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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 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) 276-7300
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90049		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 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) \$ 12,784,589.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
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	103,899.	101,423.		STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	770,118.				
	b Gross sales price for all assets on line 6a	865,655.				
	7 Capital gain net income (from Part IV, line 2)		770,118.			
	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	127,601.	26,299.		STATEMENT 3		
12 Total. Add lines 1 through 11	1,001,618.	897,840.				
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	425.	425.		0.
	c Other professional fees					
	17 Interest	51,301.	51,196.		0.	
	18 Taxes	STMT 5	71,969.	5,593.		0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses	STMT 6	243,756.	225,329.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23		367,451.	282,543.		0.
	25 Contributions, gifts, grants paid		617,879.			617,879.
26 Total expenses and disbursements. Add lines 24 and 25		985,330.	282,543.		617,879.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		16,288.				
b Net investment income (if negative, enter -0-)			615,297.			
c Adjusted net income (if negative, enter -0-)			N/A			

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	15,617.	23,027.	23,027.
	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.		
	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	12,293,966.	12,761,562.	12,761,562.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		12,309,783.	12,784,589.	12,784,589.
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 ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	6,411,388.	6,886,194.	
30 Total net assets or fund balances		12,309,783.	12,784,589.	
31 Total liabilities and net assets/fund balances		12,309,783.	12,784,589.	

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	12,309,783.
2 Enter amount from Part I, line 27a	2	16,288.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	458,518.
4 Add lines 1, 2, and 3	4	12,784,589.
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	12,784,589.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENTS

(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			
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	865,655.	95,537.	770,118.

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			770,118.

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	770,118.
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	532,991.	10,918,908.	.048814
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

2 Total of line 1, column (d)	2	.175295
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	.035059
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	12,037,122.
5 Multiply line 4 by line 3	5	422,009.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,153.
7 Add lines 5 and 6	7	428,162.
8 Enter qualifying distributions from Part XII, line 4	8	617,879.

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	6,153.
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	6,153.
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	6,153.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	14,977.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,977.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,824.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 8,824. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► STEPHANIE S. COHEN Telephone no. ► (310) 276-7300			
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	
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	
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?		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	
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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)?

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?

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

5b

X

6b

X

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 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	172,645.
c	Fair market value of all other assets	1c	12,047,783.
d	Total (add lines 1a, b, and c)	1d	12,220,428.
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	12,220,428.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	183,306.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,037,122.
6	Minimum investment return. Enter 5% of line 5	6	601,856.

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	601,856.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,153.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	5,552.
c	Add lines 2a and 2b	2c	11,705.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	590,151.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	590,151.
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	590,151.

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	617,879.
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	617,879.
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	6,153.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	611,726.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				590,151.
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				
b From 2009				
c From 2010	22,966.			
d From 2011				
e From 2012	29,040.			
f Total of lines 3a through e	52,006.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	617,879.			
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				590,151.
e Remaining amount distributed out of corpus	27,728.			
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	79,734.			
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	79,734.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	22,966.			
c Excess from 2011				
d Excess from 2012	29,040.			
e Excess from 2013	27,728.			

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				
ALFRED MANN FOUNDATION P.O. BOX 905 SANTA CLARITA, CA 91380	NONE	PC	UNRESTRICTED	5,000.
AMANDA & DAVID LEBOWITZ CHARITABLE FOUNDATION 11990 SAN VICENTE, SUITE 200 LOS ANGELES, CA 90049	NONE	PF	UNRESTRICTED	25,000.
AMERICAN HEART ASSOCIATION, ATTN: HEART WALK 816 FIGUEROA STREET LOS ANGELES, CA 90017	NONE	PC	UNRESTRICTED	500.
ANDREW LEBOWITZ CHARITABLE FOUNDATION 11990 SAN VICENTE, SUITE 200 LOS ANGELES, CA 90049	NONE	PF	UNRESTRICTED	25,000.
BRENTWOOD SCHOOL 100 BARRINGTON PLACE LOS ANGELES, CA 90049	NONE	PC	UNRESTRICTED	100,000.
Total	SEE CONTINUATION SHEET(S)			617,879.
b Approved for future payment				
NONE				
Total				0.

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | X |
| 1a(2) | | X |
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | | X |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |
| 1c | | X |

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

☒ Yes ☐ No

ALLEN D. KOHL CHARITABLE FOUNDATION, INC.

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	KEP K-1: S/T CAPITAL GAIN/LOSS	P		
b	LESS KFP K-1: UBTI S/T CAPITAL GAIN/LOSS	P		
c	KFP K-1: L/T CAPITAL GAIN/LOSS	P		
d	LESS KFP K-1: UBTI L/T CAPITAL GAIN/LOSS	P		
e	KFP K-1: SEC 1231 GAIN/LOSS	P		
f	LESS KFP K-1: UBTI SEC 1231 CAPITAL GAIN/LOSS	P		
g	KFP K-1: SEC 1256 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	LESS ORION KFP II K-1: UBTI S/T CAPITAL GAIN/LOSS	P		
m	ORION KFP II K-1: L/T CAPITAL GAIN/LOSS	P		
n	LESS ORION KFP II K-1: UBTI L/T CAPITAL GAIN/LOSS	P		
o	ORION KFP II K-1: SEC 1231 CAPITAL GAIN/LOSS	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	27,704.		27,704.
b		7,764.	<7,764.>
c	195,626.		195,626.
d		16,670.	<16,670.>
e	29,898.		29,898.
f		9,698.	<9,698.>
g		24,511.	<24,511.>
h	7,554.		7,554.
i	21.		21.
j	104,068.		104,068.
k	9,775.		9,775.
l		4.	<4.>
m	271,470.		271,470.
n		797.	<797.>
o	90,418.		90,418.

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			27,704.
b			<7,764.>
c			195,626.
d			<16,670.>
e			29,898.
f			<9,698.>
g			<24,511.>
h			7,554.
i			21.
j			104,068.
k			9,775.
l			<4.>
m			271,470.
n			<797.>
o			90,418.

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 }

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

2

3

ALLEN D. KOHL CHARITABLE FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	LESS ORION KFP II K-1: UBTI SEC 1231 GAIN/LOSS	P		
b	ORION KFP II K-1: SEC 1256 GAIN/LOSS	P		
c	ORION QP VII: S/T CAPITAL GAIN/LOSS	P		
d	ORION QP VII: L/T CAPITAL GAIN/LOSS	P		
e	ORION QP IX K-1: S/T CAPITAL GAIN/LOSS	P		
f	ORION QP IX K-1: L/T CAPITAL GAIN/LOSS	P		
g	LESS ORION QP IX K-1: UBTI L/T CAPITAL GAIN/LOSS	P		
h	SALE OF AUDIENCE INC	P		
i	SALE OF XOOM	P		
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		27,380.	<27,380.>
b		562.	<562.>
c	<12.>		<12.>
d	48,493.		48,493.
e	<2.>		<2.>
f	46,747.		46,747.
g		70.	<70.>
h	9,531.	4,733.	4,798.
i	24,364.	3,348.	21,016.
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			<27,380.>
b			<562.>
c			<12.>
d			48,493.
e			<2.>
f			46,747.
g			<70.>
h			4,798.
i			21,016.
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	770,118.
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
CEDARS-SINAI MEDICAL CENTER & COMMUNITY RELATIONS & DEVELOPMENT SERVICES 8700 BEVERLY BLVD., SUITE 2416 LOS ANGELES, CA 90048	NONE	PC	UNRESTRICTED	500.
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022	NONE	PC	UNRESTRICTED	500.
CHILDREN'S HOSPITAL OF WISCONSIN MS3050, P.O. BOX 1997 MILWAUKEE, WI 53201	NONE	PC	UNRESTRICTED	25,000.
CHILDREN'S SPORTS INTERNATIONAL 3553 ATLANTIC AVENUE, NO. 252 LONG BEACH, CA 90807	NONE	PC	UNRESTRICTED	2,500.
DANCE CAMERA WEST 2934 1/2 BEVERLY GLEN CIRCLE, #292 LOS ANGELES, CA 90077	NONE	PC	UNRESTRICTED	1,000.
DANIEL A. KOHL FAMILY CHARITABLE FOUNDATION 11990 SAN VICENTE, SUITE 200 LOS ANGELES, CA 90049	NONE	PF	UNRESTRICTED	25,000.
DAVID & ABBY KOHL CHARITABLE FOUNDATION 11990 SAN VICENTE, SUITE 200 LOS ANGELES, CA 90049	NONE	PF	UNRESTRICTED	25,000.
DESERT CLASSIC CHARITIES, HUMANA CHALLENGE OFFICE 39000 BOB HOPE DRIVE, PO BOX 865 RANCHO MIRAGE, CA 92270	NONE	PC	UNRESTRICTED	2,500.
DIZZY FEET FOUNDATION 427 N. CANNON DRIVE, SUITE 10 BEVERLY HILLS, CA 90210	NONE	PC	UNRESTRICTED	26,000.
DOUG BROWN FOUNDATION 11990 SAN VICENTE, SUITE 200 LOS ANGELES, CA 90049	NONE	PF	UNRESTRICTED	35,000.
Total from continuation sheets				462,379.

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
EVAN B. DONALDSON ADOPTION INSTITUTE 120 E. 38TH STREET NEW YORK, NY 10016	NONE	PC	UNRESTRICTED	250.
EXCEPTIONAL CHILDREN'S FOUNDATION 8740 WASHINGTON BLVD. CULVER CITY, CA 90232	NONE	PC	UNRESTRICTED	6,000.
GOLDEN RAINBOW 801 SOUTH RANCHO DRIVE, SUITE B-1B LAS VEGAS, NV 89106	NONE	PC	UNRESTRICTED	1,000.
HEAVEN CAN WAIT ANIMAL SOCIETY PO BOX 30158 LAS VEGAS, NV 89173	NONE	PC	UNRESTRICTED	2,000.
HIRSHBERG FOUNDATION FOR PANCREATIC CANCER RESEARCH 2990 S. SEPULVEDA BLVD., SUITE 300C LOS ANGELES, CA 90064	NONE	PC	UNRESTRICTED	500.
HONEYVILLE BUDDHIST CHURCH 3945 AWEST 6900 NORTH HONEYVILLE, UT 84314	NONE	PC	UNRESTRICTED	500.
HUMAN RIGHTS WATCH, ATTN: HAVA MANSSE 1500 W. OLYMPIC BLVD. SUITE 540 LOS ANGELES, CA 90064	NONE	PC	UNRESTRICTED	7,500.
ISRAEL CANCER RESEARCH FUND 159 SOUTH BEVERLY BLVD., SUITE 207 BEVERLY HILLS, CA 90212	NONE	PC	UNRESTRICTED	500.
JEFF DINKIN CHARITABLE FOUNDATION 11990 SAN VICENTE, SUITE 200 LOS ANGELES, CA 90049	NONE	PF	UNRESTRICTED	50,000.
JEWISH BIG BROTHERS BIG SISTERS OF LA 6505 WILSHIRE BLVD., SUITE 600 LOS ANGELES, CA 90048	NONE	PC	UNRESTRICTED	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEWISH COMMUNITY CENTER #2 MILLSTONE CAMPUS DRIVE ST. LOUIS, MO 63145	NONE	PC	UNRESTRICTED	500.
JEWISH FEDERATION OF GREATER CHICAGO, ELISSA POLAN C/O JUF BEN GURION WAY, 30 SOUTH WELLS STREET CHICAGO, IL 60606	NONE	PC	UNRESTRICTED	10,000.
JEWISH FEDERATION OF GREATER LA 6505 WILSHIRE BLVD. LOS ANGELES, CA 90048	NONE	PC	UNRESTRICTED	25,000.
JONATHAN CLUB SCHOLARSHIP FUND 545 SOUTH FIGUEROA STREET LOS ANGELES, CA 90071	NONE	PC	UNRESTRICTED	1,000.
KOHL CHILDREN'S MUSEUM 2100 PATRIOT BOULEVARD GLENVIEW, IL 60026	NONE	PC	UNRESTRICTED	41,665.
KOHL FEINERMAN FAMILY CHARITABLE FOUNDATION 11990 SAN VICENTE, SUITE 200 LOS ANGELES, CA 90049	NONE	PF	UNRESTRICTED	25,000.
KOHL FOUNDATION PARTNERS 11990 SAN VICENTE BLVD., SUITE 200 LOS ANGELES, CA 90049	NONE	FLOW-THROUGH K-1	FLOW-THROUGH K-1	7.
LOS ANGELES JEWISH HOME 7150 TAMPA AVENUE RESEDA, CA 91335	NONE	PC	UNRESTRICTED	1,000.
LUPAS LA C/O GRANT EVENTS 5670 WILSHIRE BLVD., SUITE 830 LOS ANGELES, CA 90036	NONE	PC	UNRESTRICTED	1,000.
MEMORIAL SLOAN-KETTERING CANCER CENTER/ CYCLE FOR SURVIVAL 1274 YORK AVENUE NEW YORK, NY 10065	NONE	PC	UNRESTRICTED	500.
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
MY GYM CHALLENGED AMERICA 3080 MANNING AVENUE LOS ANGELES , CA 90064	NONE	PC	UNRESTRICTED	1,000.
ONE DROP USA 980 KELLY JOHNSON DRIVE, SUITE 200 LAS VEGAS, NV 89119	NONE	PC	UNRESTRICTED	10,000.
ORION KF PARTNERS II, LP 11990 SAN VICENTE BLVD., SUITE 200 LOS ANGELES, CA 90049	NONE	FLOW-THROUGH K-1	FLOW-THROUGH K-1	19.
ORION QP VENTURES IX, LP 11990 SAN VICENTE BLVD., SUITE 200 LOS ANGELES, CA 90049	NONE	FLOW-THROUGH K-1	FLOW-THROUGH K-1	3.
OTIS COLLEGE OF ART & DESIGN 9045 LINCOLN BLVD LOS ANGELES, CA 90045	NONE	PC	UNRESTRICTED	1,500.
PACIFIC HILLS SCHOOL 8628 HOLLOWAY DRIVE WEST HOLLYWOOD, CA 90069	NONE	PC	UNRESTRICTED	50,000.
PROFESSIONAL DANCERS SOCIETY P.O. BOX 15605 BEVERLY HILLS, CA 90209	NONE	PC	UNRESTRICTED	1,000.
SCGA YOUTH ON COURSE 3740 CAHUENGA BLVD STUDIO CITY, CA 91604	NONE	PC	UNRESTRICTED	5,000.
TEEN LINE PO BOX 48750 LOS ANGELES, CA 90048	NONE	PC	UNRESTRICTED	2,500.
THE GABRIELLA FOUNDATION 3010 WILSHIRE BLVD., #79 LOS ANGELES , CA 90010	NONE	PC	UNRESTRICTED	25,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE HELPING HAND OF LOS ANGELES CEDARS-SINAI MEDICAL CENTER, 8700 BEVERLY BLVD., ROOM 2605 LOS ANGELES , CA 90048	NONE	PC	UNRESTRICTED	250.
THE MUSIC CENTER 135 N. GRAND AVENUE LOS ANGELES , CA 90012	NONE	PC	UNRESTRICTED	10,000.
THE NANCY PAINTER HOME 4804 LAUREL CANYON BLVD. BOX #308 VALLEY VILLAGE, CA 91607	NONE	PC	UNRESTRICTED	2,685.
THE SALVATION ARMY - SANTA MONICA P.O. BOX 7065 SANTA MONICA, CA 90406	NONE	PC	UNRESTRICTED	3,000.
UCLA FOUNDATION 405 HILGARD AVENUE LOS ANGELES, CA 90099	NONE	PC	UNRESTRICTED	22,500.
WESTSIDE CHILDREN'S CENTER 5721 WEST SLAUSON AVENUE SUITE 120 CULVER CITY, CA 90230	NONE	PC	UNRESTRICTED	1,000.
Total from continuation sheets				

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
KFP K-1: EXEMPT INTEREST	6.	0.	6.	0.	
KFP K-1: OTHER TAX EXEMPT INTEREST	78.	0.	78.	0.	
KFP K-1: DIVIDENDS	31,570.	0.	31,570.	31,570.	
KFP K-1: INTEREST	11,942.	0.	11,942.	11,942.	
KFP K-1: UBTI DIVIDEND INCOME	11.	0.	11.	0.	
KFP K-1: UBTI INTEREST INCOME	574.	0.	574.	0.	
NEW ENTERPRISE ASSOC II K-1: DIVIDENDS	154.	0.	154.	154.	
NEW ENTERPRISE ASSOC II K-1: INTEREST	95.	0.	95.	95.	
ORION KFP 2: DIVIDEND	35,193.	0.	35,193.	35,193.	
ORION KFP 2: INTEREST	8,551.	0.	8,551.	8,551.	
ORION KFP 2: UBTI DIVIDEND	11.	0.	11.	0.	
ORION KFP 2: UBTI INTEREST	1,755.	0.	1,755.	0.	
ORION QP7: DIVIDEND	1,013.	0.	1,013.	1,013.	
ORION QP7: INTEREST	17.	0.	17.	17.	
ORION QP9: DIVIDEND	12,716.	0.	12,716.	12,716.	
ORION QP9: EXEMPT INTEREST	22.	0.	22.	0.	
ORION QP9: INTEREST	172.	0.	172.	172.	
ORION QP9: UBTI DIVIDENDS	19.	0.	19.	0.	
TO PART I, LINE 4	103,899.	0.	103,899.	101,423.	

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	<1,101.>	<1,101.>	
KFP K-1 - ROYALTIES	35.	35.	
ORION KFP 2 - RENTAL INCOME	<3,045.>	<3,045.>	
ORION KFP 2 - ROYALTIES	109.	109.	
KFP K-1: NON UBTI INCOME	<12,563.>	<12,563.>	
KFP K-1: UBTI ORD. INCOME	16,450.	0.	
KFP K-1: UBTI REAL ESTATE INCOME	<3,064.>	0.	
KFP K-1: UBTI ST CAP GAIN	7,764.	0.	
KFP K-1: UBTI LT CAP GAIN	16,670.	0.	
KFP K-1: UBTI SEC 1231 CAP GAIN	9,698.	0.	
KFP K-1: UBTI OTHER PORTFOLIO INCOME	845.	0.	
KFP K-1: UBTI SEC 1256 S/T GAIN/LOSS	<7,554.>	0.	
ORION KFP II K-1: NON UBTI INCOME	42,699.	42,699.	
ORION KFP II K-1: UBTI ORD. INCOME	38,170.	0.	
ORION KFP II K-1: UBTI REAL ESTATE INCOME	<8,597.>	0.	
ORION KFP II K-1: UBTI ST CAP GAIN	4.	0.	
ORION KFP II K-1: UBTI LT CAP GAIN	797.	0.	
ORION KFP II K-1: UBTI SEC 1231 GAIN	27,380.	0.	
ORION KFP II K-1: UBTI OTHER PORTFOLIO INCOME	2,669.	0.	
ORION QP IX K-1: UBTI L/T GAIN/LOSS	70.	0.	
ORION QP VENTURES VII K-1: NON UBTI INCOME	26.	26.	
ORION QP VENTURES IX K-1: NON UBTI INCOME	139.	139.	
TOTAL TO FORM 990-PF, PART I, LINE 11	127,601.	26,299.	

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	425.	425.		0.
TO FORM 990-PF, PG 1, LN 16B	425.	425.		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	1,142.	0.		0.
CA ATTY GENERAL FILING FEE	75.	0.		0.
KFP K-1: FOREIGN TAXES	3,047.	2,438.		0.
ORION KFP II: FOREIGN TAXES	4,862.	3,155.		0.
FEDERAL TAXES	62,619.	0.		0.
OTHER FILING FEES	224.	0.		0.
TO FORM 990-PF, PG 1, LN 18	71,969.	5,593.		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 11 K-1: PORTFOLIO DEDUCTIONS (2% FLOOR)	1,024.	1,024.		0.
NEA 11 K-1: NONDEDUCTIBLE EXPENSES	6.	0.		0.
KFP K-1: SEC 59(E)(2) EXPENDITURE	13,458.	9,623.		0.
ORION KFP II K-1: SEC 59(E)(2) EXPENDITURE	41,810.	29,706.		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	237.	237.		0.
ORION QP IX K-1: OTHER PORTFOLIO DEDUCTIONS	354.	354.		0.
KFP K-1: PORTFOLIO DEDUCTIONS (2% FLOOR)	44,403.	44,375.		0.
KFP K-1: OTHER DEDUCTIONS	1,859.	1,365.		0.
ORION KFP II K-1: OTHER DEDUCTIONS	4,984.	3,469.		0.
KFP K-1: NON-DEDUCTIBLE EXPENSE	81.	0.		0.
ORION KFP II K-1: NON-DEDUCTIBLE EXPENSES	228.	0.		0.
ORION KFP II K-1: PORTFOLIO DEDUCTIONS	90,831.	90,748.		0.
ORION QP VII K-1: PORTFOLIO DEDUCTIONS	9,413.	9,413.		0.
ORION QP IX K-1: PORTFOLIO DEDUCTIONS	34,665.	34,615.		0.
BANK FEES	3.	0.		0.
TO FORM 990-PF, PG 1, LN 23	243,756.	225,329.		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	458,518.	
TOTAL TO FORM 990-PF, PART III, LINE 3	458,518.	

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NEA 11	FMV	194,892.	194,892.
KOHL FOUNDATION PTRS	FMV	4,901,466.	4,901,466.
ORION KF PTRS2	FMV	5,527,352.	5,527,352.
ORION QP7	FMV	323,071.	323,071.
ORION QP9	FMV	1,814,781.	1,814,781.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,761,562.	12,761,562.

FORM 990-PF

OTHER REVENUE

STATEMENT 10

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
KFP K-1: NON UBTI INCOME			14	<12,563.>	
KFP K-1: UBTI ORD. INCOME	522100	16,450.			
KFP K-1: UBTI REAL ESTATE INCOME	531390	<3,064.>			
KFP K-1: UBTI ST CAP GAIN	523000	7,764.			
KFP K-1: UBTI LT CAP GAIN	523000	16,670.			
KFP K-1: UBTI SEC 1231 CAP GAIN	523000	9,698.			
KFP K-1: UBTI OTHER PORTFOLIO INCOME	523000	845.			
KFP K-1: UBTI SEC 1256 S/T GAIN/LOSS	523000	<7,554.>			
ORION KFP II K-1: NON UBTI INCOME			14	42,699.	
ORION KFP II K-1: UBTI ORD. INCOME	522100	38,170.			
ORION KFP II K-1: UBTI REAL ESTATE INCOME	531390	<8,597.>			
ORION KFP II K-1: UBTI ST CAP GAIN	523000	4.			
ORION KFP II K-1: UBTI LT CAP GAIN	523000	797.			
ORION KFP II K-1: UBTI SEC 1231 GAIN	523000	27,380.			
ORION KFP II K-1: UBTI OTHER PORTFOLIO INCOME	523000	2,669.			
ORION QP IX K-1: UBTI L/T GAIN/LOSS	523000	70.			
ORION QP VENTURES VII K-1: NON UBTI INCOME			14	26.	
ORION QP VENTURES IX K-1: NON UBTI INCOME			14	139.	
TOTAL TO FORM 990-PF, PG 12, LN 11		101,302.		30,301.	