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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 **DEC 1, 2012**, and ending **NOV 30, 2013**

Name of foundation

**THE PRICE FAMILY FOUNDATION
C/O MICHAEL F. PRICE**

A Employer identification number

22-3483367

Number and street (or P O box number if mail is not delivered to street address)

1180 LARGER CROSS ROAD

Room/suite

B Telephone number

(973) 921-2210

City or town, state, and ZIP code

FAR HILLS, NJ 07931C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE 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)

\$ 20,741,090. (Part I, column (d) must be on cash basis.)J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

| | | | | | |
|---------------------------------------|--|-------------|------------|-----|-------------|
| Revenue | 1 Contributions, gifts, grants, etc., received | 11,608,875. | | N/A | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 509. | 509. | | STATEMENT 2 |
| | 4 Dividends and interest from securities | 538,278. | 538,278. | | STATEMENT 3 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 1,356,747. | | | STATEMENT 1 |
| | b Gross sales price for all assets on line 6a | 7,103,239. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 4,854,272. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| Operating and Administrative Expenses | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | 48,908. | 32,175. | | STATEMENT 4 |
| | 12 Total. Add lines 1 through 11 | 13,553,317. | 5,425,234. | | |
| | 13 Compensation of officers, directors, trustees, etc | 25,000. | 0. | | 0. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | 4,965. | 0. | | 0. |
| | 16a Legal fees | | | | |
| | b Accounting fees | 20,775. | 0. | | 0. |
| | c Other professional fees | | | | |
| | 17 Interest | | | | |
| | 18 Taxes | 20,413. | 6,519. | | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | 24,960. | 0. | | 24,960. |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses | 332,366. | 171,449. | | 160,917. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 428,479. | 177,968. | | 185,877. |
| | 25 Contributions, gifts, grants paid | 12,944,028. | | | 12,944,028. |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 13,372,507. | 177,968. | | 13,129,905. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | 180,810. | | | |
| | b Net investment income (if negative, enter -0-) | | 5,247,266. | | |
| | c Adjusted net income (if negative, enter -0-) | | | N/A | |

233501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

SCANNED MAY 06 2014

THE PRICE FAMILY FOUNDATION

C/O MICHAEL F. PRICE

22-3483367

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Part II Balance Sheets

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

| | | Beginning of year | End of year | |
|---|--|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 732,999. | 2,170,379. | 2,170,379. |
| | 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 | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock STMT 9 | 914,329. | 717,427. | 1,479,333. |
| | c Investments - corporate bonds | | | |
| Liabilities | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 10 | 12,574,306. | 13,272,382. | 17,091,378. |
| | 14 Land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 15 Other assets (describe ▶) | | | |
| | 16 Total assets (to be completed by all filers) | 14,221,634. | 16,160,188. | 20,741,090. |
| | 17 Accounts payable and accrued expenses | | 66,507. | |
| | 18 Grants payable | | | |
| Net Assets or Fund Balances | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶) | | | |
| | 23 Total liabilities (add lines 17 through 22) | 0. | 66,507. | |
| 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. <input checked="" type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 14,221,634. | 16,093,681. | |
| | 30 Total net assets or fund balances | 14,221,634. | 16,093,681. | |
| 31 Total liabilities and net assets/fund balances | 14,221,634. | 16,160,188. | | |

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 | 14,221,634. |
| 2 Enter amount from Part I, line 27a | 2 | 180,810. |
| 3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8 | 3 | 1,691,237. |
| 4 Add lines 1, 2, and 3 | 4 | 16,093,681. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 16,093,681. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|---|---|
| 1a | | | |
| b SEE ATTACHED STATEMENTS | | | |
| c | | | |
| d | | | |
| e | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e 7,103,239. | | 3,607,602. | 4,854,272. |
| 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 | | | 4,854,272. |
| 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 4,854,272. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 | | | 3 N/A |

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

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

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

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

☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|--|--|---|
| 2011 | 7,131,639. | 18,053,455. | .395029 |
| 2010 | 4,628,596. | 22,796,129. | .203043 |
| 2009 | 2,230,038. | 21,983,055. | .101443 |
| 2008 | 4,674,194. | 16,536,215. | .282664 |
| 2007 | 6,279,353. | 23,769,280. | .264179 |
| 2 Total of line 1, column (d) | | | 2 1.246358 |
| 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 .249272 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | | | 4 19,917,911. |
| 5 Multiply line 4 by line 3 | | | 5 4,964,978. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 52,473. |
| 7 Add lines 5 and 6 | | | 7 5,017,451. |
| 8 Enter qualifying distributions from Part XII, line 4 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. | | | 8 13,129,905. |

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 52,473. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 52,473. |
| 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 | 52,473. |
| 6 Credits/Payments: | | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 18,234. | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 18,234. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 | 34,239. | |
| 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 <input type="checkbox"/> Refunded <input type="checkbox"/> | 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 definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. $\$$ 0. (2) On foundation managers. $\$$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. $\$$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | X | |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | X | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV. | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) NONE | | |
| 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 SEE STATEMENT 11 | | 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 |

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THE PRICE FAMILY FOUNDATION

C/O MICHAEL F. PRICE

22-3483367

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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? Website address N/A | 13 | X | |
| 14 | The books are in care of MICHAEL F. PRICE Telephone no. 212-679-1007 Located at C/O MFP INVESTORS, 667 MADISON AVE., NEW YORK, NY ZIP+4 10065 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year | 15 | N/A | |
| 16 | At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country | 16 | Yes | No |
| | | | | 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here | N/A | |
| 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? | | 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(i)(3) or 4942(i)(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? If "Yes," list the years | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) | N/A | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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.) | | X |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | | X |

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|------------------------|---|---|---|---------------------------------------|
| MICHAEL F. PRICE | MANAGER | | | |
| 20 EAST 78TH STREET | | | | |
| NEW YORK, NY 10075 | 0.00 | 0. | 0. | 0. |
| JORDAN PRICE EHMANN | TRUSTEE | | | |
| PO BOX 307 | AS REQUIRED | | | |
| POTTERSVILLE, NJ 07979 | 0.00 | 25,000. | 0. | 0. |
| CLAUDIA FORBES | TRUSTEE | | | |
| 31635 CANYON CIRCLE | | | | |
| EVERGREEN, CO 80439 | 0.00 | 0. | 0. | 0. |
| JENNIFER C. PRICE | TRUSTEE | | | |
| 20 EAST 78TH STREET | | | | |
| NEW YORK, NY 10075 | 0.00 | 0. | 0. | 0. |

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| JOANNE DUHL 164 WHITE PINE DRIVE, WAITSFIELD, VT 05623 | CONSULTANT | 128,000. |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

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

1

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 | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

| | Amount |
|--|--------|
| 1 N/A | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| 3 All other program-related investments. See instructions. | |
| | |
| | |
| | |

Total. Add lines 1 through 3

0.

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

| | | |
|---|----|-------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a Average monthly fair market value of securities | 1a | 2,452,066. |
| b Average of monthly cash balances | 1b | 1,498,742. |
| c Fair market value of all other assets | 1c | 16,270,421. |
| d Total (add lines 1a, b, and c) | 1d | 20,221,229. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 Subtract line 2 from line 1d | 3 | 20,221,229. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 303,318. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 19,917,911. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 995,896. |

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 | 995,896. |
| 2a Tax on investment income for 2012 from Part VI, line 5 | 2a | 52,473. |
| b Income tax for 2012. (This does not include the tax from Part VI.) | 2b | 77,464. |
| c Add lines 2a and 2b | 2c | 129,937. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 865,959. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 Add lines 3 and 4 | 5 | 865,959. |
| 6 Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 865,959. |

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 | 13,129,905. |
| b Program-related investments - total from Part IX-B | 1b | 0. |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 Amounts set aside for specific charitable projects that satisfy the: | | |
| a Suitability test (prior IRS approval required) | 3a | |
| b Cash distribution test (attach the required schedule) | 3b | |
| 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 13,129,905. |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 52,473. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 13,077,432. |

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.

Form 990-PF (2012)

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 | | | | 865,959. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 | 6,310,100. | | | |
| b From 2008 | 4,687,784. | | | |
| c From 2009 | 2,230,038. | | | |
| d From 2010 | 4,628,596. | | | |
| e From 2011 | 7,138,418. | | | |
| f Total of lines 3a through e | 24,994,936. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 13,129,905. | | | | |
| a Applied to 2011, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) ** | 13,129,905. | | | |
| d Applied to 2012 distributable amount | | | | 0. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) | 865,959. | | | 865,959. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 37,258,882. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 | 5,444,141. | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 31,814,741. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | 4,687,784. | | | |
| b Excess from 2009 | 2,230,038. | | | |
| c Excess from 2010 | 4,628,596. | | | |
| d Excess from 2011 | 7,138,418. | | | |
| e Excess from 2012 | 13,129,905. | | | |

N/A

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

☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]

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

THE PRICE FAMILY FOUNDATION

C/O MICHAEL F. PRICE

22-3483367 Page 11

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

| Recipient | 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 |
|--|--|--------------------------------------|-------------------------------------|-------------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| ALBERT EINSTEIN COLLEGE OF MEDICINE 500 WEST 185TH STREET, BH 725 NEW YORK, NY 10033 | NONE | IRC S. 501(A) | GENERAL USE | 427,194. |
| BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL, MA 02467 | NONE | IRC S. 501(A) | GENERAL USE | 180,000. |
| CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022 | NONE | IRC S. 501(A) | GENERAL USE | 38,000. |
| CONVENT OF THE SACRED HEART 1 EAST 91ST STREET NEW YORK, NY 10128 | NONE | IRC S. 501(A) | GENERAL USE | 750,000. |
| CYSTIC FIBROSIS 6931 ARLINGTON ROAD BETHESDA, MD 20814 | NONE | IRC S. 501(A) | GENERAL USE | 30,500. |
| Total SEE CONTINUATION SHEET(S) ▶ 3a | | | | 12,944,028. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | | 0 |

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

THE PRICE FAMILY FOUNDATION
C/O MICHAEL F. PRICE

Employer identification number

22-3483367

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE PRICE FAMILY FOUNDATION

C/O MICHAEL F. PRICE

Employer identification number

22-3483367

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---|----------------------------|--|
| 1 | MICHAEL F. PRICE 20 EAST 78TH STREET NEW YORK, NY 10075 | \$ 5,500,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 2 | MICHAEL F. PRICE 20 EAST 78TH STREET NEW YORK, NY 10075 | \$ 995,914. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 3 | MICHAEL F. PRICE 20 EAST 78TH STREET NEW YORK, NY 10075 | \$ 408,275. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 4 | MICHAEL F. PRICE 20 EAST 78TH STREET NEW YORK, NY 10075 | \$ 530,923. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 5 | MICHAEL F. PRICE 20 EAST 78TH STREET NEW YORK, NY 10075 | \$ 842,587. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 6 | MICHAEL F. PRICE 20 EAST 78TH STREET NEW YORK, NY 10075 | \$ 1,387,278. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

Name of organization

THE PRICE FAMILY FOUNDATION
C/O MICHAEL F. PRICE

Employer identification number

22-3483367

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---|----------------------------|--|
| 7 | MICHAEL F. PRICE 20 EAST 78TH STREET NEW YORK, NY 10075 | \$ 182,568. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 8 | MICHAEL F. PRICE 20 EAST 78TH STREET NEW YORK, NY 10075 | \$ 1,761,329. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

Name of organization

Employer identification number

THE PRICE FAMILY FOUNDATION
C/O MICHAEL F. PRICE

22-3483367**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|------------------------------|--|--|----------------------|
| <u>2</u> | <u>69,736 SHS SMURFIT KAPPA PLC DUBLIN</u> _____ _____ _____ | \$ <u>995,914.</u> | <u>01/30/13</u> |
| <u>3</u> | <u>49,440 SHS JZ CAPITAL PARTNERS LTD</u> _____ _____ _____ | \$ <u>408,275.</u> | <u>04/11/13</u> |
| <u>4</u> | <u>25,000 SHS GENERAL ELECTRIC CO</u> _____ _____ _____ | \$ <u>530,923.</u> | <u>04/22/13</u> |
| <u>5</u> | <u>10,000 SHS JOHNSON & JOHNSON</u> _____ _____ _____ | \$ <u>842,587.</u> | <u>04/22/13</u> |
| <u>6</u> | <u>45,000 SHS PFIZER INC</u> _____ _____ _____ | \$ <u>1,387,278.</u> | <u>04/22/13</u> |
| <u>7</u> | <u>18,484 SHS RUTHS HOSPITALITY GROUP INC</u> _____ _____ _____ | \$ <u>182,568.</u> | <u>04/22/13</u> |

Employer identification number

22-3483367

[illegible]

Name of organization

Employer identification number

THE PRICE FAMILY FOUNDATION**C/O MICHAEL F. PRICE****22-3483367****Part III**

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

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

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|---|-----------------|--|
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--------------------------------|--|--------------------------------------|----------------------------------|
| 1a | 22,027 BANK OF AMERICA | D | 03/04/09 | 04/22/13 |
| b | 25,000 GENERAL ELECTRIC | D | 08/10/11 | 04/22/13 |
| c | 5,000 JOHNSON & JOHNSON | D | 01/01/08 | 04/22/13 |
| d | 25,000 PFIZER | D | 08/09/11 | 04/22/13 |
| e | 5,000 JOHNSON & JOHNSON | D | 06/30/07 | 04/22/13 |
| f | 10,000 PFIZER | D | 11/30/05 | 04/22/13 |
| g | 5,000 PFIZER | D | 10/31/05 | 04/22/13 |
| h | 2,000 PFIZER | D | 11/30/04 | 04/22/13 |
| i | 3,000 PFIZER | D | 10/31/04 | 04/22/13 |
| j | 18,000 RUTHS HOSPITALITY GROUP | D | 12/31/09 | 05/02/13 |
| k | 7,235 UBIQUITI NETWORKS INC | D | 03/02/10 | 05/31/13 |
| l | 11,454 CITIGROUP | D | 03/30/09 | 06/06/13 |
| m | 484 RUTHS HOSPITALITY GROUP | D | 12/31/09 | 06/28/13 |
| n | 24,736 SMURFIT KAPPA | D | 06/26/08 | 07/01/13 |
| o | 40,000 SMURFIT KAPPA | D | 06/26/08 | 07/02/13 |

| (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 | 255,648. | | 58,471. | 197,177. |
| b | 530,923. | | 385,650. | 145,273. |
| c | 422,487. | | 249,155. | 173,332. |
| d | 770,628. | | 423,428. | 347,200. |
| e | 421,088. | | 246,003. | 175,085. |
| f | 307,174. | | 215,900. | 91,274. |
| g | 153,587. | | 110,000. | 43,587. |
| h | 61,435. | | 55,780. | 5,655. |
| i | 92,152. | | 83,580. | 8,572. |
| j | 182,568. | | 8,445. | 174,123. |
| k | 147,175. | | 21,343. | 125,832. |
| l | 593,618. | | 78,656. | 514,962. |
| m | 5,575. | | 227. | 5,348. |
| n | 375,975. | | 137,037. | 238,938. |
| o | 640,740. | | 221,600. | 419,140. |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | 197,177. |
| b | | | 145,273. |
| c | | | 173,332. |
| d | | | 347,200. |
| e | | | 175,085. |
| f | | | 91,274. |
| g | | | 43,587. |
| h | | | 5,655. |
| i | | | 8,572. |
| j | | | 174,123. |
| k | | | 125,832. |
| l | | | 514,962. |
| m | | | 5,348. |
| n | | | 238,938. |
| o | | | 419,140. |

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

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 | 5,000 SMURFIT KAPPA | D | 06/26/08 | 07/03/13 |
| b | 20,000 BANK OF AMERICA | P | 12/01/09 | 11/25/13 |
| c | 66,869 T-MOBILE | D | 12/31/06 | 11/25/13 |
| d | BAIN CAPITAL VIII COINVEST FD | P | VARIOUS | 12/31/12 |
| e | BAIN CAPITAL IX COINVEST FD | P | VARIOUS | 12/31/12 |
| f | BAIN CAPITAL (OSI) IX COINVEST | P | VARIOUS | 12/31/12 |
| g | MFP PARTNERS L.P. | P | VARIOUS | 12/31/12 |
| h | MFP PARTNERS L.P. | P | VARIOUS | 12/31/12 |
| i | PENNANT ONSHORE PARTNERS | P | VARIOUS | 12/31/12 |
| j | PENNANT ONSHORE PARTNERS | P | VARIOUS | 12/31/12 |
| k | STADIUM CAPITAL PARTNERS | P | VARIOUS | 12/31/12 |
| l | STADIUM CAPITAL PARTNERS | P | VARIOUS | 12/31/12 |
| m | REBOUND PARTNERS L.P. | P | VARIOUS | 12/31/12 |
| n | REBOUND PARTNERS L.P. | P | VARIOUS | 12/31/12 |
| o | | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 83,438. | | 27,700. | 55,738. |
| b 303,727. | | 300,000. | 3,727. |
| c 1,755,301. | | 984,627. | 770,674. |
| d | | | 112,114. |
| e | | | 12,304. |
| f | | | 24. |
| g | | | <14,159.> |
| h | | | 223,015. |
| i | | | 82,277. |
| j | | | 677,669. |
| k | | | 50,007. |
| l | | | 66,357. |
| m | | | 74,619. |
| n | | | 74,408. |
| o | | | |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | 55,738. |
| b | | | 3,727. |
| c | | | 770,674. |
| d | | | 112,114. |
| e | | | 12,304. |
| f | | | 24. |
| g | | | <14,159.> |
| h | | | 223,015. |
| i | | | 82,277. |
| j | | | 677,669. |
| k | | | 50,007. |
| l | | | 66,357. |
| m | | | 74,619. |
| n | | | 74,408. |
| o | | | |

| | | |
|---|---|------------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } | 2 | 4,854,272. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | 3 | N/A |

**THE PRICE FAMILY FOUNDATION
C/O MICHAEL F. PRICE**

22-3483367

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|--------------------|
| EAST HARLEM TUTORIAL PROGRAM 2050 SECOND AVENUE NEW YORK, NY 10029 | NONE | IRC S. 501(A) | GENERAL USE | 112,500. |
| FIDELITY CHARITABLE GIFT FUND P.O. BOX 770001 CINCINNATI, OH 45277 | NONE | IRC S. 501(A) | GENERAL USE | 50,000. |
| FRIENDS OF THE CHILDREN NEW YORK 218 WEST 113TH STREET NEW YORK, NY 10026 | NONE | IRC S. 501(A) | GENERAL USE | 163,750. |
| GOOD SHEPHERD SERVICES 305 SEVENTH AVENUE 9TH FLOOR NEW YORK, NY 10001 | NONE | IRC S. 501(A) | GENERAL USE | 177,472. |
| GREAT INVESTORS' BEST IDEAS FOUNDATION 1901 N. AKARD ST. DALLAS, TX 75201 | NONE | IRC S. 501(A) | GENERAL USE | 5,000. |
| JAZZ AT LINCOLN CENTER 3 COLUMBUS CIRCLE 12TH FLOOR NEW YORK, NY 10019 | NONE | IRC S. 501(A) | GENERAL USE | 300,000. |
| JOHN HOPKINS BERMAN INSTITUTE OF BIOETHICS 1809 ASHLAND AVENUE BALTIMORE, MD 21205 | NONE | IRC S. 501(A) | GENERAL USE | 100,000. |
| JOHN JAY COLLEGE FOUNDATION 145 WEST 45TH STREET SUITE 300 NEW YORK, NY 10036 | NONE | IRC S. 501(A) | GENERAL USE | 10,000. |
| JOHNS HOPKINS 100 N CHARLES STREET BALTIMORE, MD 21201 | NONE | IRC S. 501(A) | GENERAL USE | 60,000. |
| NANTUCKET ATHENEUM ONE INDIA STREET NANTUCKET, MA 02554 | NONE | IRC S. 501(A) | GENERAL USE | 1,000. |
| Total from continuation sheets | | | | 11,518,334. |

THE PRICE FAMILY FOUNDATION
C/O MICHAEL F. PRICE

22-3483367

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|------------|
| NATIONAL INSTITUTE FOR REPRODUCTIVE HEALTH 470 PARK AVENUE SOUTH 7TH FL NEW YORK, NY 10016 | NONE | IRC S. 501(A) | GENERAL USE | 24,000. |
| NEW HEIGHTS 2576 BROADWAY, PMB 213 NEW YORK, NY 10025 | NONE | IRC S. 501(A) | GENERAL USE | 100,000. |
| NEW YORK CARES 214 WEST 29TH STREET 5TH FLOOR NEW YORK, NY 10001 | NONE | IRC S. 501(A) | GENERAL USE | 125,000. |
| NEW YORK CITY POLICE FOUNDATION 555 FIFTH AVENUE 15TH FLOOR NEW YORK, NY 10017 | NONE | IRC S. 501(A) | GENERAL USE | 75,500. |
| NEW YORK PRESBYTERIAN 654 WEST 170TH STREET NEW YORK, NY 10032 | NONE | IRC S. 501(A) | GENERAL USE | 7,943,746. |
| POLO PLAYERS SUPPORT GROUP 11924 FOREST HILL BLVD. SUITE 22-287 WELLINGTON, FL 33414 | NONE | IRC S. 501(A) | GENERAL USE | 40,000. |
| SAINT DAVIDS SCHOOL 12 EAST 89TH STREET NEW YORK, NY 10128 | NONE | IRC S. 501(A) | GENERAL USE | 25,000. |
| SCO FAMILY SERVICES 1 ALEXANDER PLACE GLEN COVE, NY 11542 | NONE | IRC S. 501(A) | GENERAL USE | 419,000. |
| SCONSET TRUST 16 AMELIA DRIVE NANTUCKET, MA 02554 | NONE | IRC S. 501(A) | GENERAL USE | 1,500. |
| SELF HELP COMMUNITIES SERVICES 520 EIGHTH AVENUE NEW YORK, NY 10018 | NONE | IRC S. 501(A) | GENERAL USE | 250,000. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|----------|
| SEMPER FI FUND 825 COLLEGE BOULEVARD SUITE 102 OCEANSIDE, CA 92057 | NONE | IRC S. 501(A) | GENERAL USE | 5,000. |
| THE BLUE CARD 171 MADISON AVENUE NEW YORK, NY 10016 | NONE | IRC S. 501(A) | GENERAL USE | 100,000. |
| THE CHILDRENS AID SOCIETY 105 EAST 22ND STREET NEW YORK, NY 10010 | NONE | IRC S. 501(A) | GENERAL USE | 126,250. |
| THE PHILANTHROPIC INITIATIVE 75 ARLINGTON STREET 10TH FLOOR BOSTON, MA 02116 | NONE | IRC S. 501(A) | GENERAL USE | 227,420. |
| YEAR UP NEW YORK 55 EXCHANGE PLACE NEW YORK, NY 10005 | NONE | IRC S. 501(A) | GENERAL USE | 100,000. |
| ALBERT EINSTEIN COLLEGE OF MEDICINE HEALTHY STEPS PROGRAM 1300 MORRIS PARK AVENUE ROOM 726 BRONX, NY 10461 | NONE | IRC S. 501(A) | GENERAL USE | 42,675. |
| AJC GLOBAL JEWISH ADVOCACY 165 EAST 56 STREET NEW YORK, NY 10022 | NONE | IRC S. 501(A) | GENERAL USE | 10,000. |
| BLAIR ACADEMY POST OFFICE BOX 600 BLAIRSTOWN, NJ 07825 | NONE | IRC S. 501(A) | GENERAL USE | 100,000. |
| BOTTOM LINE NEW YORK 26 COURT STREET BROOKLYN, NY 11242 | NONE | IRC S. 501(A) | GENERAL USE | 75,000. |
| CENTER FOR REPRODUCTIVE RIGHTS 120 WALL STREET NEW YORK, NY 10005 | NONE | IRC S. 501(A) | GENERAL USE | 500. |
| Total from continuation sheets | | | | |

**THE PRICE FAMILY FOUNDATION
C/O MICHAEL F. PRICE**

22-3483367

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|---------|
| CHAI LIFELINE 151 WEST 30TH STREET NEW YORK, NY 10001 | NONE | IRC S. 501(A) | GENERAL USE | 2,000. |
| CHILD MIND INSTITUTE 445 PARK AVENUE NEW YORK, NY 10022 | NONE | IRC S. 501(A) | GENERAL USE | 1,000. |
| CITY HARVEST 6 EAST 32ND STREET 5TH FLOOR NEW YORK, NY 10016 | NONE | IRC S. 501(A) | GENERAL USE | 500. |
| EL MUSEO DEL BARRIO 1230 FIFTH AVENUE NEW YORK, NY 10029 | NONE | IRC S. 501(A) | GENERAL USE | 1,500. |
| FACING HISTORY AND OURSELVES 14 EAST 4TH STREET SUITE 3003 NEW YORK, NY 10012 | NONE | IRC S. 501(A) | GENERAL USE | 10,000. |
| FARE 515 MADISON AVENUE SUITE 1912 NEW YORK, NY 10022 | NONE | IRC S. 501(A) | GENERAL USE | 500. |
| FOUNTAIN HOUSE 425 WEST 47TH STREET NEW YORK, NY 10036 | NONE | IRC S. 501(A) | GENERAL USE | 500. |
| GEORGETOWN UNIVERSITY BOX 57123 WASHINGTON, DC 20057 | NONE | IRC S. 501(A) | GENERAL USE | 1,000. |
| GLOBAL HEALTH MEDIA PROJECT 30 COMMON ROAD WAITSFIELD, VT 05673 | NONE | IRC S. 501(A) | GENERAL USE | 95,635. |
| GODDARD RIVERSIDE COMMUNITY CENTER 593 COLUMBUS AVENUE NEW YORK, NY 10024 | NONE | IRC S. 501(A) | GENERAL USE | 25,000. |
| Total from continuation sheets | | | | |

THE PRICE FAMILY FOUNDATION
C/O MICHAEL F. PRICE

22-3483367

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|----------|
| HARLEM EDUCATION ACTIVITIES FUND, INC. 2090 SEVENTH AVENUE, 10TH FLOOR NEW YORK, NY 10027 | NONE | IRC S. 501(A) | GENERAL USE | 25,000. |
| HARMONY PROGRAM INC 205 EAST 42ND STREET 9TH FLOOR NEW YORK, NY 10017 | NONE | IRC S. 501(A) | GENERAL USE | 50,000. |
| HUMAN RIGHTS WATCH 350 FIFTH AVENUE 34TH FLOOR NEW YORK, NY 10118 | NONE | IRC S. 501(A) | GENERAL USE | 3,000. |
| NEW YORK SOCIETY LIBRARY 53 EAST 79TH STREET NEW YORK, NY 10075 | NONE | IRC S. 501(A) | GENERAL USE | 1,000. |
| THE UNIVERSITY OF OKLAHOMA FOUNDATION HELP OUR NEIGHBOR 100 TIMBERDELL ROAD NORMAN, OK 73019 | NONE | IRC S. 501(A) | GENERAL USE | 50,000. |
| PLANNED PARENTHOOD OF NYC 26 BLEECKER STREET NEW YORK, NY 10012 | NONE | IRC S. 501(A) | GENERAL USE | 500. |
| RUTGERS UNIVERSITY SCHOOL OF SOCIAL WORK 390 GEORGE STREET NEW BRUNSWICK, NJ 08901 | NONE | IRC S. 501(A) | GENERAL USE | 117,136. |
| SOUTH BRONX UNITED, INC. 199 LINCOLN AVENUE BRONX, NY 10454 | NONE | IRC S. 501(A) | GENERAL USE | 27,500. |
| SOUTHERN CT ALLIANCE 674 NORTH WILTON ROAD NEW CANAAN, CT 06840 | NONE | IRC S. 501(A) | GENERAL USE | 10,000. |
| SUMMER SEARCH NEW YORK CITY 261 5TH AVENUE, 8TH FLOOR NEW YORK, NY 10016 | NONE | IRC S. 501(A) | GENERAL USE | 25,000. |
| Total from continuation sheets | | | | |

THE PRICE FAMILY FOUNDATION
C/O MICHAEL F. PRICE

22-3483367

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|----------|
| SYRACUSE UNIVERSITY SUMMER COLLEGE NYC OUTREACH 102 ARCHBOLD GYMNASIUM SYRACUSE, NY 13244 | NONE | IRC S. 501(A) | GENERAL USE | 165,000. |
| TEACHING MATTERS 475 RIVERSIDE DRIVE SUITE 1270 NEW YORK, NY 10115 | NONE | IRC S. 501(A) | GENERAL USE | 500. |
| THE CHILDRENS HEALTH FUND 215 WEST 125TH STREET SUITE 301 NEW YORK, NY 10027 | NONE | IRC S. 501(A) | GENERAL USE | 93,750. |
| THE OPPORTUNITY NETWORK 55 EXCHANGE PLACE SUITE 503 NEW YORK, NY 10005 | NONE | IRC S. 501(A) | GENERAL USE | 37,500. |
| THE ROCKEFELLER UNIVERSITY 1230 YORK AVENUE NEW YORK, NY 10065 | NONE | IRC S. 501(A) | GENERAL USE | 2,000. |
| UNIVERSITY SETTLEMENT SOCIETY OF NEW YORK 184 ELDRIDGE STREET NEW YORK, NY 10002 | NONE | IRC S. 501(A) | GENERAL USE | 500. |
| SECOND STAGE THEATRE 305 WEST 43RD STREET NEW YORK, NY 10036 | NONE | IRC S. 501(A) | GENERAL USE | 2,000. |
| | | | | |
| | | | | |
| | | | | |
| Total from continuation sheets | | | | |

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

1

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|--------------------------------|--------------------|------------------|-----------|
| 22,027 BANK OF AMERICA | DONATED | 03/04/09 | 04/22/13 |

| (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 255,648. | 446,597. | 0. | 0. | <190,949.> |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|--------------------------------|--------------------|------------------|-----------|
| 25,000 GENERAL ELECTRIC | DONATED | 08/10/11 | 04/22/13 |

| (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 530,923. | 530,923. | 0. | 0. | 0. |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|--------------------------------|--------------------|------------------|-----------|
| 5,000 JOHNSON & JOHNSON | DONATED | 01/01/08 | 04/22/13 |

| (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 422,487. | 422,487. | 0. | 0. | 0. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 25,000 PFIZER | 770,628. | 770,628. | 0. | 0. | 0. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 5,000 JOHNSON & JOHNSON | 421,088. | 420,100. | 0. | 0. | 988. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 10,000 PFIZER | 307,174. | 308,325. | 0. | 0. | <1,151.> |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 5,000 PFIZER | 153,587. | 154,163. | 0. | 0. | <576.> |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 2,000 PFIZER | 61,435. | 61,665. | 0. | 0. | <230.> |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 3,000 PFIZER | 92,152. | 92,497. | 0. | 0. | <345.> |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 18,000 RUTHS HOSPITALITY GROUP | 182,568. | 177,787. | 0. | 0. | 4,781. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 7,235 UBIQUITI NETWORKS INC | 147,175. | 146,219. | 0. | 0. | 956. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 11,454 CITIGROUP | 593,618. | 511,712. | 0. | 0. | 81,906. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 484 RUTHS HOSPITALITY GROUP | 5,575. | 4,781. | 0. | 0. | 794. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 24,736 SMURFIT KAPPA | 375,975. | 353,260. | 0. | 0. | 22,715. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 40,000 SMURFIT KAPPA | 640,740. | 571,248. | 0. | 0. | 69,492. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 5,000 SMURFIT KAPPA | 83,438. | 71,406. | 0. | 0. | 12,032. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| 20,000 BANK OF AMERICA | 303,727. | 300,000. | 0. | 0. | 3,727. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 66,869 T-MOBILE | 1,755,301. | 1,761,329. | 0. | 0. | <6,028.> |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| BAIN CAPITAL VIII COINVEST FD | 0. | 0. | 0. | 0. | 112,114. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|--|-------------------------------|---------------------------|----------------|---------------------|
| | MANNER ACQUIRED | | DATE ACQUIRED | | DATE SOLD | |
| PENNANT ONSHORE PARTNERS | PURCHASED | | VARIOUS | | 12/31/12 | |
| | 0. | | 0. | 0. | 0. | 82,277. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|--|-------------------------------|---------------------------|----------------|---------------------|
| | MANNER ACQUIRED | | DATE ACQUIRED | | DATE SOLD | |
| PENNANT ONSHORE PARTNERS | PURCHASED | | VARIOUS | | 12/31/12 | |
| | 0. | | 0. | 0. | 0. | 677,669. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|--|-------------------------------|---------------------------|----------------|---------------------|
| | MANNER ACQUIRED | | DATE ACQUIRED | | DATE SOLD | |
| STADIUM CAPITAL PARTNERS | PURCHASED | | VARIOUS | | 12/31/12 | |
| | 0. | | 0. | 0. | 0. | 50,007. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|--|-------------------------------|---------------------------|----------------|---------------------|
| | MANNER ACQUIRED | | DATE ACQUIRED | | DATE SOLD | |
| STADIUM CAPITAL PARTNERS | PURCHASED | | VARIOUS | | 12/31/12 | |
| | 0. | | 0. | 0. | 0. | 66,357. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED PURCHASED | (F) DATE ACQUIRED VARIOUS | DATE SOLD 12/31/12 |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--|------------------------------------|-----------------------|
| REBOUND PARTNERS L.P. | 0. | 0. | 0. | | | 74,619. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED PURCHASED | (F) DATE ACQUIRED VARIOUS | DATE SOLD 12/31/12 |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--|------------------------------------|-----------------------|
| REBOUND PARTNERS L.P. | 0. | 0. | 0. | | | 74,408. |

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A 1,356,747.

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

| SOURCE | AMOUNT |
|--|--------|
| IRS | 392. |
| JP MORGAN | 117. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 509. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|--|--------------|----------------------------|----------------------|
| BAIN CAPITAL IX COINVESTMENT FUND, L.P. | 36,774. | 0. | 36,774. |
| BAIN CAPITAL VIII COINVESTMENT FUND, L.P. | 54,377. | 0. | 54,377. |
| CREDIT SUISSE | 267,598. | 0. | 267,598. |

| | | | |
|----------------------------------|----------|----|----------|
| JP MORGAN | 24,534. | 0. | 24,534. |
| MERRILL LYNCH | 2,102. | 0. | 2,102. |
| MFP PARTNERS, L.P. | 88,379. | 0. | 88,379. |
| PENNANT ONSHORE QUALIFIED, L.P. | 41,701. | 0. | 41,701. |
| REBOUND PARTNERS L.P. | 1,788. | 0. | 1,788. |
| STADIUM CAPITAL PARTNERS, L.P. | 21,025. | 0. | 21,025. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 538,278. | 0. | 538,278. |

| | | | |
|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER INCOME | STATEMENT | 4 |
|-------------|--------------|-----------|---|

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|--|-----------------------------|-----------------------------------|-------------------------------|
| MFP PARTNERS - ORDINARY INCOME | 10,484. | 0. | |
| PENNANT ONSHORE PARTNERS - OTHER PORTFOLIO INCOME | 14,280. | 14,280. | |
| PENNANT ONSHORE PARTNERS - SECTION 1256 LOSS | <79,067.> | <78,474.> | |
| STADIUM CAPITAL PARTNERS, L.P. - OTHER INCOME | <39.> | <39.> | |
| BAIN CAPITAL VIII COINVESTMENT FUND L.P. OTHER INCOME | <1.> | <1.> | |
| REBOUND PARTNERS, L.P. - ORDINARY INCOME | 97,711. | 90,263. | |
| MFP PARTNERS - OTHER INCOME | 325. | 325. | |
| MFP PARTNERS - OTHER PORTFOLIO INCOME | 5,821. | 5,821. | |
| MFP PARTNERS - NET RENTAL INCOME | 3. | 0. | |
| MFP PARTNERS - SECTION 1231 LOSS | <609.> | 0. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 48,908. | 32,175. | |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 5 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | 20,775. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 20,775. | 0. | | 0. |

| FORM 990-PF | TAXES | | | STATEMENT | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| FILING FEES | 1,484. | 0. | | 0. | |
| FEDERAL TAXES | 12,162. | 0. | | 0. | |
| FOREIGN TAXES | 6,519. | 6,519. | | 0. | |
| PAYROLL TAXES | 248. | 0. | | 0. | |
| TO FORM 990-PF, PG 1, LN 18 | 20,413. | 6,519. | | 0. | |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT | 7 |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| PHILANTHROPIC-CONSULTING | 160,917. | 0. | | 160,917. | |
| MFP PARTNERS, L.P. PORTFOLIO DEDUCTION | 26,670. | 26,670. | | 0. | |
| MFP PARTNERS, L.P. INTEREST EXPENSE | 21. | 21. | | 0. | |
| BAIN CAPITAL VIII-PORTFOLIO DEDUCTION | 11,382. | 11,382. | | 0. | |
| BAIN CAPITAL IX-PORTFOLIO DEDUCTION | 4,892. | 4,892. | | 0. | |
| PENNANT ONSHORE QUALIFIED, L.P.-INVEST. INTEREST EXPENSE | 69,823. | 69,823. | | 0. | |
| REBOUND PARTNERS, L.P.-INVEST. INTEREST EXPENSE | 11,483. | 11,483. | | 0. | |
| STADIUM PARTNERS, L.P. INVEST. INTEREST EXPENSE | 13. | 13. | | 0. | |
| STADIUM CAPITAL PARTNERS, L.P. PORTFOLIO DEDUCTIONS | 18,760. | 18,760. | | 0. | |
| PENNANT ONSHORE QUALIFIED, L.P.-INVEST. PORTFOLIO DEDUCTIONS | 27,722. | 27,722. | | 0. | |
| MFP PARTNERS, L.P. CONTRIBUTIONS | <45.> | <45.> | | 0. | |
| MFP PARTNERS, L.P. OTHER DEDUCTIONS | 728. | 728. | | 0. | |
| TO FORM 990-PF, PG 1, LN 23 | 332,366. | 171,449. | | 160,917. | |

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

| DESCRIPTION | AMOUNT |
|---|------------|
| UNREALIZED GAIN IN BALANCE SHEET ASSETS | 1,691,237. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 1,691,237. |

FORM 990-PF CORPORATE STOCK STATEMENT 9

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|-------------------|
| STOCK HELD AT JP MORGAN | 325,532. | 680,100. |
| STOCK HELD AT CREDIT SUISSE | 391,895. | 799,233. |
| STOCK HELD AT MERRILL LYNCH | 0. | 0. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 717,427. | 1,479,333. |

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|------------------|-------------|-------------------|
| MFP PARTNERS LP | FMV | 4,036,807. | 4,036,807. |
| REBOUND PARTNERS | FMV | 2,193,292. | 2,193,292. |
| DWL CREEK OVERSEAS FUND LTD | FMV | 1,900,000. | 5,718,996. |
| BAIN CAPITAL VIII COINVESTMENT FUND, L.P. | FMV | 433,039. | 433,039. |
| BAIN CAPITAL (TRU) VIII COINVESTMENT, L.P. | FMV | 56,268. | 56,268. |
| BAIN CAPITAL IX COINVESTMENT FUND, L.P. | FMV | 182,759. | 182,759. |
| BAIN CAPITAL (OSI) IX | FMV | 28,636. | 28,636. |
| BAIN CAPITAL (CC) IX COINVESTMENT, L.P. | FMV | 12,424. | 12,424. |
| BAIN CAPITAL (CCD) IX COINVESTMENT, L.P. | FMV | 7,441. | 7,441. |
| PENNANT ONSHORE PARTNERS, LP | FMV | 3,075,896. | 3,075,896. |
| STADIUM CAPITAL PARTNERS LP | FMV | 1,345,820. | 1,345,820. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 13,272,382. | 17,091,378. |

FORM 990-PF

EXPLANATION CONCERNING PART VII-A, LINE 8B

STATEMENT 11

EXPLANATION

NEW JERSEY DOES NOT REQUIRE A PRIVATE FOUNDATION THAT HAS NOT RECEIVED MORE THAN \$20,000 FROM THE GENERAL PUBLIC TO REGISTER AND PROVIDE A COPY OF FORM 990PF.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 12

THE FOUNDATION HEREBY ELECTS, PURSUANT TO REG. SEC. 53.4942 (A)-3(D)
(2), TO APPLY ALL OF THE 2012 QUALIFYING DISTRIBUTION TO CORPUS.