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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

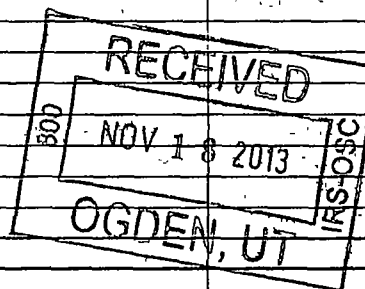
Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

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) 1371 HECLA DRIVE	Room/suite B-1	B Telephone number (see instructions) (303) 665-9201						
City or town, state, and ZIP code LOUISVILLE, CO 80027		C If exemption application is pending, check here ☐						
G Check all that apply. <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 77,311,310.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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	1,440,113.	1,440,113.		
	5a Gross rents				
	b Net rental income or (loss)	2,735,009.			
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a		2,735,009.		
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
Operating and Administrative Expenses	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) ATCH 1	-31,650.	-31,650.		
	12 Total. Add lines 1 through 11	4,143,472.	4,143,472.		
	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	13,881.	1,388.		12,493.
	16a Legal fees (attach schedule) ATCH 2	13,265.	6,633.		6,632.
	b Accounting fees (attach schedule) ATCH 3	25,072.	2,507.		22,565.
	c Other professional fees (attach schedule) *	407,507.	175,876.		231,631.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	29,540.	17,286.		12,254.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	19,456.	1,946.		17,510.
	21 Travel, conferences, and meetings	15,590.	1,559.		14,031.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6	26,427.	12,524.		13,903.	
24 Total operating and administrative expenses. Add lines 13 through 23	550,738.	219,719.		331,019.	
25 Contributions, gifts, grants paid	3,250,884.			3,250,884.	
26 Total expenses and disbursements. Add lines 24 and 25	3,801,622.	219,719.	0	3,581,903.	
27 Subtract line 26 from line 12	341,850.				
a Excess of revenue over expenses and disbursements		3,923,753.			
b Net investment income (If negative, enter -0-)					
c Adjusted net income (If negative, enter -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	52,550.	36,459.	36,459.
	2 Savings and temporary cash investments	413,819.	555,886.	555,886.
	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 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			
	10 a Investments - U.S. and state government obligations (attach schedule). **	3,198,873.	3,465,299.	3,570,015.
	b Investments - corporate stock (attach schedule) ATCH 8	32,759,933.	36,951,319.	44,978,149.
	c Investments - corporate bonds (attach schedule) ATCH 9	5,833,858.	5,860,426.	6,108,295.
	11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 10	24,675,721.	19,115,180.	19,770,471.	
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ ATCH 11)	1,000,000.	2,292,035.	2,292,035.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	67,934,754.	68,276,604.	77,311,310.	
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)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	67,934,754.	68,276,604.	
	30 Total net assets or fund balances (see instructions)	67,934,754.	68,276,604.	
31 Total liabilities and net assets/fund balances (see instructions)	67,934,754.	68,276,604.		

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	67,934,754.
2 Enter amount from Part I, line 27a	2	341,850.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	68,276,604.
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	68,276,604.

**ATCH 7

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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			(i) 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 2,735,009.
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 instructions). If (loss), enter -0- in Part I, line 8		3 0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	3,568,459.	73,864,855.	0.048311
2010	3,322,547.	70,472,250.	0.047147
2009	3,902,293.	65,840,491.	0.059269
2008	4,444,840.	81,213,223.	0.054730
2007	3,889,286.	92,886,302.	0.041871
2 Total of line 1, column (d)			2 0.251328
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 0.050266
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 73,059,415.
5 Multiply line 4 by line 3			5 3,672,405.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 39,238.
7 Add lines 5 and 6			7 3,711,643.
8 Enter qualifying distributions from Part XII, line 4			8 3,581,903.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	78,475.
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	78,475.
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	78,475.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	23,509.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	27,509.
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. ATCH 12	9	52,495.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ _____ (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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address 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		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes	☒ No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 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
ATCH 13		0	13,880.	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 14		322,605.

Total number of others receiving over \$50,000 for professional services ▶

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 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 instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	73,823,480.
b	Average of monthly cash balances	1b	348,515.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	74,171,995.
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	
3	Subtract line 2 from line 1d	3	74,171,995.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,112,580.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	73,059,415.
6	Minimum investment return. Enter 5% of line 5	6	3,652,971.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	3,652,971.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	78,475.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	78,475.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,574,496.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,574,496.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,574,496.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,581,903.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,581,903.
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 instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,581,903.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				3,574,496.
2 Undistributed income, if any, as of the end of 2012			3,463,219.	
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 3,581,903.			3,463,219.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				118,684.
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
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 instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				3,455,812.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see 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 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 15				
Total			▶ 3a	3,250,884.
b Approved for future payment ATCH 16				
Total			▶ 3b	3,845,000.

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See 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	1,440,113.
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	2,703,359.
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)				4,143,472.
13 Total. Add line 12, columns (b), (d), and (e)			13	4,143,472.

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

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

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.		

[illegible]

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

K. L. Thausen
Signature of officer or trustee

11-13-13
Date

► V.P.
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

William A. Rooney

Preparer's signature

William A. Fony, C.A.
C.

Date _____

11/13/13

Check ☐ if self-employed

PTIN

P00176367

Firm's name ► GHP HORWATH, P.C.

Firm's EIN ▶ 84-1156277

Firm's address ► 1670 BROADWAY, SUITE 3000
DENVER, CO

80202

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)	
		SEE ATTACHED STATEMENT 17 PROPERTY TYPE: SECURITIES				P	VAR 2,735,009.	VAR
TOTAL GAIN (LOSS)							<u>2,735,009.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REAL ESTATE AND OTHER INCOME	-31,650.	-31,650.
TOTALS	-31,650.	-31,650.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
KATTEN, MUCHIN, ROSENMAN	13,265.	6,633.		6,632.
TOTALS	<u>13,265.</u>	<u>6,633.</u>		<u>6,632.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GHP HORWATH	25,000.	2,500.		22,500.
OTHER ACCOUNTING FEES	72.	7.		65.
TOTALS	<u>25,072.</u>	<u>2,507.</u>		<u>22,565.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRIME, BUCHHOLZ & ASSOCIATES	64,302.	64,302.	
SAMSON	17,379.	17,379.	
GENEVA	17,531.	17,531.	
COAL CREEK CAPITAL MANAGEMENT	207,376.	20,738.	186,638.
SANDERSON	50,927.	50,927.	
ROSEMARY GUIDONE	49,992.	4,999.	44,993.
TOTALS	<u>407,507.</u>	<u>175,876.</u>	<u>231,631.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TAX WITHHELD ON FOREIGN DIV PAYROLL TAX	13,610. 5.	1,361.	12,249. 5.
INVESTMENT EXCISE TAX	15,925.	15,925.	
TOTALS	<u>29,540.</u>	<u>17,286.</u>	<u>12,254.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAL AND BANK FEES	10,980.	10,980.	1,580.
COMPUTER SUPPLIES	1,755.	175.	2,979.
DUES AND MEMBERSHIPS	3,310.	331.	5,868.
INSURANCE	6,520.	652.	642.
MISCELLANEOUS	713.	71.	1,569.
OFFICE SUPPLIES	1,743.	174.	1,265.
POSTAGE	1,406.	141.	
TOTALS	26,427.	12,524.	13,903.

The Louis and Harold Price Foundation
Form 990PF, Part II - U.S. and State Obligations

Description	Quantity	Total Cost Basis	Market Price	Market Value
FEDERAL HOME LOAN BANKS MAT 09SEP16 3 75%	180,000 00	202,430	111.96	201,526
PHLMCG POOL # G10817 MAT 01JUN13 10.619469%	1.47	0	101.11	1
PHLMCG POOL #G03686 MAT 01JAN38 5 9999856%	54,451.72	55,259	108.83	59,257
FNMA PL # 725314 GTD MTG PASS THRU MAT 01APR34 4 9999984%	161,819.57	159,834	108.95	176,302
FNMA PL # 849078 MAT 01JAN36 5 9999948%	114,247.91	115,783	110.18	125,883
FNMA PL#254548 DTD 11/01/2002 MAT 01NOV32 5 5%	66,313.24	66,116	109.90	72,880
FNMA PL#254551 DTD 09/01/2004 MAT 01SEP19 5 5%	79,446.18	79,473	108.67	86,337
FNMA PL#255770 DTD 06/01/2005 MAT 01JUN35 5 5%	114,138.81	113,764	109.28	124,729
FNMA PL#745275 DTD 01/01/2006 MAT 01FEB36 5 5%	41,028.43	41,913	108.76	44,621
FNMA POOL # 254473 MAT 01OCT17 5 5%	36,415.92	37,809	107.54	39,160
FNMA POOL # 323379 MAT 01NOV13 6%	3,635.46	3,818	101.08	3,675
FNMA POOL # 657390 MAT 01AUG17 5.5%	33,393.56	34,173	107.71	35,969
FNMA POOL # 725252 MAT 01OCT18 6%	28,204.33	29,614	106.28	29,975
FNMA POOL #725704 MAT 01AUG34 6%	49,420.21	50,045	111.70	55,202
FNMA POOL #889323 MAT 01NOV22 5 5%	104,197.57	113,168	108.34	112,886
GNMA POOL #004291 MAT 20NOV38 6 0000006%	60,807.04	66,849	111.60	67,862
GNMA POOL #004801 MAT 20SEP40 4.4999996%	143,033.38	147,994	110.57	158,158
GNMA POOL #004922 MAT 20JAN41 4 0000006%	125,974.25	133,394	109.85	138,385
GNMA POOL #005083 MAT 20JUN41 5 0000001%	86,339.55	96,133	110.44	95,352
GNMA POOL #005115 MAT 20JUL41 4 5%	66,832.23	73,975	110.00	73,513
GNMA POOL #005280 MAT 20JAN42 3 9999975%	92,485.03	99,248	108.95	100,762
GNMA POOL #005332 MAT 20MAR42 4%	77,584.09	85,063	108.95	84,528
GNMA POOL #487698 MAT 15MAR39 4 4999988%	197,293.45	201,609	109.94	216,908
GNMA POOL #MA0007 MAT 20APR27 3%	84,087.69	89,027	106.97	89,952
GOVT NATL MTGE ASSN POOL #MA0220 MAT 20JUL42 3 5%	136,644.50	148,259	108.79	148,653
GOVT NATL MTGE ASSN POOL #MA0317 MAT 20AUG42 3%	89,010.48	94,421	106.47	94,771
Pay Frqncy Monthly 5&P N/A Moody's N/A CUSIP 36179MK66	110,000.00	115,966	105.11	115,616
ONTARIO PROV CDA MAT 05FEB15 2 95%	50,000.00	49,932	100.04	50,020
PROVINCE OF ONTARIO CANADA MAT 25OCT17 1.1%	50,000.00	49,488	101.31	50,657
U S TREASURY NOTES SER V-2017 MAT 28FEB17 875%	100,000.00	108,096	108.01	108,012
HARRIS CNTY TEX ROAD REF BDS SER B MAT 01OCT21 5%	120,000.00	134,068	113.32	135,985
HOUSTON TEX CMINTY COLLEGE SYS MAT 15FEB16 5%	80,000.00	93,713	117.54	94,030
METROPOLITAN TRANSN AUTH N Y MAT 15NOV17 4%	80,000.00	88,808	114.70	91,760
MIAMI-DADE CNTY FLA SEAPORT GO REF MAT 01OCT15 4%	90,000.00	96,218	109.20	98,282
NEW JERSEY ST TRANSN TR FD AUTH MAT 15DEC19 5 25%	100,000.00	125,424	122.58	122,581
NORTH EAST TX INDEP SCHDIST MAT 01AUG18 5%	60,000.00	73,145	121.09	72,656
OHIO STATE MAT 01AUG18 5%	80,000.00	94,938	120.73	96,586
PENNSYLVANIA ST GO BDS SER MAT 01JUL18 5%	80,000.00	96,321	120.73	96,582
US and State Obligations		3,465,299		3,570,015

ATTACHMENT 7

he Louis and Harold Price Foundation
orm 990PF, Part II - Corporate Stock

Description	Quantity	Total Cost Basis	Market Price	Market Value
FFILIATED MANAGERS GROUP Ticker AMG	200 00	16,745	130 15	26,030
ILUN TECHNOLOGY INC Ticker ALGN	403 00	16,812	27 75	11,183
IMETEK INC Ticker AME	920 00	22,749	37 57	34,564
IMPHENOL CORP CLASS A Ticker APH	626 00	27,561	64 70	40,502
INSYS INC Ticker ANSS	509 00	24,668	67 34	34,276
R BARD INC NEW JERSEY Ticker BCR	140 00	12,613	97 74	13,684
H ROBINSON WORLDWIDE INC Ticker CHRW	344 00	23,124	63 22	-21,748
ATAMARAN CORP Ticker CTRX	531 00	13,683	47 10	25,010
ERNER CORP Ticker CERN	555 00	34,808	77 51	43,018
HIPOTLE MEXICAN GRILL Ticker CMG	71 00	21,037	297 46	21,120
HURCH & DWIGHT CO INC Ticker CHD	781 00	32,882	53 57	41,838
ITRIX SYSTEMS INC Ticker CTSX	450 00	24,656	65 62	29,529
LEAN HARBORS INC Ticker CLH	386 00	23,758	55 01	21,234
OACH INC Ticker COH	326 00	17,002	55 51	18,096
OGNIZANT TECH SOLUTIONS CL A Ticker CTSH	580 00	35,875	73 88	42,852
ONCHO RESOURCES INC Ticker CXO	312 00	27,230	80 56	25,135
OPART INC Ticker CPRT	954 00	19,344	29 50	28,143
RM SMALL CAP VALUE FD Ticker CRISX	79,487.39	1,586,173	20 37	1,619,158
RONBRIDGE FDS INC	124,943 15	1,440,312	12 51	1,563,039
RENTSPLY INTL INC Ticker XRAY	431 00	14,473	39 61	17,072
JFA INVNT DIMENSIONS GROUP INC Ticker DFEVX	92,010 91	2,531,268	29 84	2,745,606
ICKS SPORTING GOODS INC Ticker DKS	862 00	28,847	45 49	39,212
ODGE & COX FDS Ticker DODFX	94,435 64	2,991,404	34 64	3,271,251
AST WEST BANCORP INC Ticker EWBC	956 00	15,456	21 49	20,544
EDWARDS LIFESCIENCES CORP Ticker EW	312 00	24,304	90 17	28,133
LIOTT INTERNATIONAL LIMITED Shares Held Elsewhere	5,555 84	1,590,909	881 30	4,896,373
5 NETWORKS INC Ticker FFIV	251 00	19,625	97 15	24,385
ACTSET RESEARCH SYSTEMS INC Ticker FDS	309 00	25,555	88 06	27,211
ASTENAL CO Ticker FAST	857 00	27,037	46 65	39,979
ISERV INC Ticker FISV	404 00	23,366	79 03	31,928
MC TECHNOLOGIES INC Ticker FTI	686 00	29,869	42 83	29,381
PA CRESCENT FUND CLASS I Ticker FPACX	35,323 21	1,000,000	29 29	1,034,617
ENESEE & WYOMING INC CLASS A Ticker GWR	377 00	18,353	76 08	28,682
DEX CORPORATION Ticker IEX	524 00	19,851	46 53	24,382
DEX LABORATORIES INC Ticker IDXX	274 00	20,760	92 80	25,427
IS INC CLASS A Ticker IHS	416 00	30,997	96 00	39,936
NERCONTINENTALEXCHANGE INC Ticker ICE	211 00	23,632	123 81	26,124
NTUIT INC Ticker INTU	562 00	25,738	59 48	33,425
INCOLN ELECTRIC CO HOLDINGS Ticker LECO	430 00	13,735	48 68	20,932
XQ CORP Ticker LKQ	1,999 00	25,842	21 10	42,179
ANAGERS AMG SYSTEMATIC MID Ticker SYIMX	143,662 02	1,457,998	11 67	1,676,536
ACCORDMICK & CO INC NON-VOTING Ticker MKC	325 00	20,053	63 53	20,647
ACROS SYSTEMS INC Ticker MCRS	721 00	30,429	42 44	30,599
REILLY AUTOMOTIVE INC Ticker ORLY	467 00	29,674	89 42	41,759
ASIS PETROLEUM INC Ticker OAS	1,034 00	32,163	31 80	32,881
OIL STATES INTERNATIONAL INC Ticker OIS	395 00	23,834	71 54	28,258

ATTACHMENT 8 CONTINUED

The Louis and Harold Price Foundation
 Form 990PF, Part II - Corporate Stock Continued

Description	Quantity	Total Cost Basis	Market Price	Market Value
'ANERA BREAD CO CL A Ticker PNBA	286 00	31,120	158 83	45,425
'AREXEL INTL CORP Ticker PRXL	517 00	16,620	29 59	15,298
'ERRIGO COMPANY Ticker PRGO	310 00	32,273	104 03	32,249
'OLARIS INDS INC Ticker PII	378 00	24,686	84 15	31,809
'ANGE RESOURCES CORP Ticker RRC	337 00	20,254	62 83	21,174
'ED HAT INC Ticker RHT	550 00	22,363	52 96	29,128
'OPER INDUSTRIES INC Ticker ROP	357 00	25,010	111 48	39,798
'IGMA-ALDRICH CORP Ticker SIAL	374 00	22,973	73 58	27,519
'IGNATURE BANK Ticker SBNY	542 00	29,913	71 34	38,666
'MUCKER J M CO NEW Ticker SIM	405 00	28,779	86 24	34,927
'TERICYCLE INC Ticker SRCL	400 00	33,696	93 28	37,312
'ERADATA CORP Ticker TDC	409 00	21,217	61 89	25,313
'HORNBURG INTERNATIONAL VALUE Ticker TGVIX	94,493.28	2,361,513	28 09	2,654,316
'RACITOR SUPPLY CO Ticker TSCO	471 00	27,648	88 36	41,618
'RIMBLE NAVIGATION LTD Ticker TRMB	629 00	24,593	59 78	37,602
'JLTA SALON COSMETICS & Ticker ULTA	176 00	16,632	98 26	17,294
'JNDER ARMOUR INC CLASS A Ticker UA	418 00	23,676	48 53	20,286
'ANGUARD ENERGY FUND ADMIRAL Ticker VGELX	25,572.53	2,900,630	111 16	2,842,642
'ANGUARD INDEX TR Ticker VITSX	460,163.94	13,013,517	35 66	16,409,445
'ANGUARD REIT INDEX FUND-SIG Ticker VGRSX	86,235 34	2,042,552	24 89	2,146,398
'ARIAN MEDICAL SYSTEMS INC Ticker VAR	564 00	32,550	70 24	39,615
'NABTEC Ticker WAB	200 00	16,826	87 54	17,508
'WILLIAM BLAIR EMERGING MARKETS	180,384.22	2,666,077	13 50	2,435,187
Corporate Stock		36,951,319		44,978,149

ATTACHMENT 8

he Louis and Harold Price Foundation
orm 990PF, Part II - Corporate Bonds

Description	Quantity	Total Cost Basis	Market Price	Market Value
IB SVENSK EXPORTKREDIT MAT 30MAY17 1.75%	200,000.00	199,306	102.65	205,300
STRAZENECA PLC MAT 15SEP17 5.9%	155,000.00	188,247	121.50	188,330
BANK OF MONTREAL MAT 11JAN17 2.5%	100,000.00	102,181	104.82	104,824
BANK OF NEW YORK MELLON CORP/T MAT 23SEP21 3.55%	150,000.00	155,007	108.96	163,434
LACKROCK INC MAT 01JUN15 1.375%	90,000.00	90,087	101.56	91,404
VTL BUSINESS MACHS MAT 14SEP17 5.7%	170,000.00	179,603	120.77	205,302
PMORGAN CHASE & CO MAT 01MAR16 3.45%	150,000.00	149,728	106.20	159,302
ARGENT CORP MAT 15JUL20 3.875%	120,000.00	127,174	112.12	134,538
EMPLETON GLOBAL BOND FUND 748%	152,287.65	2,127,603	13.34	2,031,517
'ANGUARD FIXED INCOME SECS FD 318%	63,550.50	785,257	14.53	923,389
'ANGUARD BD INDEX FD INC SYMBOL VBTSX	171,411.65	1,756,233	11.09	1,900,955
Corporate Bonds		5,860,426		6,108,295

ATTACHMENT 9

The Louis and Harold Price Foundation
Form 990PF, Part II - Other Investments

Description	Quantity	Total Cost Basis	Market Price	Market Value
ALTERNATIVE INVESTMENTS Institutional	1.00	2,091,246	2,368,783 00	2,368,783
ARCHSTONE OFFSHORE FUND, LTD	15,852.68	2,000,000	176 49	2,797,914
BERENS GLOBAL VALUE FUND, LTD	5,000 00	500,000	95 04	475,413
COMMONFUND CAP INT'L PRIVATE EQUITY	1 00	531,709	702,880 00	765,917
COMMONFUND CAPITAL PRIVATE EQT FUND	1.00	898,153	1,183,089 00	1,199,350
COMMONFUND NATURAL RESOURCES VII	1.00	592,713	840,213 00	894,804
COMMONFUND NATURAL RESOURCES VIII	1.00	1,460,890	1,455,722 00	1,750,609
COMMONFUND REALTY INVESTORS FUND	1 00	2,050,512	750,376 00	462,190
LEGACY VENTURE VI	1.00	122,220	127,723 00	127,723
PARK STREET CAP NAT RES FUND V	1.00	115,020	111,975 00	111,975
SANDERSON INTERNATIONAL VALUE FUND	172,241 46	5,152,179	32 06	5,522,459
STRATEGIC COMMODITIES FUND, LTD	2,868 07	3,500,538	1,148 28	3,293,334
Other Investments		19,115,180		19,770,471

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT RECEIVABLE	1,118,736.	1,118,736.
DEFERRED LOSS ON INV. SALE	1,173,299.	1,173,299.
TOTALS	<u>2,292,035.</u>	<u>2,292,035.</u>

ATTACHMENT 12

FORM 990PF - COMPUTATION OF PENALTIES AND INTEREST

END OF FISCAL/CALENDAR YEAR	12/31/2012
DATE RETURN IS DUE IF ON EXTENSION	11/15/2013

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
LINDA VITTI-HERBST 1371 HECLA DRIVE B-1 LOUISVILLE, CO 80027	CHAIRPERSON & TRUSTEE 1.00	0	0
GEORGE ASCH 1371 HECLA DRIVE B-1 LOUISVILLE, CO 80027	TRUSTEE 1.00	0	0
BONNIE VITTI 1371 HECLA DRIVE B-1 LOUISVILLE, CO 80027	PRESIDENT & TRUSTEE 2.00	0	0
LISA BESHKOV 1371 HECLA DRIVE B-1 LOUISVILLE, CO 80027	TRUSTEE 1.00	0	0
AL OSBORNE, JR. 1371 HECLA DRIVE B-1 LOUISVILLE, CO 80027	TRUSTEE 1.00	0	0

THE LOUIS AND HAROLD PRICE FOUNDATION

13-6121358

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

ATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
KISHAWN LEUTHAUSER 1371 HECLA DRIVE B-1 LOUISVILLE, CO 80027	VICE PRESIDENT, SECRETARY, TRE 15.00	0	13,880.
		0	13,880.
	GRAND TOTALS	0	13,880.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
COAL CREEK CAPITAL MANAGEMENT, INC. 1371 HECLA DR., SUITE B-3 LOUISVILLE, CO 80027	FOUNDATION MGMNT	207,376.
PRIME, BUCHHOLZ & ASSOCIATES 25 CHESTNUT STREET PORTSMOUTH, NH 03801	INVESTMENT MGMNT	64,302.
SANDERSON ASSET MANAGEMENT 250 SOUTH WACKER DRIVE, SUITE 200 CHICAGO, IL 60606	INVESTMENT MGMNT	50,927.
TOTAL COMPENSATION		<u>322,605.</u>

The Louis and Harold Price Foundation 2012 Grants

Attachment 15

Payee Organization	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Contribution	Amount
1736 Family Crisis Center 2116 Arlington Avenue Suite 200 Los Angeles, CA 90018	None 501 (C) 3	General Support	\$10,000
A Home Within 2500 18th Street San Francisco, CA 94110	None 501 (C) 3	General Support	\$20,000
Actors Fund of America 729 Seventh Avenue 10th Floor New York, New York 10019	None 501 (C) 3	General Support	\$10,000
AIDS Project Los Angeles 3550 Wilshire Blvd. - Suite 300 Los Angeles, California	None 501 (C) 3	General Support	\$10,000
American Corporation for the Arts 6233 Hollywood Blvd. Hollywood, CA 90028	None 501 (C) 3	General Support	\$3,084
American Foundation for AIDS Research 120 Wall Street - 13th Floor New York, NY 10005-3902	None 501 (C) 3	Research support	\$5,000
American Friends of Shaare Zedek Medical Center Attn: Public Relations Dept. P.O. Box 3235 Jerusalem, ISRAEL 91031	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
American-Israeli Lighthouse, Inc. (The) 20 E. 46th Street, Suite 1401 New York, NY 10017	None 501 (C) 3	General Support	\$10,000
Anti-Defamation League of B'nai B'rith 10495 Santa Monica Boulevard Los Angeles, CA 90025-5031	None 501 (C) 3	Pacific Southwest Region	\$10,000
Aspen Hall of Fame Post Office Box 510 Aspen, Colorado 81612	None 501 (C) 3	General Support	\$2,000
Aspen Historical Society 620 West Bleeker Street Aspen, Colorado 81611	None 501 (C) 3	General Support	\$5,000
Aspen Music Festival and School 2 Music School Road Aspen, Colorado 81611	None 501 (C) 3	Endowed Fellowships and General Support	\$80,000
Aspen Valley Medical Foundation Limited P. O. Box 1639 Aspen, Colorado 81612	None 501 (C) 3	Endowment for Geriatric Medicine and General Support	\$350,000
Aspen Valley Ski & Snowboard Club 300 AVSC Drive Aspen, CO 81612	None 501 (C) 3	SnowWarriors Scholarships	\$6,000
Aspen Youth Center Post Office Box 8266 Aspen, CO 81612	None 501 (C) 3	After School Clubs	\$10,000

The Louis and Harold Price Foundation 2012 Grants

Attachment 15

Association of Small Foundations 1720 N St NW Washington, DC 20036	None 501 (C) 3	2012 Membership Dues	\$1,500
Avenues to Independence 515 Busse Highway, Suite 100 Park Ridge, Illinois 60068	None 501 (C) 3	General Support	\$75,000
Bessie's Hope P O Box 12576 Denver, CO 80212	None 501 (C) 3	Youth and Elders Program	\$5,000
Beth Hillel Day School 12326 Riverside Drive Valley Village, CA 91607	None 501 (C) 3	General Support, Financial Aid Support	\$240,000
Beyond Shelter 205 South Broadway, Suite 608 Los Angeles, CA 90012	None 501 (C) 3	General Support	\$10,000
Bienvenidos Children's Center, Inc. 205 E. Palm Street Altadena, CA 91001	None 501 (C) 3	General Support	\$5,000
Boys and Girls Club of Laguna Beach 1085 Laguna Canyon Rd. Laguna Beach, CA 92651	None 501 (C) 3	General Support	\$2,500
Buddy Program, Inc. (The) 110 East Hallam - Suite 125 Aspen, Colorado 81611	None 501 (C) 3	General Support	\$50,000
California State University, Chico College of Business Chico, CA 95929-0011	None 501 (C) 3	SAGE Program	\$10,000
Camp Max Straus c/o Jewish Big Brothers Big Sisters 6505 Wilshire Blvd. 6th Floor Los Angeles, CA 90048	None 501 (C) 3	Camp Support	\$1,000
Camp Ronald McDonald for Good Times 1954 Cotner Avenue Los Angeles, CA 90025-5602	None 501 (C) 3	General Support	\$5,000
Carnegie Hall Society, Inc. 818 Seventh Ave. New York, NY 10019	None 501 (C) 3	General Support	\$3,000
CASA of Jefferson & Gilpin Counties 100 Jefferson County Parkway Golden, CO 80419	None 501 (C) 3	General Support	\$5,000
Cedars-Sinai Medical Center 8700 Beverly Blvd PO Box 48750 Los Angeles, CA 90048-0750	None 501 (C) 3	PPRC Price Patient Fund and General Support	\$40,000
Cedars-Sinai/Teen Line 8700 Beverly Blvd PO Box 48750 Los Angeles, CA 90048-0750	None 501 (C) 3	General Support	\$5,000
Center for Legal Advocacy 455 Sherman Street, Suite 130 Denver, CO 80203-4403	None 501 (C) 3	Colorado Long-Term Care Ombudsman Program	\$5,000
Center Theatre Group 601 W Temple St.	None 501 (C) 3	General Support	\$18,000

The Louis and Harold Price Foundation 2012 Grants

Attachment 15

Los Angeles, CA 90012

Children's Aid Society 105 East 22nd Street New York, NY 10010	None 501 (C) 3	General Support	\$1,000
Childrens 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	Los Angeles Project	\$7,500
City Center 130 West 56th Street New York, New York 10019	None 501 (C) 3	General Support	\$10,000
City Harvest, Inc. 159 West 25th Street - 10th Floor New York, NY 10001-7203	None 501 (C) 3	General Support	\$20,000
Colorado Music Festival 900 Baseline Road Cottage 100 Boulder, Colorado 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, New York 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	\$15,000
Denver Foundation 55 Madison Street Denver, CO 80206	None 501 (C) 3	Colorado Fire Relief Fund 2012	\$5,000
Denver Rescue Mission 3501 E. 46th Avenue Denver, CO 80216	None 501 (C) 3	Champa House Support	\$25,000
Downtown Women's Center 442 South San Pedro Street Los Angeles, CA 90013	None 501 (C) 3	General Support	\$5,000
Education Pioneers Inc. 523 West 6th Street, #374 Los Angeles, CA 90014	None 501 (C) 3	Fellowship Program Support	\$15,000
Elizabeth Glaser Pediatric AIDS Foundation 1140 Connecticut Avenue, NW Suite 200 Washington, DC 20036	None 501 (C) 3	General Support	\$10,000
English in Action P.O. Box 4856 Basalt, CO 81612	None 501 (C) 3	General Support	\$12,000
Ethical Culture Fieldston School 33 Central Park West	None 501 (C) 3	General Support	\$5,000

The Louis and Harold Price Foundation 2012 Grants

Attachment 15

New York, NY 10023

Exceptional Children's Foundation 8740 Washington Blvd. Culver City, CA 90232	None 501 (C) 3	General Support	\$10,000
Food Bank for NYC 39 Broadway, 10th Floor New York, NY 10006	None 501 (C) 3	General Support	\$105,000
Foodbank of the Rockies 10975 E. 47th Avenue Denver, CO 80329	None 501 (C) 3	General Support	\$10,000
Fresh Start Surgical Gifts 351 Santa Fe Drive, Suite 210 Encinitas, CA 92024	None 501 (C) 3	Support of one surgery weekend	\$20,000
Friends of Golf 1800 Century Park, Suite 1600 Los Angeles, CA 90067	None 501 (C) 3	General Support	\$1,500
Friendly Hand Foundation 347 South Normandie Avenue Los Angeles, CA 90020	None 501 (C) 3	General Support	\$2,500
Grandparents as Parents, Inc. 22048 Sherman Way, Suite 217 Canoga Park, CA 91303	None 501 (C) 3	General Support	\$10,000
Harvard-Westlake School 3700 Coldwater Canyon Studio City, CA 91604	None 501 (C) 3	Thomas Hudnut Scholar Endowed Fund	\$5,000
Henry Street Settlement 888 East 6th Street New York, NY 10009	None 501 (C) 3	General Support	\$2,000
Hope House of Colorado P O. Box 740568 Arvada, CO 80006	None 501 (C) 3	General Support	\$10,000
Horace Mann School 231 West 246th Street Riverdale, NY 10471	None 501 (C) 3	General Support	\$2,000
I Have A Dream Foundation of Boulder County 1630 N. 63rd Street Suite #6 Boulder, Colorado 80301	None 501 (C) 3	General Support	\$5,000
Imaginel Foundation 1400 Dixon Street Lafayette, CO 80026-2790	None 501 (C) 3	General Support	\$5,000
Independence Pass Foundation P O B. 1700 Aspen, Colorado 81612	None 501 (C) 3	General Support	\$6,000
InnovAge Home Care 5840 East Evans Avenue Denver, CO 80222	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	\$13,000
Jefferson Academy PTO 9955 Yarrow Street Broomfield, CO 80021	None 501 (C) 3	General Support	\$7,000

The Louis and Harold Price Foundation 2012 Grants

Attachment 15

Jewish Family Services of Los Angeles 3580 Wilshire Boulevard, Seventh Floor Los Angeles, CA 90010	None 501 (C) 3	General Support	\$10,000
Jewish Federation of Greater Los Angeles 5700 Wilshire Boulevard - Suite 2815 Los Angeles, CA 90036	None 501 (C) 3	Various Program Support	\$225,000
Jewish Foundation for the Righteous 305 Seventh Avenue - 19th Floor New York, NY 10001-6008	None 501 (C) 3	General Support	\$40,000
Junior Blind of America 5300 Angeles Vista Blvd. Los Angeles, CA 90043	None 501 (C) 3	General Support	\$5,000
Kids In Need of Dentistry 2465 South Downing Street Denver, CO 80210	None 501 (C) 3	General Support	\$2,000
Lake Casitas Rowing Association PO Box 74 Oak View, CA 93022	None 501 (C) 3	General Support	\$8,000
Leo Baeck Temple 1300 N. Sepulveda Boulevard Los Angeles, CA 90049	None 501 (C) 3	Preschool and General Support	\$87,000
Life for Mothers 207 West 25th 10th Floor New York, NY 10019	None 501 (C) 3	General Support	\$25,000
Lincoln Center for the Performing Arts 70 Lincoln Center Plaza - 9th Floor New York, NY 10023	None 501 (C) 3	General Support	\$8,000
Los Angeles County Museum of Art 5905 Wilshire Boulevard Los Angeles, CA 90036	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 Opera 135 North Grand Avenue Los Angeles, CA 90012	None 501 (C) 3	General Support	\$25,000
Los Angeles Police Memorial Foundation 1880 Academy Drive Los Angeles, CA 90012	None 501 (C) 3	General Support	\$1,500
Los Angeles Regional Foodbank 1734 East 41st Street Los Angeles, CA 90058-1502	None 501 (C) 3	General Support	\$75,000
Meals on Wheels of West Los Angeles 900 Hilgard Avenue Los Angeles, CA 90024	None 501 (C) 3	General Support	\$10,000
Meals on Wheels, Denver / Volunteers of America 2660 Larimer Street Denver, CO 80205	None 501 (C) 3	General Support	\$10,000

The Louis and Harold Price Foundation 2012 Grants

Attachment 15

Montefiore Medical Center 111 East 210th Street Bronx, NY 10467-2490	None 501 (C) 3	General Support	\$15,000
Morningside-Westside Bulletin 345 West 85th Street - #31 New York, NY 10024	None 501 (C) 3	General Support	\$10,000
Mount Sinai Medical Center One Gustave L. Levy Place New York, NY 10029-2574	None 501 (C) 3	General Support	\$2,500
Mountain Rescue-Aspen, Inc. 630 West Main Street Aspen, Colorado 81611	None 501 (C) 3	General Support	\$500
Natural Resources Defense Council 40 West 20th Street New York, New York 10011	None 501 (C) 3	General Support	\$50,000
New York Weill Cornell Medical Center 525 East 68th Street New York, NY 10021	None 501 (C) 3	General Support	\$7,500
OPCC 1453 16th Street Santa Monica, CA 90404	None 501 (C) 3	Sojourn Services for Battered Women & Their Children	\$15,000
Opera Colorado 695 S. Colorado Boulevard Suite 20 Denver, Colorado 80246	None 501 (C) 3	General Support	\$2,000
Para Los Ninos 845 East 6th Street Los Angeles, California 90021	None 501 (C) 3	General Support	\$5,000
PAWS/LA 7315 Santa Monica Boulevard West Hollywood, California 90046	None 501 (C) 3	General Support	\$2,000
Performing Arts Center of LA County 135 North Grand Avenue Los Angeles, CA 90012	None 501 (C) 3	General Support and Education Division	\$14,100
Philanthropy Northwest 2101 Fourth Avenue Seattle, WA 98121-2357	None 501 (C) 3	Membership Dues	\$250
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, Colorado 81611	None 501 (C) 3	General Support	\$3,000
Planned Parenthood Federation of America 434 West 33rd Street New York, NY 10001	None 501 (C) 3	General Support	\$10,000
Planned Parenthood of the Rocky Mountains 7155 E. 38th Avenue Denver, Colorado 80207-1630	None 501 (C) 3	Glenwood Springs Health Center	\$5,000
Population Connection 2120 L Street NW Suite 500 Washington, D.C. 20037	None 501 (C) 3	General Support	\$10,000

The Louis and Harold Price Foundation 2012 Grants

Attachment 15

Project Dignity 12020 Chapman Ave , PMB #257 Garden Grove, CA 92840	None 501 (C) 3	General Support	\$2,500
RESPONSE Help for Battered Women Post Office Box 1340 Aspen, Colorado 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, Colorado 81611	None 501 (C) 3	General Support	\$2,500
Rocky Mountain PBS - KRMA Channel 6 1089 Bannock St. Denver, CO 80204	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
Saban Free Clinic 8405 Beverly Boulevard Los Angeles, CA 90048-3476	None 501 (C) 3	General Support	\$20,000
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, Colorado 80304	None 501 (C) 3	General Support	\$15,000
Salvation Army (The) Southern California Divisional headquarters 900 W. James M Wood Blvd. Los Angeles, CA 90015-0899	None 501 (C) 3	South Los Angeles Center Afterschool Programming	\$15,000
School on Wheels P.O. Box 2283 Malibu, CA 90265	None 501 (C) 3	General Support	\$25,000
Senior Gleaners 1951 Bell Ave. Sacramento, CA 95838	None 501 (C) 3	General Support	\$25,000
Shining Stars Foundation P O Box 730 Tabernash, CO 80478	None 501 (C) 3	General Support	\$5,000
The Smile Train 41 Madison Avenue 28th Floor New York, NY 10010	None 501 (C) 3	General Support	\$10,000
Solomon R. Guggenheim Foundation 1071 Fifth Avenue New York, NY 10128	None 501 (C) 3	General Support	\$10,000
Southern Poverty Law Center Inc. 400 Washington Avenue Montgomery, Alabama 36104	None 501 (C) 3	General Support	\$55,000
St. Cecelia Church 1 Wilus Way Iselin, New Jersey 08830	None 501 (C) 3	General Support	\$5,000
St. Jude Children's Research Hospital	None	General Support	\$5,000

The Louis and Harold Price Foundation 2012 Grants

Attachment 15

501 St Jude Place Memphis, TN 38105	501 (C) 3		
Stanford University 380 Panama Mall Terman Engineering Center, #411 Stanford, CA 94305-4026	None 501 (C) 3	School of Business and Men's Rowing Program	\$10,000
Susan G. Komen for the Cure Headquarters 5005 LBJ Freeway Suite 250 Dallas, Texas 75244	None 501 (C) 3	Support of Aspen, CO Affiliate	\$5,000
Teach for America Inc. 315 W. 36th Street 6th Floor New York, NY 10018	None 501 (C) 3	General Support	\$10,000
Temple Beth Hillel 12326 Riverside Drive Valley Village, CA 91607	None 501 (C) 3	Support of Beth Hillel Day School and General Support	\$135,000
Tennyson Center for Children 2950 Tennyson Street Denver, CO 80212-3029	None 501 (C) 3	General Support	\$15,000
University of California Los Angeles Foundation UCLA Wilshire Center 10920 Wilshire Boulevard, Suite 900 Los Angeles, California 90024-6519	None 501 (C) 3	Various Programs	\$168,450
Union for Reform Judaism 633 Third Avenue New York, NY 10017-6778	None 501 (C) 3	Hurricane Relief	\$100,000
Union Settlement Association 237 East 104th Street New York, New York 10029	None 501 (C) 3	General Support	\$7,500
University of Colorado at Boulder University of Colorado Foundation 4740 Walnut Street Boulder, CO 80301	None 501 (C) 3	Various Programs	\$181,000
University of Colorado at Denver / Health Sciences Ctr 4200 East Ninth Avenue, B137 Denver, CO 80262	None 501 (C) 3	Center for Bioethics and Humanities	\$35,000
Urban Peak 730 21st Street Denver, CO 80205	None 501 (C) 3	General Support	\$10,000
Vision of Children Foundation 11975 El Camino Real San Diego, CA 92130	None 501 (C) 3	Project VisionAid	\$5,000
Visiting Nurse Association and Hospice of Southern CA 150 West First Street Suite 270 Claremont, CA 91711	None 501 (C) 3	"Take the Afternoon Off" Respite Care Program	\$15,000
Wake Forest University Babcock Graduate School of Management Box 7659 Winston-Salem, NC 27109-7659	None 501 (C) 3	Summer Internship Program	\$20,000
Westminster Schools Inc. 1424 W. Paces Ferry Road NW Atlanta, GA 30327	None 501 (C) 3	General Support	\$5,000
Workshop In Business Opportunities 55 Exchange Place New York, New York 10005	None 501 (C) 3	General Support	\$55,000

The Louis and Harold Price Foundation 2012 Grants

Attachment 15

Wright Institute Los Angeles	None	Student Scholarship and Patient Fee Support	\$125,000
9911 West Pico Boulevard - Suite 720	501 (C) 3		
Los Angeles, CA 90035-2720			
YMCA of Metropolitan Los Angeles	None	Kids-To-Camp	\$5,000
625 South New Hampshire Avenue	501 (C) 3		
Los Angeles, CA 90005-1371			
			\$3,250,884

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASPEN MUSIC FESTIVAL AND SCHOOL 2 MUSIC SCHOOL ROAD ASPEN, CO 81611	NONE	501(C)(3)	THREE FELLOWSHIPS	450,000.
ASPEN VALLEY MEDICAL FOUNDATION PO BOX 1639 ASPEN, CO 81612	NONE	501(C)(3)	ENDOWMENT FOR GERIATRIC MEDICINE	900,000.
LOS ANGELES OPERA 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE	501(C)(3)	EDUCATION PROGRAMS FOR YOUTH & SENIORS	50,000.
UNIVERSITY OF CALIFORNIA LOS ANGELES ANDERSON SCHOOL 110 WESTWOOD PLAZA SUITE C3205 BOX 951481 LOS ANGELES, CA 90095-1481	NONE	501(C)(3)	PRICE CENTER OPERATIONS	2,400,000.
UNIVERSITY OF COLORADO AT BOULDER/ IECF 4740 WALNUT STREET BOULDER, CO 80301	NONE	501(C)(3)	GUARDIAN SCHOLARS PROGRAM	45,000.
TOTAL CONTRIBUTIONS APPROVED				<u>3,845,000.</u>

**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.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

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 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 2011 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 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	2,735,009.
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 2011 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	2,735,009.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

		(1) Beneficiaries' (see instr.)	(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		2,735,009.
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		2,735,009.

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 ()

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** in 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 **Schedule D Tax Worksheet** in 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 **Schedule D Tax Worksheet** in 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 \$2,400	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 2012 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 2012 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	

Schedule D (Form 1041) 2012

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

Description	Date Acquired	Date Sold	Gain/(Loss)
Alternative International	Various	Various	(241,600)
Alternative Investments International	Various	Various	112,343
Archstone Equity Strategies Fund	Various	Various	267,896
Citibank Checking	Various	Various	9,514
Commonfund Cap Int'l Partners VI	Various	Various	14,435
Commonfund Nat Res VII	Various	Various	20,036
Commonfund Nat Res VIII	Various	Various	55,063
Commonfund Private Eq Partners VII	Various	Various	32,298
CRM Small Cap Value Fund	Various	Various	(37,248)
D E. Master Blenders	Various	Various	322,978
D.E. Master Blenders	Various	Various	603,769
DFA Emerging Markets	Various	Various	31,563
Elliot International	Various	Various	582,675
Geneva Mid Cap Growth Fund	Various	Various	115,683
Hillshire Farms	Various	Various	143,821
Ironbridge FDS Inc.	Various	Various	38,862
Legacy Venture	Various	Various	1,071
Samson	Various	Various	1,309
Sanderson Int'l Value Fund	Various	Various	83,111
Systematic Mid Cap	Various	Various	51,770
Vanguard Energy Fund	Various	Various	11,648
Vanguard Index Tr Total Stk Mkt	Various	Various	510,735
Vanguard Short Term Corporate	Various	Various	3,277
			<u>2,735,009</u>

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

▶ **File a separate application for each return.**If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions.

THE LOUIS AND HAROLD PRICE FOUNDATION

Employer identification number (EIN) or

13-6121358

Number, street, and room or suite no. If a P O box, see instructions.

1371 HECLA DRIVE

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

LOUISVILLE, CO 80027

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 1 ☐ 2 ☐ 3 ☐ 4

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

• The books are in the care of ▶ THE FOUNDATIONTelephone 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 is for.1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for.▶ ☒ calendar year 2012 or▶ ☐ tax year beginning , 20 , and ending , 20 .2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	32,992.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	28,992.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	4,000.

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. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE LOUIS AND HAROLD PRICE FOUNDATION	13-6121358
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1371 HECLA DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	LOUISVILLE, CO 80027	

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

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

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

- The books are in the care of **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 is for.
- 1 I request an additional 3-month extension of time until **11/15, 2013**.
- 5 For calendar year **2012**, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension **ADDITIONAL TIME IS NECESSARY TO GATHER INFORMATION IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.**

8a 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.	8a \$	32,992.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	32,992.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification must be completed for Part II only.

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

Signature _____ Title _____ Date _____