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Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, **and ending** , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
THE LOUIS AND HAROLD PRICE FOUNDATION

A **Employer identification number**
13-6121358

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1371 HECLA DRIVE | B-1

B Telephone number (see page 10 of the instructions)
(303) 665-9201

City or town, state, and ZIP code
LOUISVILLE, CO 80027

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 70,918,127.

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

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) (see page 11 of the instructions))*

		(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 (attach schedule)				
	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	1,121,148.	1,121,148.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,659,019.			
	b Gross sales price for all assets on line 6a 25,866,531.				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)				
	11 Other income (attach schedule)	-108,776.	-108,776.		ATCH 1
	12 **Total.** Add lines 1 through 11	-646,647.	1,012,372.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	214,500.	21,450.		193,050.
	14 Other employee salaries and wages	49,920.	4,992.		44,928.
	15 Pension plans, employee benefits	39,373.	3,937.		35,435.
	16a Legal fees (attach schedule) ATCH 2	115,277.	57,638.	0.	57,638.
	b Accounting fees (attach schedule) ATCH 3	51,866.	5,187.	0.	46,680.
	c Other professional fees (attach schedule) *	384,708.	212,900.		171,808.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	50,554.	25,379.		13,912.
	19 Depreciation (attach schedule) and depletion	2,250.			
	20 Occupancy	55,871.	5,587.		50,284.
	21 Travel, conferences, and meetings	23,379.	2,338.		21,041.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	34,305.	13,157.		21,149.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,022,003.	352,565.	0.	655,925.
	25 Contributions, gifts, grants paid	3,252,966.			3,252,966.
	26 **Total expenses and disbursements** Add lines 24 and 25	4,274,969.	352,565.	0.	3,908,891.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-4,921,616.			
	b **Net investment income** (if negative, enter -0-)		659,807.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	111,385.	86,513.	86,513.
	2 Savings and temporary cash investments	1,839,187.	948,024.	948,024.
	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 (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	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 (attach schedule) **	7,612,134.	5,377,525.	5,491,171.
	b Investments - corporate stock (attach schedule) ATCH 8	27,407,779.	33,032,759.	36,472,487.
	c Investments - corporate bonds (attach schedule) ATCH 9	6,444,772.	5,302,228.	5,354,722.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 10	30,132,237.	23,981,079.	22,565,210.
	14 Land, buildings, and equipment basis ▶ 114,784. Less accumulated depreciation (attach schedule) ▶ 114,784.	2,250.		
	15 Other assets (describe ▶ ATCH 11)	100,000.		
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	73,649,744.	68,728,128.	70,918,127.
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	73,649,744.	68,728,128.	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	73,649,744.	68,728,128.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	73,649,744.	68,728,128.	

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	73,649,744.
2	Enter amount from Part I, line 27a	2	-4,921,616.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	68,728,128.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	68,728,128.

** ATCH 7

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	SEE PART IV SCHEDULE			
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				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any
a			
b			
c			
d			
e			

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	-1,659,019.
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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 page 18 of 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))
2008	4,444,840.	81,213,223.	0.054730
2007	3,889,286.	92,886,302.	0.041871
2006	3,102,843.	85,425,146.	0.036322
2005	4,233,530.	83,214,678.	0.050875
2004	3,948,643.	80,979,240.	0.048761

2	**Total** of line 1, column (d)	2	0.232559
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	0.046512
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	65,840,491.
5	Multiply line 4 by line 3	5	3,062,373.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,598.
7	Add lines 5 and 6	7	3,068,971.
8	Enter qualifying distributions from Part XII, line 4	8	3,908,891.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	6,598.
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	
3	Add lines 1 and 2	3	6,598.
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	6,598.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 62,448.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	62,448.
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	55,850.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 55,850. **Refunded** ▶	11	

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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ _____ (2) On foundation managers ▶$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶$ _____			
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		
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 page 19 of the instructions) ▶ NY,			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *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

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.PRICEFOUNDATION.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no ▶ 303-665-9201

Located at ▶ 1371 HECLA DRIVE LOUISVILLE, CO ZIP + 4 ▶ 80027

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

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 page 20 of the instructions)?	1b		X
	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ 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 page 20 of the instructions)	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 2009 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 2009)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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)? (see page 22 of the 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 page 22 of the instructions)?			5b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ 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?			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 (see page 22 of the instructions).

(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
ATTACHMENT 12		214,500.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). 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 ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 13		449,681.

Total number of others receiving over $50,000 for professional services ▶ NONE

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 (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Form **990-PF** (2009)

JSA

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	66,514,510.
b	Average of monthly cash balances	1b	328,628.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	66,843,138.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	66,843,138.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,002,647.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	65,840,491.
6	**Minimum investment return.** Enter 5% of line 5	6	3,292,025.

Part XI Distributable Amount (see page 25 of the 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	3,292,025.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	6,598.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,598.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,285,427.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,285,427.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,285,427.

Part XII Qualifying Distributions (see page 25 of the 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	3,908,891.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,908,891.
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 (see page 26 of the instructions)	5	6,598.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,902,293.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				3,285,427.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			3,883,472.	
b Total for prior years 20 07 ,20 06 ,20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 3,908,891.				
a Applied to 2008, but not more than line 2a			3,883,472.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				25,419.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 *(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	0.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				3,260,008.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009 0.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the 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))

N/A

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

N/A

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

ATTACHMENT 14

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

ATTACHMENT 15

c Any submission deadlines

APPLICATIONS MAY BE SUBMITTED AT ANY TIME.

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

ATTACHMENT 16

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*				
ATTACHMENT 17				
Total ▶ **3a**				3,252,966.
b *Approved for future payment*				
ATTACHMENT 18				
Total ▶ **3b**				817,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,121,148.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	-1,767,795.	
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)				-646,647.	
13 Total. Add line 12, columns (b), (d), and (e)					13 -646,647.

(See worksheet in line 13 instructions on page 28 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) (See page 29 of the instructions)
	NOT APPLICABLE

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		N/A

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee | Date 8/9/10 | ▶ Title Exec. V.P.

Paid Preparer's Use Only

Preparer's signature ▶ William A. Forney, CPA	Date 8/6/10	Check if self-employed ▶ ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00176367	
Firm's name (or yours if self-employed), address, and ZIP code ▶ GHP HORWATH, P.C. 1670 BROADWAY, SUITE 3000 DENVER, CO 80202			EIN ▶ 84-1156277 Phone no 303-831-5000	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SAMSON					VAR	VAR
19305700.		19168848.					136,852.	
		BARRETT & ASSOCIATES					VAR	VAR
2,919,387.		2,784,190.					135,197.	
		ACADIAN INTERNATIONAL ALL CAP K-1					VAR	VAR
							-697,228.	
		AIG INTERNATIONAL K-1					VAR	VAR
							-9,868.	
		COMMONFUND INTL PRIVATE EQUITY K-1					VAR	VAR
							194.	
		COMMONFUND INTL EQUITY K-1					VAR	VAR
							-1347032.	
		COMMONFUND NATURAL RESOURCES VII K-1					VAR	VAR
							2,194.	
		COMMONFUND NATURAL RESOURCES VIII K-1					VAR	VAR
							592.	
		COMMONFUND PRIVATE EQUITY K-1					VAR	VAR
							-6,672.	
		DIMENSIONAL EMERGING MARKETS K-1					VAR	VAR
							33,119.	
		ROBECO WPG MID CAP FUND K-1					VAR	VAR
							112,133.	
		SANDERSON INTL VALUE FUND K-1					VAR	VAR
							-45,557.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		VANGUARD					VAR	VAR
3,641,444.		3,819,487.					-178,043.	
		SSGA LITIGATION SETTLEMENT					VAR	VAR
							205,100.	
TOTAL GAIN(LOSS)		.....					-1659019.	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER K-1 LOSSES	-108,776.	-108,776.
TOTALS	-108,776.	-108,776.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
KATTEN, MUCHIN, ROSENMAN	115,109.	57,554.		57,554.
KINGSBURY, JOHNSON, FOSTER LOV	168.	84.		84.
TOTALS	115,277.	57,638.	0.	57,638.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PAYCHEX	1,730.	173.		1,557.
GHP HORWATH	45,161.	4,516.		40,645.
PRICE, RAFFEL & BROWNE	4,975.	498.		4,478.
TOTALS	51,866.	5,187.	0.	46,680.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BARRETT & ASSOCIATES	83,232.	83,232.	
PRIME, BUCHHOLZ & ASSOCIATES	60,533.	60,533.	
ROBECO INVESTMENTS	11,001.	11,001.	
SAMSON	29,544.	29,544.	
SANDERSON INVESTMENTS	9,500.	9,500.	
COAL CREEK CAPITAL MANAGEMENT	190,808.	19,081.	171,727.
PAUL EVERITT	90.	9.	81.
TOTALS	384,708.	212,900.	171,808.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
EXCISE TAX	11,263.		
TAX WITHHELD ON FOREIGN DIV	23,833.	23,833.	
PAYROLL TAX	15,458.	1,546.	13,912.
TOTALS	50,554.	25,379.	13,912.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAL AND BANK FEES	10,807.	10,807.	
COMPUTER SUPPLIES	2,224.	222.	2,002.
DUES AND MEMBERSHIPS	2,550.	255.	2,295.
INSURANCE	7,791.	779.	7,012.
MISCELLANEOUS	1,904.	190.	1,714.
OFFICE SUPPLIES	2,889.	289.	2,600.
POSTAGE	4,235.	424.	3,812.
SUBSCRIPTIONS	1,347.	135.	1,212.
REPAIRS	558.	56.	502.
TOTALS	34,305.	13,157.	21,149.

Description	Quantity	Total Cost Basis	Market Price	Market Value
BADGER TOB ASSET SECURITIZATION CORP MAT 01JUN32 6 375% CALL 01JUN12	130,000 00	145,697	1.12	146,249
FHLMCG POOL # G10817 MAT 01JUN13 6% S&P N/A Moodys N/A CUSIP 31283J4A6	33 39	0	1 07	36
FHLMCG POOL #G03686 MAT 01JAN38 6% S&P N/A Moodys N/A CUSIP 3128M5NB2	181,781 74	184,480	106 22	193,087
FNMA PL # 725314 GTD MTG PASS THRU MAT 01APR34 5% S&P N/A Moodys N/A CUSIP 31402CYK2	429,435.18	424,168	103 04	442,477
FNMA PL # 849078 MAT 01JAN36 6% S&P N/A Moodys N/A CUSIP 31408EJX1	315,823.36	320,067	106.41	336,055
FNMA PL#254548 DTD 11/01/2002 MAT 01NOV32 5 5% Pay Frqncy Monthly CUSIP 31371KWH0	179,368 51	178,864	105 21	188,721
FNMA PL#255451 DTD 09/01/2004 MAT 01SEP19 5% Pay Frqncy Monthly CUSIP 31371LWL9	214,245 00	214,320	105 23	225,452
FNMA PL#255770 DTD 06/01/2005 MAT 01JUN35 5.5% Pay Frqncy Monthly CUSIP 31371MCF2	323,143.46	322,083	105 04	339,436
FNMA PL#745275 DTD 01/01/2006 MAT 01FEB36 5% Pay Frqncy Monthly CUSIP 31403C6L0	117,903 67	120,446	102 82	121,226
FNMA PL#745875 DTD 09/01/2006 MAT 01SEP36 6 5% Pay Frqncy Monthly CUSIP 31403DT82	350,882 90	367,605	107 31	376,543
FNMA POOL # 254473 MAT 01OCT17 5 5% S&P N/A Moodys N/A CUSIP 31371KT68	98,883 47	102,669	106 48	105,292
FNMA POOL # 323379 MAT 01NOV13 6% S&P N/A Moodys N/A CUSIP 31374TFU8	56,326 31	59,160	107 29	60,435
FNMA POOL # 657390 MAT 01AUG17 5 5% S&P N/A Moodys N/A CUSIP 31390VKB9	110,030 64	112,601	106 48	117,162
FNMA POOL # 725252 MAT 01OCT18 6% S&P N/A Moodys N/A CUSIP 31402CWM0	77,951 43	81,849	107 17	83,540
FNMA POOL #725704 MAT 01AUG34 6% S&P N/A Moodys N/A CUSIP 31402DGM6	118,132 08	119,627	106 81	126,180
FNMA POOL #725773 MAT 01SEP34 5 5% S&P N/A Moodys N/A CUSIP 31402DJS0	234,020 38	244,588	105 10	245,965
FNMA POOL #745423 MAT 01APR36 6% S&P N/A Moodys N/A CUSIP 31403DD48	92,094 12	92,300	106 41	97,994
FNMA POOL #844099 MAT 01NOV35 5 5% S&P N/A Moodys N/A CUSIP 31407XX48	198,528 82	196,985	105 04	208,539
GNMA POOL #487698 MAT 15MAR39 4 5% S&P N/A Moodys N/A CUSIP 36210BX34	419,071 77	428,239	100 24	420,094
ILLINOIS ST BUILD ILL_SER B MAT 15JUN12 2 5% S&P AAA Moodys Aa3 CUSIP 452227CE9	180,000 00	185,242	102 78	184,999
MIAMI BEACH FLA SPL OBLIG MAT 01SEP10 4 61% S&P N/R Moodys N/R CUSIP 593240BJ2	300,000 00	300,000	99 41	298,233
ONTARIO PROV CDA MAT 16JUN14 4 1% S&P AA- Moodys AA1 CUSIP 6832348A9	350,000 00	353,311	104 36	365,264
US TSY INFLATION PROTECTED SEC MAT 15JUL19 1 875%	480,000 00	513,279	103 80	498,226
U S TREASURY BILLS MAT 01APR10 Rate 0% CUSIP 912795UL3	70,000.00	69,964	99 99	69,990
U S TREASURY BILLS MAT 25MAR10 Rate 0% CUSIP 912795T84	240,000 00	239,983	99 99	239,976
U.S. & State Government Obligations		**5,377,525**		**5,491,171**

The Louis and Harold Price Foundation **13-6121358**
Form 990PF, Part II - US and State Obligations

Description	Quantity	Total Cost Basis	Market Price	Market Value
DIMENSIONAL INTERNATIONAL EQUITY Shares Held Elsewhere	48,480 96	1,293,934	29 6	1,524,241
DODGE & COX FDS Ticker DODFX	40,854.14	1,328,577	31 85	1,301,204
ELLIOTT INTERNATIONAL LIMITED Shares Held Elsewhere	8,299 59	3,000,000	703.7944	5,841,204
SARA LEE CORP Ticker SLE	63,000 00	19,701	12 18	767,340
ABB LTD SPONS ADR Ticker ABB Conv Ratio 1 1	15,000 00	343,224	19 1	286,500
ACCENTURE PLC Ticker ACN	10,500 00	385,118	41 5	435,750
ADOBE SYSTEMS INC (DE) Ticker ADBE	10,000 00	389,164	36 78	367,800
ALTERA CORP Ticker ALTR	20,000 00	452,474	22 63	452,600
AMPHENOL CORP CLASS A Ticker APH	9,000 00	316,309	46 18	415,620
ANSYS INC Ticker ANSS	8,500 00	252,187	43 46	369,410
AQUA AMERICA INC Ticker WTR	20,000 00	448,230	17 51	350,200
BANK OF AMERICA CORP Ticker BAC	10,000 00	526,441	15 06	150,600
BJ'S WHOLESALE CLUB INC Ticker BJ	3,300 00	110,542	32 71	107,943
CHOICE HOTELS INTL INC Ticker CHH	9,000 00	232,190	31 66	284,940
COGNIZANT TECH SOLUTIONS CL A Ticker CTSH	8,000 00	254,181	45 33	362,640
COVANCE INC Ticker CVD	5,000 00	231,334	54 57	272,850
DEVON ENERGY CORP NEW Ticker DVN	2,500 00	59,063	73 5	183,750
FISERV INC Ticker FISV	5,500 00	117,962	48 48	266,640
FLOWSERVE CORP Ticker FLS	1,175 00	120,814	94 53	111,073
FTI CONSULTING INC Ticker FCN	3,000 00	151,289	47 16	141,480
GENZYME CORP Ticker GENZ	5,000 00	223,300	49 01	245,050
GOODRICH CORP Ticker GR	6,000 00	362,372	64 25	385,500
INFORMATICA CORP Ticker INFA	10,025 00	185,945	25 88	259,447
ITRON INC Ticker ITRI	3,500 00	206,918	67 57	236,495
MCCORMICK & CO INC NON-VOTING Ticker MKC	10,000 00	249,422	36 13	361,300
MEDCO HEALTH SOLUTIONS INC Ticker MHS	6,500.00	313,730	63 91	415,415
MILLIPORE CORP Ticker MIL	5,000 00	320,596	72 35	361,750
RESMED INC Ticker RMD	8,000 00	346,189	52 27	418,160
SPX CORP Ticker SPW	4,500 00	368,233	54.7	246,150
SYBASE INC Ticker SY	3,000 00	119,488	43 4	130,200
TCF FINANCIAL CORP Ticker TCB	16,000.00	208,917	13 62	217,920
THERMO FISHER SCIENTIFIC INC Ticker TMO	7,500 00	433,881	47 69	357,675
THORNBURG INTERNATIONAL VALUE Ticker TGVIX	51,495 21	1,328,577	25 37	1,306,434
VEOLIA ENVIRONMENT Ticker VE Conv Ratio 1:1	8,512 00	409,742	32 88	279,875
VANGUARD INDEX TR Ticker VITSX	628,453 45	17,922,720	27 46	17,257,332
Corporate Stock		**33,032,759**		**36,472,487**

Description	Quantity	Total Cost Basis	Market Price	Market Value
BERKSHIRE HATHAWAY INC MAT 15OCT13 4 625%	170,000 00	183,382	106 61	181,235
EUROPEAN INVT BANK MAT 04JUN14 3 125% S&P AAA Moodys Aaa CUSIP 298785EY8	360,000 00	362,426	101 16	364,176
INTERNATIONAL BK FOR RECON DEVELOP MAT 01APR16	170,000 00	185,343	108 09	183,760
INTL BUSINESS MACHS MAT 14SEP17 5 7%	170,000 00	179,603	109 33	185,863
JPMORGAN CHASE & CO SR NOTES MAT 01OCT12 5.375%	180,000 00	197,039	108 21	194,783
PROCTER & GAMBLE CO MAT 15FEB19 4 7%	150,000 00	156,732	102 37	153,552
SWEDISH EXPORT CREDIT MAT 16SEP14	180,000 00	180,785	99 98	179,971
BANK OF NY COMPANY INC MAT 27AUG13 5 125%	170,000 00	174,641	107 95	183,520
VANGUARD FIXED INCOME SECS FD 274% CUSIP 922031869	114,554 52	1,411,506	12 55	1,437,659
VANGUARD BD IDX FD TOTAL BD MKT IDX SYMBOL VBTSX CUSIP 921937868	221,275 66	2,270,771	10 35	2,290,203
Corporate Bonds		**5,302,228**		**5,354,722**

Louis and Harold Price Foundation **13-6121358**
Form 990PF, Part II - Other Investments

Description	Quantity	Total Cost Basis	Market Price	Market Value
ACADIAN INTERNATIONAL ALL-CAP	1 00	3,001	1	3,000
ALTERNATIVE INVESTMENT Shares Held Elsewhere	1	2,755,481	3,096,792 00	3,094,552
ALTERNATIVE INVESTMENT INT'LShares Held Elsewhere	1	2,641,395	2,526,858 00	2,524,300
ARCHSTONE EQUITIES STRATEGIC FUND Shares Held Elsewhere	9,353 66	1,000,000	125 57	1,174,539
ARCHSTONE OFFSHORE FUND, LTD Shares Held Elsewhere	15,852 68	2,000,000	160 1	2,538,014
COMMON FUND CAPITAL PRIVATE EQT FUND Shares Held Elsewhere	1	328,766	309,928 00	334,121
COMMON FUND NATURAL RESOURCES Shares Held Elsewhere	1	402,926	381,114 00	414,248
COMMONFUND CAPITAL INTERNATIONAL Shares Held Elsewhere	1	243,311	233,549 00	249,711
COMMONFUND INSTITUTIONAL INTER- Shares Held Elsewhere	324,993 46	2,666,099	11 67	3,792,674
COMMONFUND NATURAL RESOURCES VIII Shares Held Elsewhere	1	122,435	125,766 00	119,892
COMMONFUND REALTY INVESTORS FUND Shares Held Elsewhere	1	3,598,737	2,556,819 43	1,357,440
LEHMAN BROTHER STRATEGIC COMMODITIES Shares Held Elsewhere	1,460 25	2,000,535	1049 4183	1,532,417
SANDERSON INTERNATIONAL VALUE FUND Shares Held Elsewhere	177,489 21	4,746,604	24 4007	4,330,868
WILLIAM BLAIR EMERGING MARKETS Shares Held Elsewhere	84,898 38	1,471,789	12 95	1,099,434
Other Investments		**23,981,079**		**22,565,210**

FORM 990PF, PART II - OTHER ASSETS ATTACHMENT 11

DESCRIPTION	
EXCISE TAX RECEIVABLE	
TOTALS	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
ROSEMARY GUIDONE 1371 HECLA DRIVE B-1 LOUISVILLE, CO 80027	PRESIDENT 40.00	214,500.
TIMOTHY A. JONES 1371 HECLA DRIVE B-1 LOUISVILLE, CO 80027	EXEC VP/TREASURER 10.00	0.
LINDA VITTI-HERBST 1371 HECLA DRIVE B-1 LOUISVILLE, CO 80027	CHAIRPERSON 1.00	0.
GEORGE ASCH 1371 HECLA DRIVE B-1 LOUISVILLE, CO 80027	TRUSTEE 1.00	0.
BONNIE VITTI 1371 HECLA DRIVE B-1 LOUISVILLE, CO 80027	TRUSTEE 1.00	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
LISA BESHKOV 1371 HECLA DRIVE B-1 LOUISVILLE, CO 80027	TRUSTEE 1.00	0.
KISHAWN LEUTHAUSER 1371 HECLA DRIVE B-1 LOUISVILLE, CO 80027	VICE PRESIDENT/CORP SECRETARY 32.00	0.

NOTE: THE MANAGEMENT AND OVERSIGHT ACTIVITIES PERFORMED BY TIMOTHY JONES AND KISHAWN LEUTHAUSER FALL UNDER A FORMAL SERVICES AGREEMENT WITH COAL CREEK CAPITAL MANAGEMENT, INC, (CCCM). TIMOTHY JONES IS ALSO THE CEO AND PRESIDENT OF CCCM. ALL COMPENSATION, BENEFITS AND ALLOWANCES FOR MR. JONES AND MS. LEUTHAUSER ARE PAID DIRECTLY FROM CCCM AS A PART OF THE PROFESSIONAL FEES PAID BY THE FOUNDATION TO CCCM.

GRAND TOTALS 214,500.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 13

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
COAL CREEK CAPITAL MANAGEMENT, INC. 1371 HECLA DR., SUITE B-3 LOUISVILLE, CO 80027	FOUNDATION MGMNT	190,808.
BARRETT AND ASSOCIATES 380 MADISON AVE. NEW YORK, NY 10021	INVESTMENT MGMNT	83,232.
PRIME, BUCHHOLZ & ASSOCIATES 25 CHESTNUT STREET PORTSMOUTH, NH 03801	INVESTMENT MGMNT	60,533.
KATTEN, MUCHIN, ROSENMAN 525 W. MONROE ST CHICAGO, IL 60661	LEGAL SERVICES	115,108.
	TOTAL COMPENSATION	449,681.

ATTACHMENT 14

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

KISHAWN LEUTHAUSER
1371 HECLA DRIVE, SUITE B-1
LOUISVILLE, CO 80027

ATTACHMENT 15

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

THE FIRST STEP IN SUBMITTING AN APPLICATION IS TO SEND A LETTER OF INQUIRY OF NOT MORE THAN TWO PAGES THAT DESCRIBES:
THE ORGANIZATION AND ITS EXPERIENCE IN THE FIELD.
WHAT THE ORGANIZATION PROPOSES TO DO, WHY THE PROJECT IS NEEDED, HOW IT WILL BE CARRIED OUT, WHO WILL BE SERVED AND WHERE, HOW THE ORGANIZATION WILL EVALUATE SUCCESS, AND HOW THE PROJECT OR PROGRAM RELATES TO THE FOUNDATION'S AREA OF EMPHASIS.
THE AMOUNT AND TERMS OF THE GRANT REQUEST, HOW THE FUNDS WILL BE USED, THE AMOUNT OF THE TOTAL PROJECT OR PROGRAM BUDGET, AND OTHER SOURCES OF FUNDS.
IF THE LETTER OF INQUIRY IS APPROVED FOR FURTHER CONSIDERATION, THE FOUNDATION WILL NORMALLY REQUEST A FULL PROPOSAL WHICH SHOULD CONTAIN ADDITIONAL MATERIALS ABOUT THE ORGANIZATION INCLUDING:
THE ORGANIZATION'S OVERALL BUDGET, INCLUDING PROJECTED INCOME, AND ITS SOURCES.
THE MOST RECENT CERTIFIED AUDIT REPORT, IF AVAILABLE.
THE MOST RECENT ANNUAL REPORT, IF PUBLISHED.
INTERNAL REVENUE SERVICE DETERMINATION LETTER OF TAX-EXEMPT STATUS AS A 501(C)(3) ORGANIZATION.
A COPY OF THE ORGANIZATION'S LISTING IN IRS PUBLICATION 78 - THE CUMULATIVE LIST OF QUALIFIED CHARITIES DESCRIBED IN SECTION 170(C) OF THE INTERNAL REVENUE CODE OF 1986.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE FOUNDATION'S GRANTMAKING RESTRICTIONS AND LIMITATIONS INCLUDE:
GRANTS ARE MADE GENERALLY TO ORGANIZATIONS THAT ARE TAX-EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).
FUNDING HAS TRADITIONALLY BEEN FOR INNOVATIVE AND CREATIVE PROGRAMS PRIMARILY IN THE AREAS OF EDUCATION, HEALTH AND HUMAN SOCIAL SERVICES.
OF PARTICULAR INTEREST IS THE AREA OF ENTREPRENEURIAL STUDIES.
THE FOUNDATION RESPONDS MORE FAVORABLY TO GRANT APPLICATIONS COMING FROM THE GEOGRAPHIC REGIONS OF GREATER NEW YORK CITY, LOS ANGELES AND THE STATE OF COLORADO.
WITH RARE EXCEPTION, THE FOUNDATION DOES NOT SUPPORT CAPITAL CAMPAIGNS, ENDOWMENTS OR BUILDING PROJECTS.
GRANTS ARE GENERALLY NOT MADE TO LARGE, PUBLIC CHARITIES. INSTEAD, THE FOUNDATION PREFERS TO FUND COMMUNITY-BASED ORGANIZATIONS THAT DELIVER SUPPORT AND SERVICES TO LOCAL POPULATIONS.
THE FOUNDATION WILL NOT SUPPORT ORGANIZATIONS THAT DISCRIMINATE IN THEIR LEADERSHIP, STAFFING, SERVICE PROVISION OR ON THE BASIS OF AGE, GENDER, RACE, ETHNICITY, DISABILITY, NATIONAL ORIGIN, POLITICAL AFFILIATION, RELIGIOUS BELIEF OR SEXUAL ORIENTATION.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACTORS FUND OF AMERICA 729 SEVENTH AVENUE 10TH FLOOR NEW YORK, NY 10019	NONE 501(C)(3)	GENERAL SUPPORT	10,000
AIDS PROJECT LOS ANGELES 3550 WILSHIRE BLVD - SUITE 300 LOS ANGELES, CA	NONE 501(C)(3)	GENERAL SUPPORT	10,000
AMERICAN FOUNDATION FOR AIDS RESEARCH 120 WALL STREET - 13TH FLOOR NEW YORK, NY 10005-3902	NONE 501(C)(3)	GENERAL SUPPORT	5,000
THE AMERICAN JEWISH COMMUNITY 9911 WEST PICO BLVD LOS ANGELES, CA 90035	NONE 501(C)(3)	GENERAL SUPPORT	5,000
AMERICAN JEWISH WORLD SERVICE 45 WEST 36TH STREET NEW YORK, NY 10018-7904	NONE 501(C)(3)	GENERAL SUPPORT	25,000
THE AMERICAN-ISRAELI LIGHTHOUSE, INC 20 E 46TH STREET, SUITE 1401 NEW YORK, NY 10017	NONE 501(C)(3)	GENERAL SUPPORT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ANTI-DEFAMATION LEAGUE OF B'NAI B'RITH 10495 SANTA MONICA BOULEVARD LOS ANGELES, CA 90025-5031	NONE 501(C)(3)	GENERAL SUPPORT	10,000
ARTHRITIS FOUNDATION, INC NEW YORK CHAPTER 122 EAST 42ND STREET NEW YORK, NY 10168-1898	NONE 501(C)(3)	GENERAL SUPPORT	1,500
ASPEN GIVEN FOUNDATION 100 E FRANCIS STREET ASPEN, CO 81611	NONE 501(C)(3)	GENERAL SUPPORT	1,000
ASPEN HALL OF FAME POST OFFICE BOX 510 ASPEN, CO 81612	NONE 501(C)(3)	GENERAL SUPPORT	1,000
ASPEN HISTORICAL SOCIETY 620 WEST BLEEKER STREET ASPEN, CO 81611	NONE 501(C)(3)	GENERAL SUPPORT	5,000
ASPEN VALLEY MEDICAL FOUNDATION LIMITED P O BOX 1639 ASPEN, CO 81612	NONE 501(C)(3)	GENERAL SUPPORT	52,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASPEN YOUTH CENTER POST OFFICE BOX 8266 ASPEN, CO 81612	NONE 501(C)(3)	SUPPORT OF AYC'S AFTER SCHOOL CLUBS	7,500
ASPEN YOUTH EXPERIENCE 110 EAST HALLAM, SUITE 133 ASPEN, CO 81612	NONE 501(C)(3)	GENERAL SUPPORT	35,000
ASSOCIATION OF SMALL FOUNDATIONS 1720 N ST NW WASHINGTON, DC 20036	NONE 501(C)(3)	MEMBERSHIP DUES	600
AVENUES TO INDEPENDENCE 515 BUSSE HIGHWAY, SUITE 100 PARK RIDGE, IL 60068	NONE 501(C)(3)	GENERAL SUPPORT	50,000
BESSIE'S HOPE P O BOX 12576 DENVER, CO 80212	NONE 501(C)(3)	YOUTH & ELDERS PROGRAM	5,000
BETH HILLEL DAY SCHOOL 12326 RIVERSIDE DRIVE VALLEY VILLAGE, CA 91607	NONE 501(C)(3)	GENERAL SUPPORT, FAMILY FINANCIAL ASSISTANCE AND PARENTS ASSOCIATION SUPPORT, & SUPPORT OF DIRECTOR OF EDUCATION AND DIRECTOR OF JEWISH EDUCATION	175,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BIENVENIDOS CHILDREN'S CENTER INC 205 E PALM STREET ALTADENA, CA 91001	NONE 501(C)(3)	GENERAL SUPPORT	5,000
BREAD OF LIFE AFRICAN MINISTRIES 1131 ALTER WAY BROOMFIELD, CO 80020-1032	NONE 501(C)(3)	GENERAL SUPPORT	30,000
BUDDY PROGRAM, INC 110 EAST HALLAM, SUITE 125 ASPEN, CO 81611	NONE 501(C)(3)	GENERAL SUPPORT	30,000
CALIFORNIA STATE UNIVERSITY - CHICO COLLEGE OF BUSINESS CHICO, CA 95929-0011	NONE 501(C)(3)	STUDENTS FOR THE ADVANCEMENT OF GLOBAL ENTREPRENEURSHIP (SAGE) PROGRAM	15,000
CEDARS SINAI MEDICAL CENTER 8700 BEVERLY BLVD PO BOX 48750 LOS ANGELES, CA 90048-0750	NONE 501(C)(3)	GENERAL SUPPORT, PPRC PRICE PATIENT FUND, & THE MELVIN BRODY, M D CHAIR IN MEDICAL EDUCATION	480,000
CEDARS SINAI/TEEN LINE 8700 BEVERLY BLVD PO BOX 48750 LOS ANGELES, CA 90048-0750	NONE 501(C)(3)	GENERAL SUPPORT	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTRE THEATRE GROUP 601 W TEMPLE STREET LOS ANGELES, CA 90012	NONE 501(C)(3)	GENERAL SUPPORT	5,740
CHILDREN'S AID SOCIETY 105 EAST 22ND STREET NEW YORK, NY 10010	NONE 501(C)(3)	GENERAL SUPPORT	1,000
CHILDREN'S BUREAU OF SOUTHERN CALIFORNIA 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007	NONE 501(C)(3)	GENERAL SUPPORT	10,000
CHILDREN'S HEALTH FUND (THE) 215 WEST 125TH STREET, SUITE 301 NEW YORK, NY 10027	NONE 501(C)(3)	SUPPORT OF LOS ANGELES PROJECT	7,500
CITY CENTER 130 WEST 56TH STREET NEW YORK, NY 10019	NONE 501(C)(3)	GENERAL SUPPORT	5,000
COLORADO CHILDREN'S CHORALE 2420 W 26TH AVENUE, SUITE 3350-D DENVER, CO 80211	NONE 501(C)(3)	GENERAL SUPPORT	4,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLORADO MUSIC FESTIVAL 900 BASELINE ROAD, COTTAGE 100 BOULDER, CO 80302	NONE 501(C)(3)	GENERAL SUPPORT	1,000
COLORADO SYMPHONY ASSOCIATION 999 18TH STREET, SUITE 2055 DENVER, CO 80202	NONE 501(C)(3)	GENERAL SUPPORT	1,000
COLUMBIA UNIVERSITY 205 LOW LIBRARY/MAIL CODE 4313 535 WEST 116TH STREET NEW YORK, NY 10027	NONE 501(C)(3)	GENERAL SUPPORT	2,000
COVENANT HOUSE CALIFORNIA 1325 N WESTERN AVENUE HOLLYWOOD, CA 90027-5615	NONE 501(C)(3)	GENERAL SUPPORT	5,000
DENVER CHILDREN'S ADVOCACY CENTER 2149 FEDERAL BLVD DENVER, CO 80211	NONE 501(C)(3)	GENERAL SUPPORT	10,000
DENVER POLICE OFFICERS FOUNDATION 1331 CHEROKEE STREET DENVER, CO 80204	NONE 501(C)(3)	GENERAL SUPPORT	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DENVER RESCUE MISSION 3501 46TH AVENUE DENVER, CO 80217	NONE 501(C)(3)	CHAMPA HOUSE	25,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE 2ND FLOOR NEW YORK, NY 10001-5004	NONE 501(C)(3)	GENERAL SUPPORT	35,000
DOWNTOWN WOMEN'S CENTER 325 SOUTH LOS ANGELES STREET LOS ANGELES, CA 90013	NONE 501(C)(3)	GENERAL SUPPORT	5,000
ENGLISH IN ACTION PO BOX 4856 BASALT, CO 81612	NONE 501(C)(3)	GENERAL SUPPORT	10,000
ETHICAL CULTURE FIELDSTON SCHOOL OFFICE OF INSTITUTIONAL ADVANCEMENT AND ALUMNI 33 CENTRAL PARK WEST NEW YORK, NY 10023	NONE 501(C)(3)	GENERAL SUPPORT	5,000
FAMILY TIME TRAINING 5511 S YOUNGFIELD STREET LITTLETON, CO 80127	NONE 501(C)(3)	GENERAL SUPPORT	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOOD FOR NYC 39 BROADWAY, 10TH FLOOR NEW YORK, NY 10006	NONE 501(C)(3)	GENERAL SUPPORT	20,000
FOODBANK OF THE ROCKIES 10975 E 47TH AVENUE DENVER, CO 80329	NONE 501(C)(3)	GENERAL SUPPORT	3,500
FOOTHILLS COMMUNITY CHURCH 8270 W 80TH AVENUE, UNIT 2 ARVADA, CO 80005	NONE 501(C)(3)	GENERAL SUPPORT	1,000
FRESH START SURGICAL GIFTS 351 SANTA FE DRIVE, SUITE 210 ENCINITAS, CA 92024	NONE 501(C)(3)	GENERAL SUPPORT	10,000
FRIENDS & RELATIVES OF INSTITUTIONALIZED AGED INC 18 JOHN STREET, SUITE 601 NEW YORK, NY 10038	NONE 501(C)(3)	GENERAL SUPPORT	2,000
INDEPENDENCE PASS FOUNDATION PO BOX 1700 ASPEN, CO 81612	NONE 501(C)(3)	GENERAL SUPPORT	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FUND FOR PERFORMING ARTS CENTER OF LA COUNTY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE 501(C)(3)	GENERAL SUPPORT & SUPPORT OF EDUCATIONAL DIVISION	11,600
HENRY STREET SETTLEMENT 888 EAST 6TH STREET NEW YORK, NY 10009	NONE 501(C)(3)	GENERAL SUPPORT	2,000
HOPE HOUSE OF COLORADO PO BOX 740568 ARVADA, CO 80006	NONE 501(C)(3)	GENERAL SUPPORT	5,000
HORACE MANN SCHOOL 231 WEST 246TH STREET RIVERDALE, NY 10471	NONE 501(C)(3)	GENERAL SUPPORT	1,000
I HAVE A DREAM FOUNDATION OF BOULDER COUNTY 1630 N 63RD STREET, SUITE #6 BOULDER, CO 80301	NONE 501(C)(3)	GENERAL SUPPORT	5,000
INTERCAMBIO DE COMUNIDADES 4735 WALNUT STREET, SUITE B BOULDER, CO 80301	NONE 501(C)(3)	GENERAL SUPPORT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INTERNATIONAL FAMILY MISSIONS C/O JOE AND KATHY HEART PO BOX 309 LAFAYETTE, CO 80026	NONE 501(C)(3)	GENERAL SUPPORT	1,000
INTERNATIONAL PLANNED PARENTHOOD FEDERATION 4 NEWHAMS ROW SE13UZ LONDON	NONE 501(C)(3)	SUPPORT OF IMPROVING THE SEXUAL AND REPRODUCTIVE HEALTH STATUS OF WOMEN IN WESTERN NEPAL	50,000
JEFFERSON ACADEMY CHARTER SCHOOL 9955 YARROW STREET BROOMFIELD, CO 80021	NONE 501(C)(3)	GENERAL SUPPORT	4,000
JEWISH BOARD OF FAMILY CHILDREN'S SERVICES INC 120 WEST 57TH STREET NEW YORK, NY 10019	NONE 501(C)(3)	GENERAL SUPPORT	5,000
JEWISH FOUNDATION FOR THE RIGHTEOUS 305 SEVENTH AVENUE - 19TH FLOOR NEW YORK, NY 10001-6008	NONE 501(C)(3)	GENERAL SUPPORT	40,000
JOHN F KENNEDY CENTER FOR THE PERFORMING ARTS 2700 F STREET NW WASHINGTON, DC 20566	NONE 501(C)(3)	GENERAL SUPPORT	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JULES STEIN EYE INSTITUTE UCLA SCHOOL OF MEDICINE CENTER FOR HEALTH SCIENCES 100 STEIN PLAZA LOS ANGELES, CA 90095-7000	NONE 501(C)(3)	MACULAR TELANGIECTASIA RESEARCH	250,000
JUNIOR BLIND OF AMERICA 5300 ANGELES VISTA BLVD LOS ANGELES, CA 90043	NONE 501(C)(3)	GENERAL SUPPORT	3,000
KCET TV - CHANNEL 28 4401 SUNSET BOULEVARD LOS ANGELES, CA 90027	NONE 501(C)(3)	GENERAL SUPPORT	1,000
THE LEGAL CENTER FOR PEOPLE WITH DISABILITIES AND OLDER PEOPLE 455 SHERMAN STREET, SUITE 130 DENVER, CO 80203-4403	NONE 501(C)(3)	COLORADO LONG-TERM CARE OMBUDSMAN PROGRAM	5,000
LEO BAECK TEMPLE 1300 N SEPULVEDA BOULEVARD LOS ANGELES, CA 90049	NONE 501(C)(3)	GENERAL SUPPORT & SUPPORT OF TEMPLE CAPITAL CAMPAIGN	52,000
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE 501(C)(3)	GENERAL SUPPORT	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOS ANGELES FREE CLINIC 8405 BEVERLY BOULEVARD LOS ANGELES, CA 90048-3476	NONE 501(C)(3)	GENERAL SUPPORT	5,000
LOS ANGELES JEWISH HOME FOR THE AGING 7150 TAMPA AVENUE RESEDA, CA 91335	NONE 501(C)(3)	GENERAL SUPPORT	5,000
LOS ANGELES MISSION 303 EAST 5TH STREET LOS ANGELES, CA 90013	NONE 501(C)(3)	GENERAL SUPPORT	5,000
LOS ANGELES REGIONAL FOODBANK 1734 EAST 41ST STREET LOS ANGELES, CA 90058-1502	NONE 501(C)(3)	GENERAL OPERATIONS AND SUPPORT	20,000
MEALS ON WHEELS OF WEST LOS ANGELES 900 HILGARD AVENUE LOS ANGELES, CA 90024	NONE 501(C)(3)	GENERAL SUPPORT	2,500
MEALS ON WHEELS, DENVER/VOLUNTEERS OF AMERICA 2660 LARIMER STREET DENVER, CO 80205	NONE 501(C)(3)	GENERAL SUPPORT	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MISSION AVIATION FELLOWSHIP P O BOX 47 NAMPA, ID 83653	NONE 501(C)(3)	GENERAL SUPPORT	1,000
MONTEFIORE MEDICAL CENTER 111 EAST 210TH STREET BRONX, NY 10467-2490	NONE 501(C)(3)	GENERAL SUPPORT	25,000
MORNINGSIDE-WESTSIDE BULLETIN 345 WEST 85TH STREET - #31 NEW YORK, NY 10024	NONE 501(C)(3)	GENERAL SUPPORT	8,500
MOUNTAIN RESCUE-ASPEN, INC 630 WEST MAIN STREET ASPEN, CO 81611	NONE 501(C)(3)	GENERAL SUPPORT	500
MUSIC ASSOCIATES OF ASPEN, INC 2 MUSIC SCHOOL ROAD ASPEN, CO 81611	NONE 501(C)(3)	GENERAL SUPPORT	30,000
LOS ANGELES OPERA 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE 501(C)(3)	IN SUPPORT OF OPERA'S EDUCATION PROGRAMS	75,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL FOUNDATION FOR TEACHING ENTREPRENEURSHIP 120 WALL STREET - 29TH FLOOR NEW YORK, NY 10005	NONE 501(C)(3)	NFTE LOS ANGELES	25,000
NATIONAL OUTDOOR LEADERSHIP SCHOOL 284 LINCOLN STREET LANDER, WY 82520-2848	NONE 501(C)(3)	GENERAL SUPPORT	1,000
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	NONE 501(C)(3)	GENERAL SUPPORT	50,000
NEW YORK HOSPITAL -CENTER FOR SPECIAL STUDIES 525 EAST 68TH STREET NEW YORK, NY 10021	NONE 501(C)(3)	GENERAL SUPPORT	5,000
OPCC 1453 16TH STREET SANTA MONICA, CA 90404	NONE 501(C)(3)	SUPPORT OF SOJOURN SERVICES FOR BATTERED WOMEN AND THEIR CHILDREN	15,000
OPERA COLORADO 695 S COLORADO BOULEVARD, SUITE 20 DENVER, CO 80246	NONE 501(C)(3)	GENERAL SUPPORT	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PARA LOS NINOS 845 EAST 6TH STREET LOS ANGELES, CA 90021	NONE 501(C)(3)	GENERAL SUPPORT	5,000
PAWS/LA 7315 SANTA MONICA BOULEVARD WEST HOLLYWOOD, CA 90046	NONE 501(C)(3)	GENERAL SUPPORT	2,000
PEAK TO PEAK CHARTER SCHOOL 800 MERLIN DRIVE LAFAYETTE, CO 80026	NONE 501(C)(3)	GENERAL SUPPORT	5,000
PHOENIX HOUSE FOUNDATION 11600 ELDRIDGE AVENUE LAKE VIEW TERRACE, CA 91342	NONE 501(C)(3)	GENERAL SUPPORT	5,000
PITKIN COUNTY LIBRARY (FRIENDS OF THE LIBRARY) 120 NORTH MILL STREET ASPEN, CO 81611	NONE 501(C)(3)	GENERAL SUPPORT	2,000
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 WEST 33RD STREET NEW YORK, NY 10001	NONE 501(C)(3)	GENERAL SUPPORT	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 E 38TH AVENUE DENVER, CO 80207-1630	NONE 501(C)(3)	SUPPORT OF THE GLENWOOD SPRINGS HEALTH CENTER	5,000
POPULATION CONNECTION 2120 L STREET NW, SUITE 500 WASHINGTON, DC 20037	NONE 501(C)(3)	GENERAL SUPPORT	10,000
RESPONSE HELP FOR BATTERED WOMEN P O BOX 1340 ASPEN, CO 81612	NONE 501(C)(3)	GENERAL SUPPORT	10,000
ROARING FORK PUBLIC RADIO TRANSLATOR, INC RED BRICK ARTS & RECREATION BUILDING 110 E HALLAM ~ #134 ASPEN, CO 81611	NONE 501(C)(3)	GENERAL SUPPORT	2,500
ROCKY MOUNTAIN PBS - KRMA CHANNEL 6 1089 BANNOCK STREET DENVER, CO 80218	NONE 501(C)(3)	GENERAL SUPPORT	5,000
ROCKY MOUNTAIN YOUTH CLINICS 1766 HIGH STREET, #1 DENVER, CO 80218	NONE 501(C)(3)	MEDICAL HOME FOR SPECIAL NEEDS CHILDREN PROGRAM	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ROTARY COMMUNITY FOUNDATION OF LANDER 185 SOUTH 5TH STREET LANDER, WY 82520	NONE 501(C)(3)	MISSION OF MERCY	5,000
SAFEHOUSE DENVER 1649 DOWNING STREET DENVER, CO 80218	NONE 501(C)(3)	GENERAL SUPPORT	15,000
SAFEHOUSE PROGRESSIVE ALLIANCE FOR NONVIOLENCE 835 NORTH STREET BOULDER, CO 80304	NONE 501(C)(3)	GENERAL SUPPORT	5,000
SALVATION ARMY (THE) SOUTHERN CALIFORNIA DIVISIONAL HEADQUARTERS 900 W JAMES M WOOD BLVD, PO BOX 15899 DEL VALLE LOS ANGELES, CA 90015-0899	NONE 501(C)(3)	IN SUPPORT OF THE SOUTH LOS ANGELES YOUTH CENTER AFTERSCHOOL PROGRAMMING	10,000
SENIOR GLEANERS 1951 BELL AVENUE SACRAMENTO, CA 95838	NONE 501(C)(3)	GENERAL SUPPORT	15,000
SENIORS INC 5840 EAST EVANS AVENUE DENVER, CO 80222	NONE 501(C)(3)	SUPPORT OF GENERAL OPERATIONS	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE SMILE TRAIN 41 MADISON AVENUE, 28TH FLOOR NEW YORK, NY 10010	NONE 501(C)(3)	GENERAL SUPPORT	10,000
SOUTHERN POVERTY LAW CENTER, INC 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	NONE 501(C)(3)	GENERAL SUPPORT	35,000
SPECIAL TRANSIT FOR BOULDER COUNTY 4880 PEARL STREET BOULDER, CO 80301	NONE 501(C)(3)	GENERAL SUPPORT	5,000
ST CECLIA CONVENT 1 WILUS WAY ISELIN, NJ 08830	NONE 501(C)(3)	GENERAL SUPPORT	5,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE 501(C)(3)	GENERAL SUPPORT	5,000
STANFORD UNIVERSITY 380 PANAMA MALL TERMAN ENGINEERING CENTER ROOM 411 STANFORD, CA 94305-4026	NONE 501(C)(3)	SUPPORT OF PROGRAM DEVELOPMENT AND RESEARCH ON ENTREPRENEURHIP IN HEALTH AND ENERGY	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SUSAN G KOMEN RACE FOR THE CURE HEADQUARTERS 5005 LBJ FREEWAY SUITE 250 DALLAS, TX 75244	NONE 501(C)(3)	GENERAL SUPPORT	10,000
TEACH FOR AMERICA INC 315 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	NONE 501(C)(3)	GENERAL OPERATIONS SUPPORT	10,000
TEMPLE EMANUEL 8844 BURTON WAY BEVERLY HILLS, CA 90211	NONE 501(C)(3)	GENERAL SUPPORT	20,000
TENNYSON CENTER FOR CHILDREN AT CO CHRISTIAN HOME 2950 TENNYSON STREET DENVER, CO 80212	NONE 501(C)(3)	GENERAL SUPPORT	15,000
TRINITY SCHOOL 4301 NORTHSIDE DRIVE, NW ATLANTA, GA 30327	NONE 501(C)(3)	GENERAL SUPPORT	5,000
UNION SETTLEMENT ASSOCIATION 237 EAST 104TH STREET NEW YORK, NY 10029	NONE 501(C)(3)	GENERAL SUPPORT	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED JEWISH FUND OF GREATER LOS ANGELES 5700 WILSHIRE BOULEVARD - SUITE 2815 LOS ANGELES, CA 90036	NONE 501(C)(3)	GENERAL SUPPORT	225,000
UNIVERSITY OF CALIFORNIA, LOS ANGELES ANDERSON SCHOOL 110 WESTWOOD PLAZA/SUITE C3205 BOX 951481 LOS ANGELES, CA 90095-1481	NONE 501(C)(3)	ENTREPRENEURSHIP BOOTCAMP FOR VETERANS, & SUPPORT OF TWO FELLOWSHIPS	57,526
UNIVERSITY OF COLORADO/COLLEGE OF MUSIC CAMPUS BOX 419 BOULDER, CO 80309-0419	NONE 501(C)(3)	CENTRAL CITY OPERA PARTNERSHIP AND ASPEN MUSIC FESTIVAL PARTNERSHIP AND ENTREPRENEURSHIP CENTER FOR MUSIC	275,000
UNIVERSITY OF COLORADO/COLLEGE OF BUSINESS UCB 419 BOULDER, CO 80309	NONE 501(C)(3)	SUSTAINABLE VENTURING INITIATIVE	10,000
UNIVERSITY OF COLORADO AT BOULDER/IECE UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT STREET BOULDER, CO 80301	NONE 501(C)(3)	PUBLIC INTEREST INTERNSHIP EXPERIENCE PROGRAM & GUARDIAN SCHOLARS PROGRAM	25,000
UNIVERSITY OF COLORADO AT DENVER / HEALTH SCIENCES CENTER FOR BOIETHICS AND HUMANITIES 4200 EAST NINTH AVENUE, B137 DENVER, CO 80262	NONE 501(C)(3)	CENTER FOR BIOETHICS AND HUMANTIES	37,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF COLORADO / HERBST PROGRAM OF HUMANITIES 2501 COLORADO AVENUE BOULDER, CO 80302	NONE 501(C)(3)	HERBST PROGRAM OF HUMANITIES	100,000
URBAN PEAK 730 21ST STREET DENVER, CO 80205	NONE 501(C)(3)	GENERAL SUPPORT	5,000
WAKE FOREST UNIVERSITY BABCOCK GRADUATE SCHOOL OF MANAGEMENT BOX 7659 WINSTON-SALEM, NC 27109-7659	NONE 501(C)(3)	SUMMER INTERNSHIPS	16,000
WINDWARD SCHOOL 11350 PALMS BOULEVARD LOS ANGELES, CA 90066	NONE 501(C)(3)	GENERAL SUPPORT	45,000
WORKSHOP IN BUSINESS OPPORTUNITIES 55 EXCHANGE PLACE NEW YORK, NY 10005	NONE 501(C)(3)	GENERAL SUPPORT	30,000
WRIGHT INSTITUTE LOS ANGELES 9911 WEST PICO BOULEVARD - SUITE 720 LOS ANGELES, CA 90035-2720	NONE 501(C)(3)	GENERAL OPERATIONS	95,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YMCA OF METROPOLITAN LOS ANGELES 625 SOUTH NEW HAMPSHIRE AVENUE LOS ANGELES, CA 90005-1371	NONE 501(C)(3)	KIDS TO CAMP	5,000
ALTERNATIVE LIVING FOR THE AGING 937 N FAIRFAX AVENUE WEST HOLLYWOOD, CA 90046	NONE 501(C)(3)	GENERAL SUPPORT	10,000
CARNEGIE HALL SOCIETY, INC 881 SEVENTH AVENUE NEW YORK, NY 10019	NONE 501(C)(3)	GENERAL SUPPORT	2,500
COMMUNITY PARTNERS / FBO THE LOTUS PROJECT 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	NONE 501(C)(3)	GENERAL SUPPORT	5,000
JEWISH FAMILY SERVICE OF LOS ANGELES 6505 WILSHIRE BOULEVARD, SUITE 500 LOS ANGELES, CA 90048	NONE 501(C)(3)	GENERAL SUPPORT	10,000
GRANDPARENTS AS PARENTS, INC 22048 SHERMAN WAY, SUITE 217 CANOGA PARK, CA 91303	NONE 501(C)(3)	GENERAL SUPPORT	35,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LENOX HILL HOSPITAL 100 EAST 77TH STREET NEW YORK, NY 10021	NONE 501(C)(3)	GENERAL SUPPORT	3,000
ONE FREEDOM, INC PO BOX 7418 BOULDER, CO 80306	NONE 501(C)(3)	GENERAL SUPPORT	30,000
SHAARE ZEDEK MEDICAL CENTER PO BOX 3235 91031 JERUSALEM ISRAEL	NONE 501(C)(3)	GENERAL SUPPORT	5,000
SISTERS OF CHARITY PO BOX 476 CONVENT STATION, NJ 07960	NONE 501(C)(3)	GENERAL SUPPORT	10,000
SISTERS OF NOTRE DAME DE NAMUR 1520 RALSTON AVENUE BELMONT, CA 94002	NONE 501(C)(3)	GENERAL SUPPORT	1,500
SWALLOW HILL MUSIC ASSOCIATION 71 E YALE AVENUE DENVER, CO 80210	NONE 501(C)(3)	GENERAL SUPPORT	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VALLEY JEWISH DAY SCHOOLS COALITION NEW COMMUNITY JEWISH HIGH SCHOOL 7353 VALLEY CIRCLE BLVD WEST HILLS, CA 91304	NONE 501(C)(3)	TUITION SUPPORT	25,000
VISITING NURSE ASSOCIATION AND HOSPICE OF SOUTHERN CALIFORNIA 150 WEST FIRST STREET SUITE 270 CLAREMONT, CA 91711	NONE 501(C)(3)	TAKE THE AFTERNOON OFF PROGRAM	15,000
		TOTAL CONTRIBUTIONS PAID	3,252,966

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BETH HILLEL DAY SCHOOL	NONE 501(C)(3)	SUPPORT OF DIRECTOR OF EDUCATION AND DIRECTOR OF JEWISH EDUCATION	80,000
CEDARS-SINAI MEDICAL CENTER	NONE 501(C)(3)	MELVIN BRODY M D CHAIR	200,000
DOCTORS WITHOUT BORDERS	NONE 501(C)(3)	GENERAL OPERATIONS	35,000
JULES STEIN EYE INSTITUTE	NONE 501(C)(3)	MACULAR TELANGIECTASIA RESEARCH	250,000
NATIONAL FOUNDATION FOR TEACHING ENTREPRENEURSHIP	NONE 501(C)(3)	LOS ANGELES OFFICE	25,000
STANFORD UNIVERSITY	NONE 501(C)(3)	ENTREPRENEURSHIP IN HEALTH AND ENERGY	50,000

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF COLORADO AT BOULDER	NONE 501(C)(3)	PUBLIC INTEREST INTERNSHIP PROGRAM & GUARDIAN SCHOLARS PROGRAM	30,000
UNIVERSITY OF COLORADO AT DENVER	NONE 501(C)(3)	CENTER FOR BIOETHICS AND HUMANITIES	147,500
		TOTAL CONTRIBUTIONS APPROVED	817,500

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: THE LOUIS AND HAROLD PRICE FOUNDATION

Employer identification number: 13-6121358

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-1,659,019.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-1,659,019.

Part III Summary of Parts I and II — Caution: *Read the instructions* ***before*** *completing this part.*		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			
14 **Net long-term gain or (loss):**				
a Total for year	14a			-1,659,019.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-1,659,019.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . . . **16** (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18				
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19				
20	Add lines 18 and 19	20				
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21				
22	Subtract line 21 from line 20 If zero or less, enter -0-			22		
23	Subtract line 22 from line 17 If zero or less, enter -0-			23		
24	Enter the **smaller** of the amount on line 17 or $2,300			24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25		
26	Subtract line 25 from line 24			26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28		
29	Subtract line 28 from line 27			29		
30	Multiply line 29 by 15% (15)				30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31	
32	Add lines 30 and 31				32	
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
THE LOUIS AND HAROLD PRICE FOUNDATION

Employer identification number
13-6121358

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
SAMSON			19,305,700.	19,168,848.	136,852.
BARRETT & ASSOCIATES			2,919,387.	2,784,190.	135,197.
ACADIAN INTERNATIONAL ALL CAP K-1					-697,228.
AIG INTERNATIONAL K-1					-9,868.
COMMONFUND INTL PRIVATE EQUITY K-1					194.
COMMONFUND INTL EQUITY K-1					-1,347,032.
COMMONFUND NATURAL RESOURCES VII K-1					2,194.
COMMONFUND NATURAL RESOURCES VIII K-1					592.
COMMONFUND PRIVATE EQUITY K-1					-6,672.
DIMENSIONAL EMERGING MARKETS K-1					33,119.
ROBECO WPG MID CAP FUND K-1					112,133.
SANDERSON INTL VALUE FUND K-1					-45,557.
VANGUARD			3,641,444.	3,819,487.	-178,043.
SSGA LITIGATION SETTLEMENT					205,100.
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					-1,659,019.

CPS 12 pages

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Exhibit A

AMENDED AND RESTATED BY-LAWS

OF

THE LOUIS AND HAROLD PRICE FOUNDATION, INC

AS OF August 20, 2009

ARTICLE I

OFFICES OF CORPORATION

The location of the principal office of the Corporation shall be in the city of Louisville in the State of Colorado

ARTICLE II

MEMBERS

Section 1 – Composition, Admission and Voting Rights

1 The Corporation shall have two classes of Members – Class A and Class B Only the issue of Harold Price and Pauline Price who satisfy Membership Eligibility Requirements shall be eligible to be appointed as either Class A or Class B Members (except as provided in paragraph 3(c)(ii)(C)(II) of this Section 1)

2 Class A Member

(a) The initial Class A Member shall be Linda Vitti Herbst

(b) Additional Class A Members shall be elected by majority vote of the acting Class A Members or if there are no Class A Members by unanimous vote of the Class B Members (such vote to be conducted pursuant to the voting and quorum provisions of paragraph 3(e) of this Section 1)

(c) Each Class A Member shall have three votes for all matters to be voted upon by the Members and shall be counted as three members for any required quorum

3 Class B Members

(a) The initial Class B Members shall be Lisa Beshkov and Bonnie Vitti (each a "Daughter Member")

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(b) Until the death or incapacitation of Linda Vitti, Linda Vitti shall have the sole power to appoint additional Class B Members

(c) Upon the death or incapacitation of Linda Vitti

(i) If the Members have adopted provisions which were incorporated into the By-laws of the Corporation specifying the manner in which new Class B Members shall be designated for admission, such provisions shall be effective, and new Class B Members shall be admitted in accordance with the requirements of such provisions Such provisions may be adopted prior to or after the death or incapacitation of Linda Vitti by majority vote of the Members (such vote to be conducted pursuant to the voting and quorum provisions of paragraphs 2(c) and 3(e) of this Section 1)

(ii) If no such By-law provisions then exist, or if any such provisions cannot be effectuated new Class B Members may be admitted as follows

(A) At any time during her lifetime, each Daughter Member may designate any one or all of the individuals included among her issue to become additional Class B Members of the Corporation Such designations may be made either to take effect immediately upon designation, if such designee satisfies Membership Eligibility Requirements, or prospectively to take effect upon the happening of some event, such as satisfaction of Membership Eligibility Requirements or the death or incapacitation of the designator, but in no case shall such designation be made effective prior to the death or incapacitation of Linda Vitti

(B) After the death of any Daughter Member, the individuals included among the issue of such Daughter Member who shall then be acting as Class B Members may, at any time, by majority vote among them designate one or more individuals who shall also be included among the issue of such Daughter Member and who shall satisfy Membership Eligibility Requirements as additional Class B Members of the Corporation

(C) If, at any time, all of a Daughter Member and those included among her issue who shall be designated as Members shall have died, resigned or become incapacitated

(I) Each individual included among the living issue of such Daughter Member who satisfies Membership Eligibility Requirements shall be admitted as an additional Class B Member

(II) If none of such Daughter Member's surviving issue shall satisfy Membership Eligibility Requirements or shall be willing to act as a Class B Member, such person, who need not be included among the issue of Harold Price and Pauline Price but who shall otherwise satisfy Membership Eligibility Requirements, who shall have been designated in writing by such Daughter Member (or if such Daughter Member shall not have made such a designation by a majority of the most recently acting Class B Members who shall have been included among the issue of such Daughter Member or if such Class B Members also shall not have made

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such a designation, by the most recently acting Class B Member who shall have been designated pursuant to this paragraph 3(c)(ii)(C)(II)) shall be admitted as a Class B Member, provided, however, that if any individual included among the issue of such Daughter Member should subsequently satisfy Membership Eligibility Requirements and be willing to act as a Class B Member, each such individual who shall so satisfy Membership Eligibility Requirements and be so willing to act shall then be admitted as a Class B Member (even if such individual shall have previously been eligible but had declined to act) and any individual designated and acting as a Class B Member pursuant to this paragraph 3(c)(ii)(C)(II) who shall not be included among the issue of such Daughter Member shall cease to act as such

(III) Upon the death of the survivor of all of the individuals included among the issue of any Daughter Member, any individual designated and acting as a Class B Member pursuant to paragraph 3(c)(ii)(C)(II) of this Section 1 shall cease to act as such

(d) Any designation made pursuant to paragraphs 3(c)(ii)(A), 3(c)(ii)(B) or 3(c)(ii)(C) of this Article EIGHTH shall be made in writing and delivered to the President or the Secretary of the Corporation Any individual so designated shall be notified in writing by the President or the Secretary of the Corporation of such designation within 30 days of receipt of such designation and, before being admitted as a Member, shall be required to execute and deliver to the President or Secretary of the Corporation a written instrument consenting to membership within 90 days of the effective date of such designation Until such written consent is received or such 90 days expire (whichever comes first), no vote by the Members on any issue shall be valid.

(e) Each Daughter Member and any additional or successor Class B Members included among the issue of such Daughter Member or designated pursuant to paragraph 3(c)(ii)(C)(II) of this Section 1 to represent such Daughter Member's family interest in the Corporation shall share a single collective vote for all matters to be voted upon by the Members (except as provided in paragraph 3(c)(ii)(B) of this Section 1 and the first clause of paragraph 3(c)(ii)(C)(II) of this Section 1, both of which paragraphs refer to matters to be voted upon which relate solely to the representation of a particular Daughter Member's family as Class B Members) and shall be counted as a single member for any required quorum

4 A person shall be deemed to satisfy Membership Eligibility Requirements if he or she (a) has attained the minimum membership age, as hereinafter defined, (b) is not suffering from any permanent incapacity, as hereinafter defined, (c) has graduated from an accredited college or university and (d) is employed

5 For purposes of this Section 1, the following terms shall have the following meanings

(a) The term "permanent incapacity" of a person shall mean any physical or mental condition which, in the written opinion of a licensed medical doctor who is treating such person and who is not related by blood or marriage to any Member or to any Trustee, permanently prevents such person from being able to carry out his or her responsibilities as a Member, rationally and prudently

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(b) The term 'minimum membership age" shall mean such age, but no less than twenty-one (21) years and no greater than thirty (30) years, as may be specified from time to time in the By-laws of the Corporation as the minimum membership age, provided, however, that if no such specification has been made in the By-laws of the Corporation, the 'minimum membership age" shall be the age of twenty-five (25) years

(c) The term "issue" shall mean lineal descendants of all degrees and shall include both natural born and adopted issue, provided, however, that in the case of adoption of a child, such term shall be limited to persons who were younger than twelve (12) years of age at the date of adoption In no event shall the term 'issue" include any foster child or stepchild or the issue thereof, unless such foster child or stepchild shall have been adopted by the foster parent or stepparent prior to such foster child or stepchild having attained twelve (12) years of age

Section 2 – Resignation

Any Member shall be entitled to resign as a Member at any time by sending a written notice of resignation to the President of the Corporation at its principal office

Section 3 – Vacancies

In the event of the death or resignation of any Member, the remaining Members shall, if they choose to do so, fill such vacancy, subject to the requirements of Section 1 of this Article, by vote at any regular or special meeting of the Members or by unanimous written consent

Section 4 – Annual Meeting

The annual meeting of the Members shall be held at such date during each year as shall be selected by the Chairman of the Board or by a majority of the Members but in no event later than May 31st of each year

Section 5 – Notices of Annual Meetings

Notices of annual meetings shall be given to each Member no more than thirty (30) days and no less than (10) days prior to the date of each such meeting Such notices shall be given by regular U S mail or by express mail or private courier

Section 6 – Special Meetings

Special Meeting of the Members may be called by the President or by the Chairman of the Board or by any two (2) Members on ten (10) days' prior written notice delivered to each Member either personally or by express mail or private courier

Section 7 - Place of Meeting, Quorum, Voting, etc

The Members may hold their meetings, annual or special, at such place or places as may be selected by the Chairman of the Board or by a majority of the Members and may, at any such meeting, transact any and all business Except as otherwise required by law

(a) The presence in person of a majority of the Members shall be necessary to constitute a quorum for the transaction of business at any meeting of the Members, and

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(b) Any action taken or authorized by a vote of the majority of the Members who are present at any meeting duly called and convened at which a quorum is present, shall have the same force and effect as if all of the Members had been present and had taken or authorized such action. If less than a quorum is present at any meeting, the Members who are present may adjourn the meeting to a different date in which case the Secretary shall give notice to all of the Members of the date, time and place of the adjourned meeting.

Section 8 – Waiver of Notice

Any Member may waive notice of any meeting and the attendance of each Member at any meeting shall constitute a waiver of notice of such meeting.

Section 9 – Written Consent and Other Rights and Powers

Nothing contained in these By-Laws shall be construed to restrict the Members from acting by unanimous written consent.

ARTICLE III

TRUSTEES

Section 1 – Number and Qualifications

The Board of Trustees shall consist of not less than three (3) nor more than nine (9) persons each of whom shall be at least twenty-one (21) years of age. Within such limitation, the Members shall, from time to time, determine the number of persons who shall constitute the Board of Trustees. Such number, until changed by the Board, shall be nine (9). No decrease in the number of Trustees shall shorten the term of any incumbent Trustee.

Section 2 – Election

The Trustees of the Corporation shall be elected by the Members at each annual meeting of the Members as heretofore provided. The Trustees elected shall hold office until the next annual meeting of the Members and until their successors are elected and qualified.

Section 3 – Powers

The property, business and affairs of the Corporation shall be managed and controlled by the Board of Trustees. The Board of Trustees shall have, in addition to the powers and authority expressly conferred upon it by these By-Laws, the right, power and authority to exercise all such powers and do all such acts and things as may be exercised or done by it as the board of a corporation organized under the Not-For-Profit Corporation Law of the State of New York, but subject nevertheless to the provisions of the Corporation's Certificate of Incorporation and these By-Laws.

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Section 4 – Vacancies

If the office of any Trustee becomes vacant by reason of death, resignation, disqualification or inability to act, or if there shall be any newly created trusteeship resulting from an increase in the number of Trustees, the Members may elect a successor or additional Trustee, as the case may be, who shall hold office until the next annual meeting of the Members and his successor shall have been elected and qualified

Section 5 – Salaries and Compensation

No Trustee shall receive any remuneration for acting as a Trustee

Section 6 – Contracting with the Corporation

Any Trustee of the Corporation may be interested directly or indirectly, in any contract with the Corporation provided that such contract is approved by a majority vote of the entire Board of Trustees and does not result in the imposition of a tax pursuant to Section 4941 of the Internal Revenue Code

Section 7 – Monetary Powers

The Board of Trustees shall designate the trust companies or banks in which the money or securities of the Corporation shall be deposited and they shall designate the manner in which the funds of the Corporation are to be expended

ARTICLE IV

MEETINGS OF TRUSTEES

Section 1 – Annual Meeting

The Board of Trustees shall hold an annual meeting during each calendar year immediately following the end of the annual meeting of the Members at which the Board of Trustees is elected

Section 2 – Special Meetings

Special meetings of the Trustees may be called by the President or by any two (2) Trustees on ten (10) days' prior written notice delivered to each Trustee either personally or by express mail or private courier

Section 3 – Place of Meeting, Quorum, etc

The Trustees may, as from time to time determined by them by resolution duly adopted, hold their meetings, annual or special, at the office of the Corporation or at any other place and may, at any such meeting, transact any and all business pertaining to the Corporation Unless otherwise provided in the notice of the meeting, all meetings of the Trustees shall be held at the

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principal office of the Corporation Except as otherwise required by law or under the Certificate of Incorporation or under other provisions of these By-Laws

(a) the presence in person of one third (1/3) of the Trustees shall be necessary to constitute a quorum for the transaction of business at any meeting, and

(b) any action taken or authorized by a vote of a majority of the Trustees present at any meeting duly called and convened at which a quorum is present shall have the same force and effect as if all the Trustees had been present and had taken or authorized such action

If less than a quorum is present at any meeting, the Trustees who are present may adjourn the meeting to a different date in which case the Secretary shall give notice to all of the Trustees of the time and place of the adjourned meeting No person who is both an officer and Trustee of the Corporation shall participate in any vote or decision of the Trustees authorizing the distribution of funds of the Corporation to any organization which is exempt from federal income taxation under Section 501 of the Internal Revenue Code of 1986, as amended, if, at such time, such person is an officer of such organization

Section 4 – Waiver of Notice

Any Trustee may waive notice of any meeting and the attendance of such Trustee at any meeting shall constitute a waiver of notice of such meeting

Section 5 – Written Consent and Other Rights and Powers

Nothing contained in these By-Laws shall be construed to restrict the Trustees from acting by unanimous written consent, as provided in Section 708 of the Not-For-Profit Corporation Law or from exercising any other rights and powers specified therein.

ARTICLE V

OFFICERS

Section 1 – Designation of Officers

The officers of the Corporation shall be chosen by the Board of Trustees at the annual meeting of the Board of Trustees and shall be a Chairman of the Board, a President, one or more Vice-Presidents a Secretary and a Treasurer Any two offices may be held by the same person except the office of President None of the aforementioned officers need be Trustees except the Chairman of the Board and the President, both of whom shall be Trustees The Board may also appoint such assistant officers and agents as it shall deem necessary none of whom need be Trustees

Section 2 – Salaries

A salary may be paid to any officer of the Corporation provided that it is approved by the vote of a majority of the Members or of the entire Board of Trustees

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Section 3 – Contracting with the Corporation

Any officer of the Corporation may be interested, directly or indirectly, in any contract with the Corporation, provided that such contract is approved by the vote of a majority of the Members or of the entire Board of Trustees and does not result in the imposition of a tax pursuant to Section 4941 of the Internal Revenue Code

Section 4 – Removal of Officers

Any officer elected by the Board of Trustees may be removed with or without cause at any time by the affirmative vote of a majority of the Members or of the entire Board of Trustees

Section 5 – Vacancies

A vacancy in any office by reason of death, resignation, removal, disqualification or otherwise may be filled by the Board of Trustees for the unexpired portion of the term

ARTICLE VI

POWERS AND DUTIES OF OFFICERS

Section 1 – The Chairman of the Board

The Chairman of the Board shall be the chief executive officer of the Corporation He shall preside at all meetings of the Board of Trustees He shall have general supervision, direction and active management of the business and affairs of the Corporation He shall see that all orders of resolutions of the Board of Trustees are carried into effect He shall execute all contracts, deeds, bonds and other instruments in writing authorized by the Board of Trustees

Section 2 – The President

The President shall have such powers relating to the supervision, direction and active management of the business and affairs of the Corporation as the Chairman of the Board may, from time to time delegate to the President In addition, in the event of the death, disability or resignation of the Chairman of the Board, the President shall be entitled to exercise all of the powers which had been vested in the Chairman of the Board under the By-Laws and shall be entitled to continue to exercise all such powers until a new Chairman of the Board has been elected

Section 3 – The Vice-President

During the absence or disability of the President, the Vice-Presidents, in the order designated by the Board of Trustees, shall exercise all of the functions of the President Each Vice-President shall have such powers and discharge such duties as may be assigned to him from time to time by the Board of Trustees

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Section 4 – The Treasurer

The Treasurer shall have the custody of all the funds and securities of the Corporation He shall take such steps as may be necessary to collect moneys becoming due to the Corporation When necessary and proper he shall endorse, on behalf of the Corporation, all checks, notes or other obligations and evidences of the payment of money payable to the Corporation or coming into his possession, and shall deposit the funds arising therefrom, together with all other funds of the Corporation coming into his possession, in such banks as may be selected as the depositaries of the Corporation, or properly care for them in such manner as the Board of Trustees may direct Whenever required by the Board of Trustees or by the President, he shall exhibit a complete and true statement of his cash account and of the securities and other property in his possession, custody and control He shall enter regularly in the books belonging to the Corporation and to be kept by him for such purpose an accurate account of all money received and paid by him on account of the Corporation together with all other business transactions of the Corporation He shall perform all duties which are incident to the office of a treasurer of the Corporation's type, subject, however, at all times to the direction and control of the Board of Trustees and President

Section 5 – The Secretary

The Secretary shall act as Secretary at all meetings of the Members and of the Board of Trustees The Secretary shall keep all of the records of the Corporation under the supervision of the President and the Board of Trustees, including the permanent records of all minutes of meetings of the Members and Trustees, which minutes shall be signed by him as Secretary He shall have charge of all such additional books and papers as the Board of Trustees may direct He shall, in general, perform all such duties as are incident to the office of a Secretary of a Type B not-for-profit corporation organized under the Not-For-Profit Corporation Law of the State of New York.

Section 6 – Assistant Officers and Agents

Any Assistant Secretary, Assistant Treasurer or other assistant officers or agents of the Corporation shall be under the direct supervision of the person whom they are appointed to assist or on whose behalf they are appointed to act unless otherwise provided by the Board of Trustees They shall have such powers and perform such duties as may be assigned to them from time to time by the Board of Trustees

ARTICLE VII

COMMITTEES

The Board of Trustees shall determine and appoint or approve committees of such Board and the term, powers, duties and compensation (if any) of each

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ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year

ARTICLE IX

CORPORATE SEAL

The Corporation shall have a corporate seal, circular in form, which shall have inscribed thereon the name of the Corporation and the words, "Corporate Seal" and "New York" and the year of its incorporation The Board of Trustees may change the form of this seal in its discretion

ARTICLE X

AMENDMENT TO BY-LAWS

The Members shall have general power to make, alter amend and repeal the By-Laws of the Corporation

ARTICLE XI

REQUIREMENTS OF CONFIDENTIALITY

All meeting discussions, minutes of the Corporation, financial documents and other proprietary information of the Corporation are to be kept in strict confidence by each Member, Trustee and Officer of the Corporation and shall not be disclosed to any third party other than pursuant to the regular course of business and as required by law Improper disclosure of confidential information by any Member, Trustee or Officer of the Corporation shall be sufficient grounds for immediate expulsion or removal

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The Louis and Harold Price Foundation, Inc.

UNANIMOUS WRITTEN CONSENT

OF

THE MEMBERS

AMENDING THE BY-LAWS OF THE CORPORATION

The undersigned, being all of the Members of The Louis and Harold Price Foundation, Inc (the "Corporation"), resolve to amend the By-laws of the Corporation to affirm the requirement of confidentiality by Members, Trustees and Officers by adding a new Article XI at the end thereof and do, by unanimous written consent in lieu of a meeting, unanimously elect and resolve to amend and restate the By-Laws of the Corporation in the form annexed hereto as Exhibit A

This Consent may be executed in any number of counterparts, each of which together shall constitute one and the same consent

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the 29 day of June, 2009, and direct that it be filed with the minutes of the proceedings of the Members of the Corporation

Linda Vitti Herbst

Linda Vitti Herbst

Lisa Beshkov

Bonnie Vitti

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The Louis and Harold Price Foundation, Inc.

UNANIMOUS WRITTEN CONSENT

OF

THE MEMBERS

AMENDING THE BY-LAWS OF THE CORPORATION

The undersigned, being all of the Members of The Louis and Harold Price Foundation, Inc (the "Corporation"), resolve to amend the By-laws of the Corporation to affirm the requirement of confidentiality by Members, Trustees and Officers by adding a new Article XI at the end thereof and do by unanimous written consent in lieu of a meeting, unanimously elect and resolve to amend and restate the By-Laws of the Corporation in the form annexed hereto as Exhibit A

This Consent may be executed in any number of counterparts, each of which together shall constitute one and the same consent

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the ___ day of _____, 2009, and direct that it be filed with the minutes of the proceedings of the Members of the Corporation

_____
Linda Vitti Herbst

_____
Lisa Beshkov

_____
Bonnie Vitti

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Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . ▶ [X]
If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

Electronic Filing *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization THE LOUIS AND HAROLD PRICE FOUNDATION THE LOUIS AND HAROLD PRICE FOUNDATION	**Employer identification number** 13-6121358
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 1371 HECLA DRIVE 1371 HECLA DRIVE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions LOUISVILLE, CO 80027	

Check type of return to be filed (file a separate application for each return)

[ ]	Form 990	[ ]	Form 990-T (corporation)	[ ]	Form 4720
[ ]	Form 990-BL	[ ]	Form 990-T (sec 401(a) or 408(a) trust)	[ ]	Form 5227
[ ]	Form 990-EZ	[ ]	Form 990-T (trust other than above)	[ ]	Form 6069
[X]	Form 990-PF	[ ]	Form 1041-A	[ ]	Form 8870

The books are in the care of ▶ THE FOUNDATION

Telephone No ▶ 303 665-9201 FAX No ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2010, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2009 or
▶ [ ] tax year beginning _____, _____, and ending _____, _____

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 0.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 50,448.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)