EXTENDED TO NOVEMBER 16, 2015

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

2014

Open to Public Inspection

For calendar year 2014 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) 1001 N US HIGHWAY 1, SUITE 306 — Room/suite	B Telephone number (609)524-8600
City or town, state or province, country, and ZIP or foreign postal code JUPITER, FL 33477	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change	D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 239,008,206. — J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	32,611,482.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,909,127.	5,593,[illegible]94.		STATEMENT 2
	4 Dividends and interest from securities	1,827,370.	1,[illegible]54.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,263,9[illegible].			STATEMENT 1
	b Gross sales price for all assets on line 6a 41,338,440.				
	7 Capital gain net income (from Part IV, line 2)		9,081,674.		
	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	2,[illegible]43,869.	2,560,681.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	46,155,809.	19,046,703.		
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	17,890.	0.		0.
	b Accounting fees STMT 6	27,050.	0.		0.
	c Other professional fees STMT 7	1,121,178.	1,069,747.		0.
	17 Interest	1,444,839.	1,436,261.		0.
	18 Taxes STMT 8	717,431.	27,085.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,328,388.	2,533,093.		0.
	25 Contributions, gifts, grants paid	22,450,131.			12,427,750.
	26 **Total expenses and disbursements.** Add lines 24 and 25	25,778,519.	2,533,093.		12,427,750.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	20,377,290.			
	b **Net investment income** (if negative, enter -0-)		16,513,610.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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423501 11-24-14 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2014)

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	11,190,359.	31,854,165.	31,854,165.
	2	Savings and temporary cash investments	5,778,433.	5,616,242.	5,616,242.
	3	Accounts receivable ▶ 392,018.			
		Less: allowance for doubtful accounts ▶	7,422,211.	392,018.	392,018.
	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 10	25,708,702.	19,411,164.	19,411,164.
	c	Investments - corporate bonds STMT 11	17,656,540.	0.	0.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	135,876,083.	176,745,450.	176,745,450.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 13)	[illegible]30,16[illegible]	4,989,167.	4,989,167.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	[illegible]03,8[illegible]2,496.	239,008,206.	239,008,206.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable		10,022,381.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT [illegible])	466,480.	59,320.	
	23	**Total liabilities** (add lines 17 through 22)	466,480.	10,081,701.	
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 ▶ X 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	203,396,016.	228,926,505.	
	30	**Total net assets or fund balances**	203,396,016.	228,926,505.	
	31	**Total liabilities and net assets/fund balances**	203,862,496.	239,008,206.	

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	203,396,016.
2	Enter amount from Part I, line 27a	2	20,377,290.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	5,153,199.
4	Add lines 1, 2, and 3	4	228,926,505.
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	228,926,505.

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 STATEMENT			
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	41,338,440.		32,256,766.	9,081,674.

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				9,081,674.

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 9,081,674.

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))
2013	10,014,321.	146,419,516.	.068395
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

2	**Total** of line 1, column (d)	2	2.595625
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	.519125
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	207,926,640.
5	Multiply line 4 by line 3	5	107,939,917.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	165,136.
7	Add lines 5 and 6	7	108,105,053.
8	Enter qualifying distributions from Part XII, line 4	8	12,427,750.

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	330,272.
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	330,272.
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	330,272.
6 Credits/Payments:				
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	329,616.		
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	429,616.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	714.
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	98,630.
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	98,630.	**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)? *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.*	1b		X
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ THEKOVNERFOUNDATION.ORG

14 The books are in care of ▶ ACCOUNTANT Telephone no. ▶ (609)524-8600

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

			Yes	No
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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.

			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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014.)*	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 2014?	4b		X

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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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 15		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	19,357,689.
c	Fair market value of all other assets		1c	191,735,347.
d	**Total** (add lines 1a, b, and c)		1d	211,093,036.
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	211,093,036.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	3,166,396.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	207,926,640.
6	**Minimum investment return.** Enter 5% of line 5		6	10,396,332.

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	10,396,332.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 330,272.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b 136,710.		
c	Add lines 2a and 2b		2c	466,982.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	9,929,350.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	9,929,350.
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	9,929,350.

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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	12,427,750.
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	12,427,750.
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	12,427,750.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				9,929,350.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 15,536,027.				
b From 2010 10,859,312.				
c From 2011 2,908,463.				
d From 2012 6,707,324.				
e From 2013 3,742,068.				
f **Total** of lines 3a through e	39,753,194.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶$ 12,427,750.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		[illegible].		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				9,929,350.
e Remaining amount distributed out of corpus	2,498,400.			
5 Excess distributions carryover applied to 2014 (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	42,25[illegible]594.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	15,536,027.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	26,715,567.			
10 Analysis of line 9:				
a Excess from 2010 10,859,312.				
b Excess from 2011 2,908,463.				
c Excess from 2012 6,707,324.				
d Excess from 2013 3,742,068.				
e Excess from 2014 2,498,400.				

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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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(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					

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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 ▶ ☒ 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				
ACHIEVEMENT FIRST 335 ADAMS STREET, SUITE 700 BROOKLYN, NY 11201		PUBLIC CHARITY	EDUCATION	500,000.
ALLIANCE FOR SCHOOL CHOICE 1660 L STREET, NW, SUITE 1000 WASHINGTON, DC 20036		PUBLIC CHARITY	EDUCATION	250,000.
AMERICAN ASSOCIATES OF THE NATIONAL THEATRE NATIONAL THEATRE, SOUTH BANK LONDON SE1 9PX		PUBLIC CHARITY	PERFORMING ARTS	1,000,000.
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	27,750.
Total SEE CONTINUATION SHEET(S)			▶ 3a	12,427,750.
b Approved for future payment				
AMERICAN ASSOCIATES OF THE NATIONAL THEATRE NATIONAL THEATRE, SOUTH BANK LONDON SE1 9PX		PUBLIC CHARITY	PERFORMING ARTS	2,649,424.
ALLIANCE FOR SCHOOL CHOICE 1660 L STREET, NW, SUITE 1000 WASHINGTON, DC 20036		PUBLIC CHARITY	EDUCATION	248,016.
AMERICAN ENTERPRISE INSTITUTE 1150 SEVENTEENTH STREET NW WASHINGTON, DC 20036		PUBLIC CHARITY	PUBLIC POLICY RESEARCH	4,917,388.
Total SEE CONTINUATION SHEET(S)			▶ 3b	10,022,381.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	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	134,287.	14	5,593,194.	
4 Dividends and interest from securities	900000	16,216.	14	1,811,154.	
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	-16,812.	14	2,560,681.	
8 Gain or (loss) from sales of assets other than inventory	900000	411,[illegible]	[illegible]8	9,081,674.	
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)		544,892.		19,046,703.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 19,591,595.

(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	

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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] 11/12/15 CONTROLLER

Signature of officer or trustee Date Title

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]	11/11/15		P00776593

Firm's name ▶ ANDERSEN TAX 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

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 **2014**

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, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year ▶ $ ______________

Caution. An organization that 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 259 SOUTH BEACH ROAD HOBE SOUND, FL 33455	$ 22,443,642.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	BRUCE KOVNER 259 SOUTH BEACH ROAD HOBE SOUND, FL 33455	$ 10,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	SUZANNE KOVNER 259 SOUTH BEACH ROAD HOBE SOUND, FL 33455	$ 167,840.	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.)
		$	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	$ 22,443,642.	VARIOUS
3	PUBLICLY TRADED SECURITIES - SEE STATEMENT ATTACHED	$ 167,840.	VARIOUS
		$	
		$	
		$	
		$	

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

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

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

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

(e) Transfer of gift

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

(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

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(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

Capital Gain/ (Loss)

Security	Proceeds	Cost Basis	Gain/(Loss)
Merrill Lynch #07829 - See Statement	5,530,509	5,528,318	2,191
American Capital Senior Float	306,906	300,147	6,759
White Horse Finance	443,982	416,541	27,441
CM Finance Inc.	847,987	766,015	81,972
Energy Select Sector SPDR	2,762,464	2,694,302	68,162
Garrison Capital	1,016,050	983,790	32,260
Prospect Capital	318,483	279,070	39,413
			-
	11,226,381	**10,968,183**	**258,198**

THE KOVNER FOUNDATION

Securities Contributed by Bruce Kovner	2014 Proceeds	Cost Basis	Net Investment Income Gain/(Loss)	2014 Contribution Value	Revenue & Expenses Per Books Gain/(Loss)
Legacy Reserves LP	955,843	480,980	474,863	956,212	(369)
Anacor Pharmaceuticals	565,582	137,683	427,899	564,956	626
Portola Pharmaceuticals	164,290	67,436	96,854	164,845	(555)
Anacor Pharmaceuticals	138,862	31,390	107,472	140,087	(1,225)
Hess Corp.	3,958,277	2,605,632	1,352,645	3,969,993	(11,716)
Invescor Common Shares	1,032,489	658,584	373,905	1,015,411	17,078
Invescor Warrants	115,105	73,652	41,453	132,345	(17,240)
Hess Corp.	2,505,679	1,767,990	737,689	2,505,560	119
Covidien PLC	657,448	428,550	228,898	667,566	(10,118)
Covidien PLC	1,394,530	856,811	[illegible]	1393368	1,162
WageWorks	174,138	153,792	[illegible]	175,424	(1,286)
Golar Lng Ltd	563,761	498,834	[illegible]	551,238	12,523
Enlink Midstream Partners	314,161	259,352	[illegible]	318,686	(4,525)
Plains GP Holdings	483,678	435,862	[illegible]	487,326	(3,648)
Tallgrass Energy Partners	317,117	221,052	[illegible]	320,671	(3,554)
City of New York NY Fef Public	2,328,169	1,976,080	[illegible]	2,328,169	-
City of New York NY Unlimited	3,599,973	2,949,570	650,403	3,599,973	-
State of NY Dormitory	1,308,476	1,086,008	222,468	1,308,476	-
Metropolitan Transportation	1,209,869	[illegible]	237,189	1,209,869	-
Berkshire Hathaway Class B	72,778	55,469	17,309	73,508	(730)
WageWorks	159,103	152,434	6,669	159,756	(653)
	[illegible]	[illegible]	6,149,487	22,043,439	(24,111)

Securities Contributed by Suzanne Kovner	2014 Proceeds	Cost Basis	Net Investment Income Gain/(Loss)	2014 Contribution Value	Revenue & Expenses Per Books Gain/(Loss)
Invescor Common Shares	[illegible]	30,946	17,569	47,713	802
Invescor Warrants	[illegible]	3,463	1,949	6,222	(810)
Covidien PLC	30,334	19,771	10,563	30,798	(464)
Covidien PLC	64,359	39,542	24,817	64,305	54
	148,620	93,722	54,898	149,038	(418)

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	500,000.
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	55,000.
INSTITUTE FOR JUSTICE 1717 PENNSYLVANIA AVENUE, NW, SUITE 200 WASHINGTON, DC 20006		PUBLIC CHARITY	SOCIAL REFORM	334,000.
NEW WORLD SYMPHONY, INC. 541 LINCOLN ROAD MIAMI BEACH, FL 33139		PUBLIC CHARITY	PERFORMING ARTS	200,000.
ROYAL SHAKESPEARE COMPANY THE COURTYARD THEATER, SOUTHERN LANE STAFFORDUPONAVON, UNITED KINGDOM WICKSHIRE		PUBLIC CHARITY	PERFORMING ARTS	421,000.
STUDENT SPONSOR PARTNERSHIP, INC. 21 EAST 40TH STREET, SUITE 1601 NEW YORK, NY 10016		PUBLIC CHARITY	EDUCATION	140,000.
SUCCESS ACADEMY CHARTER SCHOOLS 310 LENOX AVENUE, 2ND FLOOR NEW YORK, NY 10027		PUBLIC CHARITY	EDUCATION	500,000.
Total from continuation sheets				8,350,000.

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 JUILLIARD SCHOOL 60 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6588		PUBLIC CHARITY	EDUCATION - FINE ARTS	5,000,000.
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	500,000.
THANKS USA 1390 CHAIN BRIDGE ROAD, #260 MCLEAN, VA 22101		PUBLIC CHARITY	EDUCATION	75,000.
ISRAELI CHAMBER PROJECT 50 PARK TERRACE WEST, SUITE 5B NEW YORK, NY 10034		PUBLIC CHARITY	PERFORMING ARTS	10,000.
EVERGLADES FOUNDATION 18001 OLD CUTLER ROAD, SUITE 625 PALMETTO BAY, FL 33157		PUBLIC CHARITY	ENVIRONMENT PROTECTION	25,000.
INNER-CITY SCHOLARSHIP FUND 1011 FIRST AVENUE, SUITE 1800 NEW YORK, NY 10022		PUBLIC CHARITY	EDUCATION	25,000.
LAMBDA LEGAL 120 WALL STREET, 19TH FLOOR NEW YORK, NY 10005		PUBLIC CHARITY	LEGAL AID	15,000.
WOMEN MAKE MOVIES 115 W. 29TH STREET, SUITE 1200 NEW YORK, NY 10001		PUBLIC CHARITY	HELPING WOMEN FILMMAKERS	65,000.
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
AMERICAN LONDON SYMPHONY ORCHESTRA FOUNDATION 1114 AVENUE OF THE AMERICAS, 4TH FLOOR NEW YORK, NY 10036		PUBLIC CHARITY	PERFORMING ARTS	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (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
AMERICASHARE USA, INC. 150W. 26TH STREET, 11TH FLOOR NEW YORK, NY 10010		PUBLIC CHARITY	EDUCATION	39,738.
FOUNDATION FOR EXCELLENCE IN EDUCATION P.O. BOX 10691 TALLAHASSEE, FL 32302		PUBLIC CHARITY	EDUCATION	495,589.
INSTITUTE FOR JUSTICE 1717 PENNSYLVANIA AVENUE, NW, SUITE 200 WASHINGTON, DC 20006		PUBLIC CHARITY	SOCIAL REFORM	659,602.
ROYAL SHAKESPEARE COMPANY THE COURTYARD THEATER, SOUTHERN LANE STAFFORDUPONAVON, UNITED KINGDOM WICKSHIRE		PUBLIC CHARITY	PERFORMING ARTS	378,139.
STUDENT SPONSOR PARTNERSHIP, INC. 21 EAST 40TH STREET, SUITE 1601 NEW YORK, NY 10016		PUBLIC CHARITY	EDUCATION	634,485.
Total from continuation sheets				2,207,553.

ATTACHMENT TO SCHEDULE B, PART II:

FAIR MARKET VALUE OF PUBLICLY TRADED SECURITIES

Security	# of Shares	FMV at date of Contribution
Legacy Reserves	36,500	956,212
Anacor Pharmaceuticals	34,232	705,043
Portola Pharmaceuticals	6,338	164,845
Hess Corp	65,450	6,475,553
Imvescor Common Shares	517,019	1,015,411
Imvescor Warrants	347,758	532,548
Covidien PLC	22,234	2,060,934
WageWorks	5,561	335,180
Golar Lng Ltd	14,061	551,238
Enlink Midstream Partners	12,421	318,686
Plains GP Holdings	20,000	487,326
Tallgrass Energy Partners	8,382	320,671
City of New York NY FEF Public	2,000,000	2,328,169
City of New York NY Unlimited	3,000,000	3,599,973
State of NY Dormitory	1,[illegible]0,000	1,308,476
Metropolitan Transportation	1,000,000	1,209,869
Berkshire Hathaway Class B	5[illegible]0	73,508
		22,443,642

ATTACHMENT TO SCHEDULE B, PART II:

FAIR MARKET VALUE OF PUBLICLY TRADED SECURITIES

Security	# of Shares	FMV at date of Contribution
Imvescor Common Shares	24,294	47,713
Imvescor Warrants	16,341	25,024
Covidien PLC	1,026	95,103
		167,840

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
-252,492.	0.	0.	0.	-252,492.

(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
102,989.	0.	0.	0.	102,989.

(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
-333,870.	0.	0.	0.	-333,870.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-61,734.	0.	0.	0.	-61,734.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,366,463.	0.	0.	0.	1,366,463.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN SECURITIES - SEE STATEMENT	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,226,381.	1[illegible],968,183.	0.	0.	258,198.

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

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,019,328.	22,043,439.	0.	0.	-24,111.

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

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
148,620.	149,038.	0.	0.	-418.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HIGHBRIDGE CAPITAL - ST	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,026,253.	0.	0.	0.	1,026,253.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HIGHBRIDGE CAPITAL - LT	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
247,411.	0.	0.	0.	247,411.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FORM 8621 - PFIC CAPITAL GAIN	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,337.	0.	0.	0.	4,337.

THE KOVNER FOUNDATION 22-3468030

(A) DESCRIPTION OF PROPERTY					MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FINDUS BOND					PURCHASED	07/12/13	01/07/14
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
	5,844,754.	4,913,819.	0.	0.	930,935.		

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	3,263,961.

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)	21[illegible]0.	170,335.	
683 CAPITAL PARTNERS (OPTION 2)	17[illegible],8[illegible].	137,305.	
HIGHBRIDGE CAPITAL	4,03[illegible],403.	4,030,403.	
HSBC #4052-7	1[illegible],938.	18,938.	
JPM #61211	2,329.	2,329.	
JPM #74011	499.	499.	
MERRILL LYNCH #07829	261,646.	261,646.	
MERRILL LYNCH #07829 - ACCRU[illegible] INTEREST PAID	-50,574.	-50,574.	
MERRILL LYNCH #07829 - BOND PREMIUM	-173,710.	-173,710.	
MORGAN STANLEY #EK27	321,029.	241,651.	
SILVER SANDS FUND II LLC	1,108,979.	954,372.	
TOTAL TO PART I, LINE 3	5,909,127.	5,593,194.	

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	17,890.	0.		0.
TO FM 990-PF, PG 1, LN 16A	17,890.	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	27,050.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	27,050.	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	892.	892.		0.
INVESTMENT MANAGEMENT FEES	1,097,403.	1,068,855.		0.
OUTSIDE SERVICE FEES	22,883.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	1,121,178.	1,069,747.		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 & NEW YORK TAX EXPENSE	680,000.	0.		0.
MISCELLANEOUS TAX	1,103.	0.		0.
NEW YORK FILING FEES	9,243.	0.		0.
FOREIGN TAX	27,085.	27,085.		0.
TO FORM 990-PF, PG 1, LN 18	717,431.	27,085.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED LOSS ON INVESTMENTS	5,153,199.
TOTAL TO FORM 990-PF, PART III, LINE 3	5,153,199.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CAXTON SELECT (BVI) LTD.	104,342.	104,342.
MILLENIUM INTERNATIONAL LTD	19,306,822.	19,306,822.
SABA CAPITAL LEVERAGED OFFSHORE FUND. LTD.	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	19,411,164.	19,411,164.

FORM 990-PF CORPORATE BONDS STATEMENT 11

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

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
683 CAPITAL PARTNERS, LP	FMV	13,935,438.	13,935,438.
AG CRD HOLDINGS LP	FMV	7,584,269.	7,584,269.
FINDUS BONDCO SA 9.5%	FMV	0.	0.
HIGHBRIDGE YIELD	FMV	49,362,509.	49,362,509.
IRONSIDES PARTNERS OFFSHORE FUND	FMV	8,021,475.	8,021,475.
JET CAPITAL CONCENTRATED OFFSHORE FUND	FMV	7,286,931.	7,286,931.
JET CAPITAL SELECT OPP. OFFSHORE FUND	FMV	7,770,289.	7,770,289.
SILVER SANDS FUND II LLC	FMV	8,578,798.	8,578,798.

AUTONOMY GLOBAL MACRO FUND	FMV	13,292,640.	13,292,640.
ABV OPPORTUNITY FUND	FMV	4,659,966.	4,659,966.
AG GECC PPIF HOLDINGS LP	FMV	0.	0.
PRIME OFFICE REIT-AG	FMV	1,637,328.	1,637,328.
SHAW OCULUS INT'L FUND	FMV	14,515,247.	14,515,247.
SPY 100 @170	COST	0.	0.
SPY 100 @171	COST	0.	0.
SPY 100 @172	COST	0.	0.
TILDEN	FMV	5,002,196.	5,002,196.
WATFORD RE LTD	FMV	20,900,000.	20,900,000.
COMMONWEALTH OPP FUND	FMV	5,083,962.	5,083,962.
INVESCOR RESTAURANT WAR	FMV	228,502.	228,502.
FINDUS 8.25%	COST	4,525,400.	4,525,400.
GALL	COST	852,500.	852,500.
OZLM	COST	1,788,000.	1,788,000.
SOUND PT	COST	1,720,000.	1,720,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		176,745,450.	176,745,450.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST	230,163.	200,718.	200,718.
DIVIDEND RECEIVABLE	0.	96,248.	96,248.
AMERICAN CAPITAL SOLAR	0.	726,600.	726,600.
CM FINANCE	0.	880,000.	880,000.
MEDLEY CAPITAL	0.	415,800.	415,800.
PROSPECT CAPITAL	0.	505,842.	505,842.
SOLAR CAPITAL	0.	990,550.	990,550.
TECHNOLOGY INVT	0.	422,659.	422,659.
WHITE HORSE FINANCE	0.	750,750.	750,750.
TO FORM 990-PF, PART II, LINE 15	230,163.	4,989,167.	4,989,167.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FX FORWARD (GBP)	466,480.	0.
ACCRUED EXPENSES	0.	53,077.
EXCISE TAX PAYABLE	0.	6,243.
TOTAL TO FORM 990-PF, PART II, LINE 22	466,480.	59,320.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRUCE S. KOVNER 259 SOUTH BEACH ROAD HOBE SOUND, FL 33455	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 259 SOUTH BEACH ROAD HOBE SOUND, FL 33455	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 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)	192,515.	0.	192,515.	192,515.	
683 CAPITAL PARTNERS (OPTION 2)	145,250.	0.	145,250.	145,250.	
MERRILL LYNCH #07829	18.	0.	18.	18.	
MORGAN STANLEY #EK27	146,871.	0.	146,871.	146,871.	
SILVER SANDS FUND II LLC	131,466.	0.	131,466.	115,250.	
WATFORD HOLDINGS LTD	1,211,250.	0.	1,211,250.	1,211,250.	
TO PART I, LINE 4	1,827,370.	0.	1,827,370.	1,811,154.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SILVER SANDS FUND II - OTHER INCOME	-136,293.	-119,481.	
683 CAPITAL PARTNERS	-213,211.	-213,211.	
MORGAN STANLEY FUTURES	-19,197.	-19,197.	
* FORM 8621 - ORDINARY EARNINGS	1,539,851.	1,539,851.	
SABA CAPITAL LEVERAGED OFFSHORE FUND	-845,271.	-845,271.	
AG CRD HOLDINGS LP	2,217,990.	2,217,990.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,543,869.	2,560,681.	

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	SILVER SANDS FUND II	P	VARIOUS	VARIOUS
e	SILVER SANDS FUND II	P	VARIOUS	VARIOUS
f	CAPITAL GAIN SECURITIES - SEE STATEMENT	P	VARIOUS	VARIOUS
g	DONATED SECURITIES - SEE STATEMENT	D	VARIOUS	VARIOUS
h	DONATED SECURITIES - SEE STATEMENT	D	VARIOUS	VARIOUS
i	HIGHBRIDGE CAPITAL - ST	P	VARIOUS	VARIOUS
j	HIGHBRIDGE CAPITAL - LT	P	VARIOUS	VARIOUS
k	FORM 8621 - PFIC CAPITAL GAIN	P	VARIOUS	VARIOUS
l	FINDUS BOND	P	07/12/13	01/07/14
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	-252,492.			-252,492.
b	102,989.			102,989.
c	-333,870.			-333,870.
d	-61,734.		-19,456[illegible]	-42,278.
e	1,366,463.		43[illegible]657[illegible]	935,806.
f	11,226,381.		10[illegible]68,18[illegible]	258,198.
g	22,019,328.		1[illegible],86[illegible],841.	6,149,487.
h	148,620.		9[illegible],722.	54,898.
i	1,026,253.			1,026,253.
j	247,411.			247,411.
k	4,337.			4,337.
l	5,844,754.		[illegible],913,819.	930,935.
m				
n				
o				

	Complete only for assets showing gain in column [illegible] and owned [illegible] 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 [illegible] as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-252,492.
b				102,989.
c				-333,870.
d				-42,278.
e				935,806.
f				258,198.
g				6,149,487.
h				54,898.
i				1,026,253.
j				247,411.
k				4,337.
l				930,935.
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	9,081,674.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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