN 15 2014	CUSIP Number	30161MAD5					
1000000.0000 Sale	12/26/12	04/26/13	1,033.450 00	1,031,969.44	0 00	1,480.56	
E.I. DU PONT DE NEMOURS GLB 05.000% JUL 15 2013	CUSIP Number	263534BU2					
1000000 0000 Sale	12/26/12	04/26/13	1,009,560 00	1,009,811.09	0.00	(251.09)	
GEORGIA POWER COMPANY - 06 000% NOV 01 2013	CUSIP Number	373334JM4					
1000000 0000 Redemption	12/27/12	11/01/13	1 000,000.00	1,048,890 00	0.00	(48,890.00)	
JPMORGAN CHASE & CO - 04.650% JUN 01 2014	CUSIP Number	46625HHN3					
1000000 0000 Sale	12/26/12	04/26/13	1,044,230.00	1,042,232.83	0.00	1,997 17	
MORGAN STANLEY SUBORDINATED GLB 04.750% APR 01 2014	CUSIP Number	6174BAAE6					
1000000 0000 Sale	12/27/12	04/26/13	1,032,100.00	1,026,664.81	0 00	5,435.19	

THE KOVNER FOUNDATION DBA

2013 TAX REPORTING STATEMENT

1099-B 2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
NBC UNIVERSAL COMPANY GUARNT GLB 02.100% APR 01 2014		CUSIP Number	63946BAA8					
225000.0000	Sale	03/12/13	04/26/13	228,341.25	228,387.57	0.00	(46.32)	
OCCIDENTAL PETROLEUM COR - 01.450% DEC 13 2013		CUSIP Number	674599CA1					
1000000.0000	Sale	12/26/12	02/07/13	1,009,500.00	1,009,681.37	0.00	(181.37)	
ORACLE CORP GLB 04 950% APR 15 2013		CUSIP Number	68389XAD7					
1000000.0000	Redemption	12/26/12	04/15/13	1,000,000.00	1,014,410.00	0.00	(14,410.00)	
POTASH CORP-SASKATCHEWAN - 05 250% MAY 15 2014		CUSIP Number	73755LAE7					
600000.0000	Sale	12/26/12	02/07/13	634,458 00	635,185.56	0.00	(727.56)	
400000.0000	Sale	12/26/12	04/26/13	418,840.00	419,260.78	0.00	(420.78)	
	Security Subtotal			**1,053,298.00**	**1,054,446.34**	**0.00**	**(1,148.34)**	
SCHERING PLOUGH COMPANY GUARNT 05.300% DEC 01 2013		CUSIP Number	806605AE1					
1000000 0000	Sale	12/26/12	02/07/13	1,040,360.00	1,040,671.80	0 00	(311.80)	
TARGET GLB 04.000% JUN 15 2013		CUSIP Number	87612EAM8					
1000000.0000	Sale	12/27/12	02/07/13	1,013,040.00	1,012,981.38	0.00	58.62	
TELECOM ITALIA CAPITAL COMPANY GUARNT GLB 06 175% JUN 18 2014		CUSIP Number	87927VAW8					
350000.0000	Tender	01/10/13	06/03/13	388,837.00	368,557.00	0.00	280.00	
650000 0000	Sale	01/10/13	10/11/13	668,011.50	672,182.93	0.00	(4,171.43)	
	Security Subtotal			**1,036,848.50**	**1,040,739.93**	**0.00**	**(3,891.43)**	

THE KOVNER FOUNDATION DBA

2013 TAX REPORTING STATEMENT

1099-B 2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e. Quantity Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
TD AMERITRADE HOLDING CO COMPANY GUARNT 04.150% DEC 01 2014	*CUSIP Number*	*87236YAB4*					
1000000.0000 Sale	12/26/12	02/07/13	1,062,970 00	1,063,037.69	0.00	(67.69)	
VERIZON COMMUNICATIONS GLB 01.250% NOV 03 2014	*CUSIP Number*	*92343VBB9*					
1000000.0000 Sale	12/26/12	02/07/13	1,012,150.00	1,012,906.99	0.00	(756.99)	
USD THOMSON REUTERS 5.950% JUL 15 2013	*CUSIP Number*	*884903BA2*					
1000000.0000 Redemption	12/26/12	07/15/13	1,000,000.00	1,000,000.00	0 00	0.00	
XL CAPITAL LTD GLB 05.250% SEP 15 2014	*CUSIP Number*	*98372PAF5*					
1000000.0000 Sale	12/26/12	04/26/13	1,057,640.00	1,052,717.13	0 00	4,922 87	
DEUTSCHE BANK AG LONDON SER GMTN GLB 04.875% MAY 20 2013	*CUSIP Number*	*2515A0NY5*					
1000000.0000 Sale	12/28/12	04/26/13	1,002,510 00	1,002,478.95	0.00	31.05	
FRANCE TELECOM GLB 04.375% JUL 08 2014	*CUSIP Number*	*35177PAS6*					
1000000.0000 Sale	12/26/12	04/26/13	1,041,170 00	1,043,255.73	0.00	(2,085 73)	
GENERAL ELEC CAP CORP SER MTN 05.500% JUN 04 2014	*CUSIP Number*	*36962G2Z6*					
1000000.0000 Sale	12/26/12	02/07/13	1,065,500.00	1,065,445 35	0.00	54.65	
PRUDENTIAL FINANCIAL INC SER MTNB 05.100% SEP 20 2014	*CUSIP Number*	*74432QAE5*					
1000000.0000 Sale	01/10/13	04/26/13	1,060,570.00	1,057,926.12	0.00	2,643.88	
Noncovered Short Term Capital Gains and Losses Subtotal			[redacted]		**0.00**	[redacted]	

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	THIRD POINT OFFSHORE FUND	P	VARIOUS	VARIOUS
b	ERG RESOURCES	P	VARIOUS	01/24/13
c	SRS PARTNERS LTD CLASS B SERIES 11	P	VARIOUS	12/31/13
d	SRS PARTNERS LTD CLASS B SERIES 14	P	VARIOUS	12/31/13
e	AG GECC PPIF LP	D	VARIOUS	VARIOUS
f				
g				
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	4,477,759.		3,028,682.	1,449,077.
b	15,162,370.		14,500,000.	662,370.
c	2,522,521.		2,000,000.	522,521.
d	1,270,997.		1,000,000.	270,997.
e	2,373,016.			2,373,016.
f				
g				
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			(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				1,449,077.
b				662,370.
c				522,521.
d				270,997.
e				2,373,016.
f				
g				
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	27,663,939.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CARNEGIE HALL CORPORATION 881 SEVENTH AVENUE NEW YORK, NY 10019-3210		PUBLIC CHARITY	PERFORMING ARTS	100,000.
CENTURION MINISTRIES 221 WITHERSPOON STREET PRINCETON, NJ 08542		PUBLIC CHARITY	FREE WRONGFULLY IMPRISONED INMATES	75,000.
FOUNDATION FOR EXCELLENCE IN EDUCATION P.O. BOX 10691 TALLAHASSEE, FL 32302		PUBLIC CHARITY	EDUCATION	250,000.
HARVARD UNIVERSITY MASSACHUSETTS HALL CAMBRIDGE, MA 02138		PUBLIC CHARITY	EDUCATION	50,000.
INNOCENCE PROJECT 40 WORTH ST., SUITE 701 NEW YORK, NY 10013		PUBLIC CHARITY	FREE WRONGFULLY IMPRISONED INMATES	25,000.
INSTITUTE FOR JUSTICE 1717 PENNSYLVANIA AVENUE, NW, SUITE 200 WASHINGTON, DC 20006		PUBLIC CHARITY	SOCIAL REFORM	250,000.
LINCOLN CENTER FOR THE PERFORMING ARTS 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6583		PUBLIC CHARITY	PERFORMING ARTS	2,500,000.
ROYAL SHAKESPEARE COMPANY THE COURTYARD THEATER, SOUTHERN LANE STAFFORDUPONAVON, WASHINGTON, UNITED KINGDOM WICKSHIRE		PUBLIC CHARITY	PERFORMING ARTS	390,609.
STUDENT SPONSOR PARTNERSHIP, INC. 21 EAST 40TH STREET, SUITE 1601 NEW YORK, NY 10016		PUBLIC CHARITY	EDUCATION	200,000.
SUCCESS ACADEMY CHARTER SCHOOLS 310 LENOX AVENUE, 2ND FLOOR NEW YORK, NY 10027		PUBLIC CHARITY	EDUCATION	500,000.
Total from continuation sheets				5,590,609.

THE KOVNER FOUNDATION 22-3468030

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 MIDDLE EAST MEDIA RESEARCH INSTITUTE P.O. BOX 27837 WASHINGTON, DC 20038		PUBLIC CHARITY	PUBLIC POLICY RESEARCH	150,000.
THOMAS B. FORDHAM INSTITUTE 1016 16TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036		PUBLIC CHARITY	EDUCATION	100,000.
UNCOMMON SCHOOLS 826 BROADWAY, 9TH FLOOR NEW YORK, NY 10003		PUBLIC CHARITY	EDUCATION	1,000,000.
Total from continuation sheets				

ATTACHMENT TO SCHEDULE B, PART II:

FAIR MARKET VALUE OF PUBLICLY TRADED SECURITIES

Security	# of Shares	FMV at date of Contribution
Vivus Inc	682,647	8,328,293
Rhino Resources Partners LP	21,737	309,752
Copano Energy LLC	157,305	6,057,154
Western Gas Partners LP	60,474	3,572,532
Legacy Reserves LP	5,500	149,930
Genesis Energy LP	73,669	3,716,324
Proctor & Gamble	16,600	1,292,144
Hess Corp.	9,000	706,680
Berkshire Hathaway Cl B	37,800	4,364,010
Targa Resources Partners LP	25,991	1294162
Markwest Energy Partners LP	17,270	1,223,061
Johnson & Johnson	11,600	1,011,984
Anacor Pharmaceuticals	11,211	140,474
Exelixis Inc	150,000	846,900
Johnson & Johnson	17,500	1,587,695
PAA Natural Gas Storage, LP	20,488	435,370
Williams Partners LP	11,600	571,346
		35,607,811

THE KOVNER FOUNDATION 22-3468030

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
683 CAPITAL PARTNERS (OPTION 1)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
67,555.	0.	0.	0.	67,555.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
683 CAPITAL PARTNERS (OPTION 1)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
208,028.	0.	0.	0.	208,028.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
683 CAPITAL PARTNERS (OPTION 2)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
31,507.	0.	0.	0.	31,507.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
683 CAPITAL PARTNERS (OPTION 2)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
97,023.	0.	0.	0.	97,023.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ANTIDOPEAN DOMESTIC PARTNERS LP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
723,375.	0.	0.	0.	723,375.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ANTIDOPEAN DOMESTIC PARTNERS LP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
137,055.	0.	0.	0.	137,055.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SILVER SANDS FUND II LLC	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
182,018.	0.	0.	0.	182,018.

THE KOVNER FOUNDATION 22-3468030

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SILVER SANDS FUND II LLC	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,986,377.	0.	0.	0.	2,986,377.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MERRILL LYNCH #07829 - STMT ATTACHED	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
34,844,096.	34,883,315.	0.	0.	<39,219.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FEDL HOME LOAN MORTGAGE DISCOUNT NOTE	PURCHASED	12/31/12	01/10/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,998,322.	6,997,988.	0.	0.	334.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DONATED SECURITIES - SEE STMT ATTACHED	DONATED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35,919,725.	35,607,811.	0.	0.	311,914.

THE KOVNER FOUNDATION 22-3468030

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MERRILL LYNCH #07829 - CAPITAL GAIN DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2.	0.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WOW BOND	DONATED	VARIOUS	06/20/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,805,000.	7,163,868.	0.	0.	641,132.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HIGHBRIDGE YIELD	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
877,275.	0.	0.	0.	877,275.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AG CRD HOLDINGS LP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
811,027.	0.	0.	0.	811,027.

THE KOVNER FOUNDATION 22-3468030

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THIRD POINT OFFSHORE FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,477,759.	3,028,682.	0.	0.	1,449,077.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ERG RESOURCES	PURCHASED	VARIOUS	01/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,162,370.	14,500,000.	0.	0.	662,370.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SRS PARTNERS LTD CLASS B SERIES 11	PURCHASED	VARIOUS	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,522,521.	2,000,000.	0.	0.	522,521.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SRS PARTNERS LTD CLASS B SERIES 14	PURCHASED	VARIOUS	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,270,997.	1,000,000.	0.	0.	270,997.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AG GECC PPIF LP	DONATED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,373,016.	0.	0.	0.	2,373,016.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	12,313,384.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
683 CAPITAL PARTNERS (OPTION 1)	85,092.	85,092.	
683 CAPITAL PARTNERS (OPTION 2)	39,688.	39,688.	
ANTIPODEAN DOMESTIC PARTNERS LP	4,521.	4,521.	
BANK OF AMERICA #42769	85,095.	85,095.	
CITIBANK #52914	119,625.	119,625.	
CORTLAND CAPITAL MARKET SERVICES	14,192.	14,192.	
CORTLAND CAPITAL MARKET SERVICES - OID	10,000.	10,000.	
CREDIT SUISSE #14909	50,467.	50,467.	
DEUTSCHE BANK #154T1	75,313.	75,313.	
DEUTSCHE BANK #941T1	19,479.	19,479.	
HIGHBRIDGE YIELD	1,683,956.	1,683,956.	
HSBC #4052-7	12,966.	12,966.	
JPM #61211	112.	112.	
JPM #74011	1,000.	1,000.	
JPM #91296	4,797.	4,797.	
MERRILL LYNCH #07829	1,013,216.	1,013,216.	
MERRILL LYNCH #07829 - ACCRUED INTEREST PAID	<72,059.>	<72,059.>	
SILVER SANDS FUND II LLC	1,280,463.	1,055,620.	
WOW BOND INTEREST	879,035.	879,035.	
TOTAL TO PART I, LINE 3	5,306,958.	5,082,115.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
683 CAPITAL PARTNERS (OPTION 1)	34,775.	0.	34,775.	34,775.	
683 CAPITAL PARTNERS (OPTION 2)	16,217.	0.	16,217.	16,217.	
ANTIPODEAN DOMESTIC PARTNERS LP	18,709.	0.	18,709.	18,709.	
MERRILL LYNCH #07829	77.	0.	77.	77.	
SILVER SANDS FUND II LLC	195,768.	0.	195,768.	161,213.	
TO PART I, LINE 4	265,546.	0.	265,546.	230,991.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ANTIPODEAN DOMESTIC PARTNERS LP - OTHER INCOME	<519.>	<519.>	
SILVER SANDS FUND II - OTHER INCOME	45,457.	32,914.	
683 CAPITAL PARTNERS	138,869.	138,869.	
GENESIS ENERGY LP	362,429.	362,429.	
WESTERN GAS PARTNERS LP	194,851.	194,851.	
HIGHBRIDGE LOAN MANAGEMENT 2013-2, LTD.	560,037.	560,037.	
HIGHBRIDGE YIELD	23,042.	23,042.	
AG CRD HOLDINGS LP	577,628.	577,628.	
MORGAN STANLEY FUTURES (KFO)	1,275,214.	1,275,214.	
CAXTON SELECT (BVI)	2,644.	2,644.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,179,652.	3,167,109.	

THE KOVNER FOUNDATION 22-3468030

FORM 990-PF	LEGAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	13,688.	0.		0.
TO FM 990-PF, PG 1, LN 16A	13,688.	0.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,250.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	7,250.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	1,170.	1,170.		0.
INVESTMENT MANAGEMENT FEES	362,819.	315,895.		0.
TO FORM 990-PF, PG 1, LN 16C	363,989.	317,065.		0.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX EXPENSE	720,000.	0.		0.
DELAWARE FILING FEE	25.	0.		0.
NEW YORK TAX EXPENSE	55,000.	0.		0.
FOREIGN TAX	5,151.	5,151.		0.
NEW YORK FILING FEE	1,500.	0.		0.
MISCELLANEOUS TAX	250.	0.		0.
TO FORM 990-PF, PG 1, LN 18	781,926.	5,151.		0.

THE KOVNER FOUNDATION 22-3468030

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE EXPENSE	4,033.	0.		0.
TO FORM 990-PF, PG 1, LN 23	4,033.	0.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED LOSS ON INVESTMENTS	3,160,850.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,160,850.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CAXTON SELECT (BVI) LTD.	131,207.	131,207.
MILLENIUM INTERNATIONAL LTD	17,296,687.	17,296,687.
THIRD POINT OFFSHORE INVESTORS LTD	0.	0.
SRS PARTNERS LTD	0.	0.
SABA CAPITAL LEVERAGED OFFSHORE FUND. LTD.	8,280,808.	8,280,808.
TOTAL TO FORM 990-PF, PART II, LINE 10B	25,708,702.	25,708,702.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HLM BOND	17,656,540.	17,656,540.
WOW BOND	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	17,656,540.	17,656,540.

THE KOVNER FOUNDATION 22-3468030

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
683 CAPITAL PARTNERS, LP	FMV	10,968,539.	10,968,539.
AG CRD HOLDINGS LP	FMV	12,030,581.	12,030,581.
FINDUS BONDCO SA 9.5%	FMV	5,908,867.	5,908,867.
HIGHBRIDGE YIELD	FMV	33,869,897.	33,869,897.
IRONSIDES PARTNERS OFFSHORE FUND	FMV	10,532,405.	10,532,405.
JET CAPITAL CONCENTRATED OFFSHORE FUND	FMV	8,697,585.	8,697,585.
JET CAPITAL SELECT OPP. OFFSHORE FUND	FMV	9,087,098.	9,087,098.
SILVER SANDS FUND II LLC	FMV	13,366,914.	13,366,914.
ERG RESOURCES	FMV	0.	0.
AUTONOMY GLOBAL MACRO FUND	FMV	12,558,479.	12,558,479.
ADVANCED SUBSCRIPTION	FMV	0.	0.
ABV OPPORTUNITY FUND	FMV	3,475,978.	3,475,978.
AG GECC PPIF HOLDINGS LP	FMV	10,780.	10,780.
ANTIDOPEAN DOMESTIC PARTNERS LP	FMV	0.	0.
PRIME OFFICE REIT-AG	FMV	1,461,010.	1,461,010.
SHAW OCULUS INT'L FUND	FMV	13,795,440.	13,795,440.
SPY 100 @170	COST	23,600.	23,600.
SPY 100 @171	COST	55,350.	55,350.
SPY 100 @172	COST	33,565.	33,565.
TOTAL TO FORM 990-PF, PART II, LINE 13		135,876,088.	135,876,088.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRUCE S. KOVNER 1130 FIFTH AVENUE NEW YORK, NY 10128	DIRECTOR & PRESIDENT 1.00	0.	0.	0.
PETER P. D'ANGELO 90 THIRD STREET GARDEN CITY, NY 11530	DIRECTOR & TREASURER 1.00	0.	0.	0.
SCOTT B. BERNSTEIN 465 WEST END AVENUE NEW YORK, NY 10021	SECRETARY 1.00	0.	0.	0.
FRANK WOHL C/O LANKLER SIFFERT & WOHL 500 FIFTH AVENUE, 33RD FLOOR NEW YORK, NY 10110	DIRECTOR 1.00	0.	0.	0.
KAREN CROSS 106 PINTAIL POINTE ROAD NEW HOPE, PA 18938	CONTROLLER 1.00	0.	0.	0.
SUZANNE F. KOVNER 1130 FIFTH AVENUE NEW YORK, NY 10128	VICE PRESIDENT 1.00	0.	0.	0.
HEATH WEISBERG 8 HILLTOP ROAD SHORT HILLS, NJ 07078	GENERAL COUNSEL 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Form **8868** (Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at** *www.irs.gov/form8868*

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE KOVNER FOUNDATION	Employer identification number (EIN) or 22-3468030
	Number, street, and room or suite no. If a P.O. box, see instructions. 731 ALEXANDER ROAD, BUILDING 2	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PRINCETON, NJ 08540	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ACCOUNTANT
731 ALEXANDER RD, BLDG 2 - PRINCETON, NJ 08540
Telephone No. ▶ 609-919-7600 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning ____ , and ending ____ .

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 731,000.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 631,000.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 100,000.

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

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions:

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	THE KOVNER FOUNDATION	22-3468030
	Number, street, and room or suite no. If a P.O. box, see instructions. 731 ALEXANDER ROAD, BUILDING 2	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PRINCETON, NJ 08540	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ ACCOUNTANT 731 ALEXANDER RD, BLDG 2 - PRINCETON, NJ 08540

Telephone No. ▶ 609-919-7600 Fax No. ▶

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013 , or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO COMPILE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE FORM 990-PF. APPLICATION IS THEREFORE RESPECTFULLY MADE FOR AN EXTENSION OF TIME TO NOVEMBER 15, 2014.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 731,000.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 731,000.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶ 8/7/14

323842
12-31-13