

NDF NON-PROFIT APPLICATION CHECKLIST

Legal Name of Applicant Organization:		Request Amount:	Yes/No/NA
Program Name:			
Request form: Is the NDF request form signed by all Council Member(s) appropriating funding?			YES
Request form: Is the funding proposed less than or equal to the request amount?			YES
Request form: Have all known Council or Staff relationships to the Agency been adequately disclosed on the cover sheet?			YES
Application Page 1: Has prior Metro funds committed/granted been disclosed?			YES
Application Page 1: Is the application properly signed and dated by authorized signatory?			YES
Application Page 3: Reimbursement funding – One or two boxes checked if any expenses are incurred before the grant award period. Is all required documentation included?			NO
Application Pages 3 – 5: Is the proposed public purpose of the program well-documented?			YES
Application 4: Is there adequate documentation of how the proceeds of the fundraiser will be spent?			N/A
Application Budget Page 6: Does the application budget reflect only the revenue and expenses of the project/program (page 6) if the request is not an operating budget request? Is all detail schedules included for "Metro, Non Metro and Total" expense funds for client assistance, community events & festivals and other expenses? And does the Non-Metro Revenue equal the Non-Metro expenses?			
Faith Based Organizations: Is the signed Faith Based Form signed and included?			N/A
Jefferson County Only: Will all funding be spent in Louisville/Jefferson County?			YES
Capital Project(s) request: Is the cost estimate(s) from proposed vendor(s) included?			YES
Good Standing: Is the entity in good standing with:			YES
<ul style="list-style-type: none"> • Kentucky Secretary of State – include Secretary of State website information on organization • Louisville Metro Government – check OMB monthly report filed in Council Financial Reports • Internal Revenue Service – most recent Form 990 included 			YES
Separate Taxing Districts: If Metro funding is for a separate taxing district, is the funding appropriated for a program outside the legal responsibility of that taxing district?			N/A
Small Cities: Is the resolution included agreeing to partner with Louisville Metro on the capital project? (IRS Determination letter not required, Form 990 not required, but KY SOS acknowledgement is)			N/A
Operating Requests: Is recommended operating funding less than or equal to 33% of total operating budget?			N/A
IRS Exempt Proof: Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?			YES
Operating Budget: Is the organization's current fiscal year operating budget included?			
Ordinance Required: Is the amount committed by Council members greater than \$5,000 to any one project/program within an organization in this fiscal year.			
Board Members: Is the entity's board member list (with term length/term limits) included?			
Staff: Is a list of the highest paid staff included with their expected annual personnel costs?			
Annual Audit: Is the most recent annual audit (if required by organization) included?			
Rent Requests: Is a copy of signed lease included?			
Articles of Incorporation: Are the Articles of Incorporation of the organization included?			
IRS Form W-9: Is the IRS Form W-9 included?			
Evaluation Forms: Are the evaluation forms (if program participants are given evaluation forms) included?			
Affirmative Action: Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required by the organization)?			
Prepared by:		Date:	

Bowman, Michael

From: Fowler, Cindi
Sent: Wednesday, July 02, 2014 3:21 PM
To: Bowman, Michael
Subject: NDF Signature

Michael,
I will not be able to get to City Hall before I leave.
I have committed \$500 to the Civil Rights Historical Marker brochures, please sign the NDF paperwork on my behalf.

Thanks
Cindi

Thank you,
Councilwoman Cindi Fowler
Louisville Metro Council | District 14
p:(502) 574-1114
e: cindi.fowler@louisvilleky.gov



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 – APPLICANT INFORMATION			
Legal Name of Applicant Organization:		University of Louisville Foundation, Inc.	
<i>(as listed on: http://www.sos.ky.gov/business/records)</i>			
Main Office Street & Mailing Address: 2301 South Third Street, Louisville, KY 40292			
Website: www.louisvillefoundation.org			
Applicant Contact:	Clest Lanier	Title:	Community Liaison
Phone:	(502)852-3042	Email:	cvlani01@louisville.edu
Financial Contact:	Mike Kramer	Title:	Controller
Phone:	(502)852-7072	Email:	fdnacctg@exchange.louisville.edu
Organization's Representative who attended NDF Training: Clest Lanier			
GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED			
Program Facility Location(s):	Fourth Street Commercial District		
Council District(s):	4	Zip Code(s):	40202
SECTION 2 – PROGRAM REQUEST & FINANCIAL INFORMATION			
PROGRAM/PROJECT NAME: Civil Rights Heritage Trail Markers Project			
Total Request: (\$)	\$5000.00	Total Metro Award (this program) in previous year: (\$)	\$18,044.00
Purpose of Request (check all that apply):			
<input type="checkbox"/> Operating Funds (generally cannot exceed 33% of agency's total operating budget) <input checked="" type="checkbox"/> Programming/services/events for direct benefit to community or qualified individuals <input type="checkbox"/> Capital Project of the organization (equipment, furnishing, building, etc)			
The Following are Required Attachments:			
<input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input checked="" type="checkbox"/> Current Year Projected Budget <input checked="" type="checkbox"/> List of Board of Directors (include term & term limits) <input checked="" type="checkbox"/> Current financial statement <input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H <input checked="" type="checkbox"/> Articles of Incorporation <input type="checkbox"/> Cost estimates from proposed vendor if request is for capital expense		<input type="checkbox"/> Signed lease if rent costs are being requested <input checked="" type="checkbox"/> IRS Form W9 <input type="checkbox"/> Evaluation forms if used in the proposed program <input checked="" type="checkbox"/> Annual audit (if required by organization) <input type="checkbox"/> Faith Based Organization Certification Form, if required <input checked="" type="checkbox"/> Staff including the 3 highest paid staff	
For the current fiscal year ending June 30, list all funds appropriated and/or received from Louisville Metro Government for this or any other program or expense, including funds received through Metro Federal Grants, from any department or Metro Council Appropriation (Neighborhood Development Funds). Attach additional sheet if necessary.			
Source:	-0-	Amount: (\$)	-0-
Source:		Amount: (\$)	
Source:		Amount: (\$)	
Has the applicant contacted the BBB Charity Review for participation? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No Has the applicant met the BBB Charity Review Standards? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 3 – AGENCY DETAILS

Describe Agency's Vision, Mission and Services:

The Foundation's vision is to make the University of Louisville a premier metropolitan research university recognized for advancing the intellectual, social and economic development of our community and its citizens while placing the University among the top tier of similar universities in the nation.

Who we serve:

STUDENTS:

Approximately 69,000 University of Louisville alumni currently reside in the Commonwealth. That is about 53% of all graduates. Each and every one of them has a different story of their time at the university., and of how that story has impacted their lives.

As public financial support for higher education has declined and the cost continues to increase, the foundation is working to ensure the deficit in funding is met, and that young students can continue to become University of Louisville academics, athletes and citizens, creating their own unique UofL stories. The Foundation encourages scholarship programs that serve both financial and enrichment purposes, as well as the various academic, athletic and career pursuits, including everything from Fulbright scholarships to state-of-the-art soccer facilities.

OUR COMMUNITY:

UofL is an economic engine for the city of Louisville, our state and region. Since 2002, more than \$1.6 billion has been invested in UofL and UofL-related construction projects. An economic impact study found that between 2003 and 2009, UofL increased the economic output of the Commonwealth by \$1.2 billion, and it produced an estimated 9,600 jobs (for 40% of the total new jobs created in Kentucky during this period). The UofL Foundation is committed to helping the community.

The University of Louisville is dedicated to community service. Our students donate more than 200,000 hours of service every year and raise thousands of dollars for local charities and organizations. UofL has more than 800 partnerships with organizations in the Louisville area and a significant presence statewide. Students and faculty in our School of Medicine help train future doctors at eight Area Health Education Centers around Kentucky, providing \$5.6 million in donated services each year. Students in our law school offer free legal assistance to scores of clients every year, helping them with housing problems an divorces and representing them at hearings for emergency protective orders. Interns in our Kent School of Social Work provide more than \$2 million a year in pro-bono services to the community in critical areas such as child welfare and assisting the aging.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 4 – PROGRAM/PROJECT NARRATIVE

A: Describe the program/project start and end dates, a description of the program/project and applicable data with regards to specific client population the program will address (attach related flyers, planning minutes, designs, event permits, proposals for services/goods, etc.):

In late January, 2012 the late Dr. J. Blaine Hudson established an Advisory Committee of university representatives, tourism professionals, government representatives, and community activists to advise the College of Arts and Sciences on ways to commemorate the 50th anniversary of the passage of the 1963 public accommodations ordinance. Following a discussion about the sit-in demonstrations and discussions on how best to educate the public about the events, the Committee recommended creating a network of markers located on Fourth Street at sit-in demonstration sites that were the focus of the "Nothing New for Easter" boycott. In all, thirteen (12) sites were identified for markers.

The proposed Civil Rights Heritage Trail intends to "bridge the past with the present by educating the public about Louisville's civil rights movement." In addition to the markers, a brochure and an oral history video for use by students, teachers, and out-of-town visitors are planned. Currently, seven (7) markers have been installed along Fourth Street. The remaining markers are under construction and scheduled for installation the first week in July, 2014.

B: Describe specifically how the funding will be spent including identification of funding to sub grantee(s):

The request is for funding to design and print four-color brochures for placement in the convention bureau visitors center and other local sites. The University of Louisville Foundation will subgrant the funds to the College of Arts and Sciences, Office of the Dean for project oversight and coordination with the university's purchasing department.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

C: If this request is a fundraiser, please detail how the proceeds will be spent:

D: For Expenditure Reimbursement Only – The grant award period begins with the Metro Council approval date and ends on June 30 of Metro fiscal year in which the grant is approved. If any part of this funding request is for funds to be spent before the grant award period, identify the applicable circumstances:

Effective October 24, 2013, reimbursements should not be made unless an emergency can be demonstrated by the primary council sponsor. The funding request is a reimbursement of the following expenditures (attach invoices or proof of payment):

- ✓ Attach a copy of invoices and/or receipts to provide proof of purchase of activities associated with the work plan identified in this application.
- ✓ Attach a copy of cancelled checks to provide proof of payment of the invoices or receipts associated with the work plan identified in this application.

The funding request is a reimbursement of the following expenditures that will probably be incurred after the application date, but prior to the execution of the grant agreement:

- ✓ If selecting this option, the invoice, receipt and payment documentation should not be available as of the date of this application.

The Grantee will be required to submit financial reporting in accordance with the reporting schedule provided in the grant agreement.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

E: Describe the program's benefits to those being served (measurable outcomes). Include the program's process for collecting data and the indicators that will be tracked to measure the benefits to those being served:
The entire Metro Louisville community will benefit from the Markers Project through the following:

- a. Contribute to cultural tourism efforts.
- b. Provides a historical view of Fourth Street as a central business district.
- c. Provides additional civil rights resources for educators, visitors and students.
- d. Contributes to the curriculum and academic programs, museums and cultural centers.
- e. Stimulates interest and encourage visitors to travel along Fourth Street.
- f. Encourages visitors to seek additional information on the historical contributions of African Americans to Louisville's history at the Kentucky Center for African American Heritage.

The University has received funding to create Resource Materials for use by JCPS and parochial schools.

F: Briefly describe any existing collaborative relationships the organization has with other community organizations. Describe what those partners are bringing to the relationship in general and to this program/project specifically.

University of Louisville, College of Arts and Sciences - Project Manager
Louisville Downtown Partnership - Coordinates development activities on Fourth Street
Metro Public Works - Provides technical assistance
Louisville Metro Council - Accepted donation of markers to Metro Louisville

Advisory Committee Members

Dr. John P. Ferre', Interim Dean, Dean, College of Arts & Sciences
University of Louisville
Mervin Aubespain, Co-Author, Two Centuries of Black Louisville
Lindy Casebier, Deputy Secretary, Tourism, Arts & Heritage Cabinet
Raoul Cunningham, President, Louisville NAACP
Rebecca Matheny, Executive Director, Louisville Downtown Partnership
Dr. Catherine (Cate) Fosl, Associate Professor, The Braden Institute
Darnell Farris, Louisville Metro Urban Design Services
Richard Jett, Retired, Louisville Metro Planning & Design
Dr. Tracey K'Meyer, Chairperson, Department of History
Carolyn Miller-Cooper, Executive Director, Human Relations Commission
Rita Phillips, Kentucky Center for African American Heritage
Martina Kunnecke, Historian
Deanna Tinsley, Student Demonstrator
Clark Welch, Louisville Downtown Partnership



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 5 – PROGRAM/PROJECT BUDGET SUMMARY

THE PROGRAM/PROJECT BUDGET SHOULD REALISTICALLY ESTIMATE WHAT AMOUNT IS NEEDED FROM METRO GOVERNMENT AND WHAT IS EXPECTED FROM OTHER SOURCES.

Program/Project Expenses	Column 1	Column 2	Column (1+2)=3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
A: Personnel Costs Including Benefits			
B: Rent/Utilities			
C: Office Supplies			
D: Telephone			
E: In-town Travel			
F: Client Assistance (Attach Detailed List)			
G: Professional Service Contracts			
H: Program Materials	\$5000	10,000	15,000
I: Community Events & Festivals (Attach Detail List)			
J: Small Equipment			
K: Capital Equipment			
L: Other Expenses (Attach Detail List)		55,400	55,400
*TOTAL PROGRAM/PROJECT FUNDS	\$5000	65,400	70,400
% of Program Budget	14 %	86 %	100%

List funding sources for total program/project costs in Column 2, Non-Metro Funds:

Other State, Federal or Local Government	
United Way	
Private Contributions (do not include individual donor names)	\$43,900
Fees Collected from Program Participants	
Other (please specify)	
Total Revenue for Columns 2 Expenses **	

**Total of Column 1 MUST match "Total Request on Page 1, Section 2"*

***Must equal or exceed total in column 2.*



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

Detail of In-Kind Contributions for this PROGRAM only: Includes Volunteers, Space, Utilities, etc. (Include anything not bought with cash revenues of the agency).

Donor*/Type of Contribution	Value of Contribution	Method of Valuation
<i>Total Value of In-Kind (to match Program Budget Line Item. Volunteer Contribution & Other In Kind)</i>		

*** DONOR INFORMATION REFERS TO WHO MADE THE IN KIND CONTRIBUTION. VOLUNTEERS NEED NOT BE LISTED INDIVIDUALLY, BUT GROUPED TOGETHER ON ONE LINE AS A TOTAL NOTING HOW MANY HOURS PER PERSON PER WEEK**

Agency Fiscal Year Start Date:

Does your Agency anticipate a significant increase or decrease in your budget from the current fiscal year to the budget projected for next fiscal year? NO YES

If YES, please explain:



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 6 – CERTIFICATIONS & ASSURANCES

By signing Section 7 of the Grant Application, the authorized official signing for the applicant organization certifies and assures to the best of his or her knowledge and/or belief the following Assurances and Certifications. If there is any reason why one or more of the assurances or certifications listed cannot be certified or assured, please explain in writing and attach to this application.

Standard Assurances

1. Applicant understands this application and its attachments as well as any resulting grant agreement, reports and proof of expenditure is subject to Kentucky's open records law.
2. Applicant will establish safeguards to prohibit employees or any person that receives compensation from awarded funds from using their position for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.
3. Applicant and any sub grantee will give Louisville Metro Government access to and the right to examine all paper or electronic records related to the awarded grant for up to five years of the grant agreement date.
4. Applicant assures compliance with the grant requirements and will monitor the performance of any third party (sub-grantee).
5. The Agency is in good standing with the Kentucky Secretary of State, Louisville Metro Government, the Jefferson County Revenue Commission, the Internal Revenue Service, and the Louisville Metro Human Relations Commission.
6. Applicant understands failure to provide the services, programs, or projects included in the agreement will result in funds being withheld or requested to be returned if previously disbursed.
7. Applicant understands they must return to Louisville Metro any unexpended funds by July 31 following the Metro Louisville's fiscal year end
8. Applicant understands they must provide proof of all expenditures (canceled checks, receipts, paid invoices). The Applicant understands the failure to provide proof of expenditures as required in the grant agreement could result in funding being withheld or request to be returned if previously disbursed.
9. Applicant understands if this application is approved, the grant agreement will identify an award period that begins with the Metro Council approval date, and will end with June 30 of the fiscal year in which the grant is approved. Expenditures associated with this award expected to occur prior to the award period (approval date) must be disclosed in this application in order to be considered compliant with the grant agreement.
10. Applicant understands if we choose to incur expenditures prior to the approval of the application by the Metro Council, there is no guarantee that funding will be reimbursed, as the Council may choose not to award the application.
11. Applicant understands if the grant agreement is not returned to Louisville Metro within 90 days of its mailing to the applicant, the approval is automatically revoked.

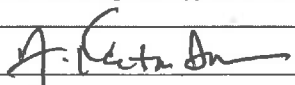
Standard Certifications

1. The Agency certifies it will not use Louisville Metro Government funds for any religious, political or fraternal Activities.
2. The Agency has a written Affirmative Action/Equal Opportunity Policy.
3. The Agency does not discriminate in employment or in provision of any service/program/activity/event based on age, color, disabled status, national origin, race, religion, sex, gender identity or sexual orientation, or Vietnam era veteran status.
4. The Agency certifies it will not require clients, recipients, or beneficiaries to participate in religious, political, fraternal or like activities in order to receive services/benefits provided with Louisville Metro Government funds.
5. The Agency understands the Americans with Disabilities Act (ADA) and makes reasonable accommodations.

Relationship Disclosure: List below any relationship you or any member of your Board of Directors or employees has with any Councilperson, Councilperson's family, Councilperson's staff or any Louisville Metro Government employee.

SECTION 7 – CERTIFICATIONS & ASSURANCES

I certify under the penalty of law the information in this application (including, without limitation, "Certifications and Assurances") is accurate to the best of my knowledge. I am aware my organization will not be eligible for funding if investigation at any time shows falsification. If falsification is shown after funding has been approved, any allocations already received and expended are subject to be repaid. I further certify that I am legally authorized to sign this application for the applying organization and have initialed each page of the application.

Signature of Legal Signatory:		Date:	4/16/14
Legal Signatory: (please print):	A. KEITH INMAN	Title:	VP for University Advancement
Phone:	(502)852-6924	Extension:	
Email:	akinma01@louisville.edu		

CIVIL RIGHTS MARKERS BUDGET

January 1, 2013 thru July1, 2014

<u>BUDGET ITEMS</u>	<u>EXPENDITURES</u>
Pre-development Cost	\$ 6,800
Marker Fabrication & Installation (11 @ \$3600 ea.)	\$39,600
Administration	\$ 9,000
Visitors Center brochure design & printing	\$ 5,000
Teacher Resource Guide Development	<u>\$10,000</u>
Total Budget	\$70,400

Budget Narrative:

1. Pre-development Expenditures paid to Cultural Legacy Concepts by the University of Louisville for design and technical services .
2. Marker Fabrication and Installation – Eagle Sign cost to fabricate and install eleven (11) markers
3. Administration – Project staffing expense
4. Brochure Design and Printing – Brochure design and printing expense for Visitor Center brochure.
5. Teacher Resource Guide Development – Expenses related to design, development and printing of Teacher Resource Guide.

UNIVERSITY OF LOUISVILLE FOUNDATION, INC.**General Information**

Organization Number	0053303
Name	UNIVERSITY OF LOUISVILLE FOUNDATION, INC.
Profit or Non-Profit	N - Non-profit
Company Type	KCO - Kentucky Corporation
Status	A - Active
Standing	G - Good
State	KY
File Date	5/28/1970
Organization Date	5/28/1970
Last Annual Report	1/22/2014
Principal Office	ATTN: KATHLEEN SMITH 103 GRAWEMEYER HALL UNIVERSITY OF LOUISVILLE LOUISVILLE, KY 40292
Registered Agent	DAVID E. SAFFER % STITES & HARBISON 400 W. MARKET ST., STE. 1800 LOUISVILLE, KY 402023352

Current Officers

Chairman	Debbie Scoppechio
President	James R Ramsey
Director	Joyce Hagen
Director	Frank Weisberg
Director	William Selvidge

Individuals / Entities listed at time of formation

Director	EDWIN G. MIDDLETON
Director	BAYLOR LANDRUM, JR.
Director	SAMUEL H. KLEIN
Director	WOODFORD R. PORTER
Director	ELI H. BROWN, III
Incorporator	EDWIN G. MIDDLETON
Incorporator	BAYLOR LANDRUM, JR.
Incorporator	SAMUEL H. KLEIN
Incorporator	WOODFORD R. PORTER
Incorporator	ELI H. BROWN, III

Images available online

Documents filed with the Office of the Secretary of State on September 15, 2004 or thereafter are available as scanned images or PDF documents. Documents filed prior to September 15, 2004 will become available as the images are created.

University of Louisville Foundation
Board of Directors
2014-2015

Debbie Scoppechio – Chair
Joyce Hagen – Vice Chair
Frank Weisberg – Secretary
Ulysses L. Bridgeman, Jr. – Treasurer
Dr. James Ramsey - President
Jonathan Blue
Salem George
Rebecca Jackson
Frank Minnifield
William Selvidge
Larry Benz
Charles Denny
Margaret Handmaker
Mark Lynn
Jody Prather, III

Internal Revenue Service

Date: November 16, 2005

UNIVERSITY OF LOUISVILLE FOUNDATION
INC
BELKNAP CAMPUS
LOUISVILLE, KY 40292

Department of the Treasury
P. O. Box 2508
Cincinnati, OH 45201

Person to Contact:

Sally Froehle
ID# 31-08058

Toll Free Telephone Number:

8:30 a.m. to 5:30 p.m. ET
1-877-829-5500

Federal Identification Number
23-7078461

Dear Sir or Madam:

This is in response to your request of October 13, 2005 regarding your tax-exempt status.

In February 1971 we issued a determination letter that recognized you as exempt from federal income tax. Our records indicate that you are currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records indicate that you are also classified as a school under sections 509(a)(1) and 170(b)(1)(A)(iv) of the Internal Revenue Code.

Our records indicate that contributions to you are deductible under section 170 of the Code, and that you are qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Internal Revenue Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,

Cindy M. Westcott

Cindy Westcott
Manager, EO Determinations

Request for Taxpayer Identification Number and Certification

Give Form to the
 requester. Do not
 send to the IRS.

Print or type
 See Specific Instructions on page 2.

Name (as shown on your income tax return) UNIVERSITY OF LOUISVILLE FOUNDATION, INC.	
Business name/disregarded entity name, if different from above	
Check appropriate box for federal tax classification: <input type="checkbox"/> Individual/sole proprietor <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____	
<input checked="" type="checkbox"/> Exempt payee	
<input checked="" type="checkbox"/> Other (see Instructions) ▶ STATE UNIVERSITY	
Address (number, street, and apt. or suite no.) CONTROLLER'S OFFICE - SERVICE COMPLEX BLDG.	Requester's name and address (optional)
City, state, and ZIP code LOUISVILLE, KY 40292	
List account number(s) here (optional)	

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I Instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number								
Employer identification number								
2	3		7	0	7	8	4	6

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- I am a U.S. citizen or other U.S. person (defined below).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 4.

Sign Here

Signature of U.S. person ▶

Larry W. Zick

Date ▶

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
- Certify that you are not subject to backup withholding, or
- Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.

FILED
JEFF. CO., KY.

JUL 27 1992

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

Rebecca Jackson, Clerk
D.C.

Pursuant to the provisions of KRS 273.263 and KRS 273.267,
UNIVERSITY OF LOUISVILLE FOUNDATION, INC., a Kentucky nonprofit
corporation without members (the "Corporation"), hereby adopts
the following Articles of Amendment to its Articles of Incorpora-
tion:

- FIRST: The name of the Corporation is University of Louisville Foundation, Inc.
- SECOND: The Corporation's Articles of Incorporation are amended as follows: Article VII, relating to selection of a member of the University of Louisville Board of Overseers as a director of the Corporation, is repealed in its entirety and Article VIII, pertaining to indemnification of directors, officers and agents of the Corporation, is redesignated as Article VII.
- THIRD: The Corporation has no members. The amendment was adopted by the Corporation's board of directors at a meeting held in accordance with the Corporation's Articles of Incorporation and By-Laws on June 22, 1992. The amendment received the vote of a majority of the directors of the Corporation.

UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

By: Henry Wagner
Henry Wagner
Chairman, Board of Directors

Attest: Karen R. Howe
Karen R. Howe
Assistant Secretary

This instrument was prepared by:

Daniel L. Waddell
Daniel L. Waddell
Greenebaum Doll & McDonald
3300 First National Tower
Louisville, Kentucky 40202
(502) 589-4200

RECEIVED & FILED
JUL 14 9 24 AM '92
BOB HARRAGE
SECRETARY OF STATE
COMM. OF REVENUE
BY: Bob Harrage

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF THE
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

Pursuant to the provisions of KRS 273.263 and KRS 273.267, the University of Louisville Foundation, Inc., a Kentucky non-stock, not for profit corporation without members (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation:

RECEIVED AND FILED
DATE MAR 1 1989
TIME 8:55 AM
AMOUNT \$500
BY BREMER EURLER
SECRETARY OF ST. OF
COMMONWEALTH OF KENTUCKY

FIRST: The name of the Corporation is University of Louisville Foundation, Inc.

SECOND: The Corporation's Articles of Incorporation were amended by the addition of Article VIII by the affirmative vote of a majority of Directors of the Corporation on January 26, 1989, at a meeting held pursuant to the By-laws of the Corporation as provided in the Kentucky Nonprofit Corporation Act.

Article VIII of the Corporation's Articles of Incorporation shall read as follows:

ARTICLE VIII

Indemnification of directors, officers, and agents of the Corporation may be as provided for in the By-Laws effective upon filing of this Article with the Secretary of State; provided, however, such indemnification is not otherwise in conflict with the provisions of Article II of these Articles of Incorporation, and shall not limit liability for (a) any transaction in which a director's personal financial interest is in conflict with the financial interest of the Corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct, or are known to the director to be a violation of law; or (c) or for any transaction from which the director derives an improper personal benefit.

Donald C. Swain
Donald C. Swain, President
Board of Directors
University of Louisville
Foundation, Inc.

Karen R. Howe
Karen R. Howe
Assistant Secretary
Board of Directors
University of Louisville Foundation, Inc.

ORIGINAL COPY
FILED AND RECORDED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

JUL 01 1983

me
James H. Hill
SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF THE
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

Pursuant to the provisions of KRS 273.263 and KRS 273.267, the University of Louisville Foundation, Inc., a Kentucky non-stock, not for profit corporation without members (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation:

- FIRST: The name of the Corporation is
 University of Louisville Foundation,
 Inc.
- SECOND: Article V of the Corporation's
 Articles of Incorporation was
 amended by the affirmative vote of a
 majority of Directors of the
 Corporation on April 25, 1983 at a
 meeting held pursuant to the By-laws
 of the Corporation as provided in
 the Kentucky Nonprofit Corporation
 Act.
- THIRD: Article V of the Corporation's
 Articles of Incorporation, including
 the amendment, shall read as follows:

ARTICLE V

1. The affairs of the Foundation shall be conducted by a board of directors and by the officers hereinafter referred to and provided for.
2. The board of directors shall consist of not less than three (3) persons and of such number in addition thereto as may result from the procedures for appointment contained in the Foundation's By-laws.
3. The annual meetings of the Foundation's directors shall be held at such time and place as the Foundation's by-laws may specify.


4. The duties and powers of the board of directors of the Foundation, except as herein otherwise provided, shall be such as are usually incident to similar boards of directors and, in addition, shall include such further duties and powers as may be conferred upon said board of directors by law or by amendment to the Articles of Incorporation of the Foundation, or by its by-laws, or by appropriate corporate resolution.


5. The affairs of the Foundation shall further be conducted by a president, one or more vice presidents, a secretary, a treasurer, each of whom shall be a director unless the by-laws of the corporation shall provide otherwise, and by such other officers and assistant officers as may be deemed necessary. Every director shall be eligible to be elected or appointed to any office of the Corporation. Each person elected to an office shall hold his office for a term of one year and until his successor shall have been elected, shall have qualified and shall have accepted office. Each person appointed to an office shall hold his office for the term of his appointment or at the pleasure of those having the power to appoint him, or as may be provided in the by-laws of the corporation, or in the terms of his appointment.

6. Any two of the offices of vice president, secretary and treasurer may be combined in one individual.

7. The powers and duties of the officers of the corporation shall be those usually pertinent thereto except as the by-laws may otherwise provide.

8. The board of directors of the Corporation by the affirmative vote of two-thirds of the directors in office at such time, may adopt, alter, amend or repeal by-laws, or adopt new by-laws. The by-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.


Donald C. Swain
President


Karen R. Mudd
Assistant Secretary

ARTICLES OF
AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF THE
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

ORIGINAL COPY
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

MAY 14 1979

Dwight R. Davis
SECRETARY OF STATE
DR

WITNESSETH:

That the undersigned President and Secretary of the Board of Directors of the University of Louisville Foundation, Inc., a nonprofit corporation organized under the laws of Kentucky, do hereby certify that at a Special Meeting of the Board of Directors held on April 23, 1979, at which a quorum was present, a resolution was passed upon the vote of at least a majority of the directors in office to amend ARTICLE V, Sections 5 and 7 of the Articles of Incorporation to read as follows:

ARTICLE V

...

5. The directors of the Foundation first referred to herein (those persons who are now trustees of the University of Louisville and who do not refuse to act as such directors) are hereinafter referred to as the "individual directors", and those persons secondly referred to herein who will be members of the board of trustees of the University of Louisville after its entry into the State system of public education, and their successors in office are hereinafter referred to as "ex officio directors." The ex officio directors shall include also those administrative officers of the University who are its President, its Executive Vice President, its Vice President for Financial Affairs, its Vice President for University Relations, and the Chair of its Staff Senate. The term of each such officer as an ex officio director shall end upon the termination of employment or office as such administrative officer of the University.

...

7. Each ex officio director serving as a result of membership on the board of trustees of the University of Louisville shall have a term of office which shall begin when the trusteeship of the University of Louisville begins and which shall end when the trusteeship shall terminate.

FILED IN OFFICE

MAY 28 1979

BREMER, CHRLER, Clerk
BY 74 D.C.

James Grier Miller
James Grier Miller
President

Shirley R. Wiften
Shirley Wiften
Secretary

State of Kentucky)
)
County of Jefferson)

Subscribed and sworn to before me this 20th day
of June, 1983 by Donald C. Swain and
Karen R. Mudd to be their act and deed.

My commission expires: July 15, 1984.

Patricia S. Kinney
Notary Public, State at Large
Kentucky

THIS INSTRUMENT PREPARED BY:

Robert J. Morrison
Robert J. Morrison
Assistant University Counsel
University of Louisville
Louisville, Kentucky 40292
(502) 588-6981

STATE OF KENTUCKY)
)
COUNTY OF JEFFERSON)

Subscribed and sworn to before me this 23rd day of April, 1979
by James Grier Miller and Shirley Witten, of the University of Louisville
Foundation, Inc., to be their act and deed.

My commission expires November 13, 1982.

John R. Dool
Notary Public

ORIGINAL COPY
FILED AND RECORDED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

JUL 15 1976

Dwight P. Davis
SECRETARY OF STATE
mxB

AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF THE
UNIVERSITY OF LOUISVILLE FOUNDATION, INC

WITNESSETH:

That the undersigned being the Chairman and Secretary of the University of Louisville Foundation, Inc., a corporate organization under the laws of the State of Kentucky, do hereby certify that a called meeting of the Board of Directors, with proper notice, was held on Belknap Campus, University of Louisville, Louisville, Jefferson County, Kentucky on May 17, 1976, with a quorum being present; and a resolution was passed to amend the Articles of Incorporation as follows:

ARTICLE VII

Beginning July 1, 1976, a member of the University of Louisville Board of Overseers shall be a director of the University of Louisville Foundation, Inc.; such director to be selected by the Board of Overseers for a one year term, such one year term shall not preclude reelection to the Foundation.

Woodford R. Porter
Chairman

Mrs. Carroll L. Witten

Mrs. Carroll L. Witten
Secretary

STATE OF KENTUCKY)
) SS
COUNTY OF JEFFERSON)

Subscribed and sworn to before me by Woodford R. Porter, Chairman, and Mrs. Carroll L. Witten, Secretary, of the University of Louisville Foundation, Inc. to be their act and deed.

My Commission expires: 31 July 1977.

Dated this 14th day of July, 1976.

THIS INSTRUMENT PREPARED BY:

Edwin W. Paul, Legal Affairs Officer
University of Louisville
Louisville, Kentucky 40208

John E. Hinton

Notary Public, State-at-Large,
Kentucky

ARTICLES OF INCORPORATION
OF
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

A. Pursuant to the provisions of Chapter 137 of the Acts of 1845-46 of the Laws of the Commonwealth of Kentucky, which Act was approved February 7, 1846, and became effective March 15, 1846, University of Louisville was created, and now is, a body politic and corporate in law; its Charter has since been amended from time to time in the manner and form provided by law; it has accepted the provisions of the present Constitution of the Commonwealth of Kentucky, and since its creation has been, and now is, such a corporation, and has continuously performed, and is now performing, the purposes provided for in, and contemplated by, its Articles of Incorporation, as amended; and

B. The 1970 General Assembly of the Commonwealth of Kentucky adopted Senate Bill No. 117, which became law by reason of the signature of the Governor of said Commonwealth, affixed thereto on the _____ day of _____, 1970, and which will become effective July 1, 1970; and

C. Upon its acceptance of the provisions of Senate Bill No. 117 and its taking the actions therein provided for that purpose, University of Louisville will become a State institution as provided in said Act and a member of the State system of higher education; and

D. University of Louisville, as Trustee, now holds certain property, real, personal and mixed, upon the trusts, terms and conditions of various instruments of writing, and also holds as Trustee other such property, all of which property so held in said fiducial capacities it holds for the use and benefit of University of Louisville pursuant to applicable law and to the terms of the various donations and instruments of trust pursuant to which it received said intangible personal property; and

E. In other properties (some of which others hold in fiducial capacities), University of Louisville has various legal or equitable estates and beneficial interests.

F. It is the intent and purpose of the incorporators, hereinafter named and referred to, that, after the University of Louisville shall have become a State institution and a member of the State system of higher education in accordance with Senate Bill No. 117 of the 1970 General Assembly of Kentucky, the properties and interests in property referred to in Paragraphs D and E above continue to be held for the use and benefit of the University of Louisville; that it continue to have its present beneficial estates and interests therein, and that said property and interests so held be used, and administered for the use and benefit of the University, in the same manner and under the same restrictions or freedom from restrictions as the case may be, as imposed by, or omitted from, the original gift or grant.

NOW, THEREFORE, consistent with the provisions of Section 3, Subsection (d), and of Section 8 of Senate Bill No. 117 of the Acts of the

1970 General Assembly of Kentucky, and in furtherance and performance of the purposes for which such trusts were formed and such estates were granted, we, University of Louisville, a body politic and corporate, and the undersigned persons, each of whom is a citizen and resident of the Commonwealth of Kentucky, a natural person over the age of eighteen years, and a Trustee of the University of Louisville, associate to form a corporation under and pursuant to the provisions of Kentucky Revised Statutes, Sections 273.161 to 273.990, both inclusive, and for that purpose adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is UNIVERSITY OF LOUISVILLE FOUNDATION, INC., and it is herein sometimes referred to as either the "Foundation" or the "Corporation."

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

Any other provisions of these Articles of Incorporation to the contrary notwithstanding, the Foundation shall not have any purpose or object, nor have or exercise any power, nor engage in any activity which in any way contravenes or is in conflict with the provisions of Paragraphs 1, 2, or 3 of Article III of these Articles of Incorporation.

1. The Corporation shall conduct and carry on its work,

not for profit but, exclusively, for the charitable and educational purposes of the University of Louisville, a body politic and corporate, in such manner that no part of the Corporation's income or property shall inure to the private profit of any donor, member, trustee, or individual having a personal or private interest in the activities of the Corporation, and in such manner that it shall not [i] directly or indirectly engage in propaganda, [ii] in any wise attempt to influence legislation, or [iii] participate or intervene in any political campaign on behalf of any candidate for public office.

2. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax under Section 4942 of the Internal Revenue Code.

3. The Corporation shall not engage in any act of self-dealing [as defined in Section 4941(d) of said Code], retain any excess business holdings [as defined in Section 4943(c) of said Code], make any investments in such manner as to subject the Corporation to tax under Section 4944 of said Code, or make any taxable expenditures [as defined in Section 4945(d) of said Code].

4. Subject to the limitations above stated in this Article III, the purposes for which the corporation is organized and its objects are:

(a) To promote all educational, scientific, and literary efforts and enterprises by initiating, encouraging, and aiding scientific investigations, research, and humanitarian studies in connection with the University of Louisville in all its branches and departments; to encourage and aid in the education and training of persons for the conduct

of such investigations, research, and study; to furnish means, methods, and agencies by which such investigations, research, and study may be conducted; to assist in the dissemination of knowledge by aiding the establishment of professorships and other staff positions; to establish fellowships, scholarships, publications, lectures, and other means to make the benefits of investigation, research, and study available to the public, and to do all other acts reasonably designed to promote the public welfare.

(b) To organize, foster, promote, assist, and conduct such other charitable and educational enterprises, movements, activities, and institutions at and in connection with the University of Louisville as from time to time may be determined, selected, or decided upon by the Corporation's Board of Directors.

(c) In connection with the operation of the University of Louisville, to do such acts as are calculated to foster charitable, benevolent, eleemosynary, educational, civic, patriotic, literary, cultural, and scientific activities and enterprises of said University.

(d) To establish and maintain, or to assist in establishing and maintaining, at or in connection with the University of Louisville scholarships, professorships, and other staff positions to aid in the acquisition and dissemination of knowledge and to make gifts to or to enter into agreements and contracts with other corporations, organizations, institutions or persons for such purposes and to pay the necessary and appropriate expense therefor.

5. Except to the extent prohibited by these Articles of

Incorporation, the Corporation shall have and may exercise those general powers set forth in Kentucky Revised Statutes, Section 273.171.

6. In case of dissolution of the Corporation, its surplus assets shall be distributed [as permitted by Kentucky Revised Statutes, Section 273.303 (2)] to University of Louisville, or, if it not be in existence or otherwise competent to receive them, then as provided in Subsections (3), (4) and (5) of said Section 273.303.

ARTICLE IV

Until otherwise changed, the principal office of the Foundation shall be at Belknap Campus, Louisville, Kentucky, and the name and address of its Resident Agent for service of process are Woodrow M. Strickler, Belknap Campus, Louisville, Kentucky.

ARTICLE V

1. The affairs of the Foundation shall be conducted by a board of directors and by the officers hereinafter referred to and provided for.
2. The board of directors shall consist of not less than three (3) persons and of such number in addition thereto as may result from the following procedures.
3. The first board of directors shall be those persons, hereinafter named, who, on the date of incorporation of the Foundation, are trustees of the University of Louisville, and who do not refuse to act as such directors. If any such trustee refuse to become such director, the directorship which he would have filled shall not come into existence.

4. From and after such time, if any, as the University of Louisville shall become a part of the State system of public education, as provided for and contemplated by Senate Bill No. 117 of the Acts of the 1970 General Assembly of the Commonwealth of Kentucky, those persons who then become trustees of the University of Louisville, and their successor trustees, shall ex officio be directors of the Foundation.

5. The directors of the Foundation first referred to herein (those persons who are now trustees of the University of Louisville and who do not refuse to act as such directors) are hereinafter referred to as the "individual directors", and those persons secondly referred to herein who will be members of the board of trustees of the University of Louisville after its entry into the State system of public education, and their successors in office are hereinafter referred to as "ex officio directors." The ex officio directors shall include also those two administrative officers of the University who are its President and its Vice President for Financial Affairs. The term of each such officer as an ex officio director shall end upon the termination of his employment as such administrative officer of the University.

6. Each individual director shall hold his office for a period which shall end at the first to occur of his death, his resignation, or the date upon which his term of office as a trustee of the University of Louisville would have ended had not said University of Louisville become a member of the State system of public higher education by the terms of said Senate Bill No. 117, adopted by the 1970 General Assembly of the Commonwealth of Kentucky. When such person's term

of office as an individual director of University of Louisville Foundation, Inc., shall have so ended, such directorship shall cease to exist, and no incumbent for it shall be elected.

7. Each ex officio director shall have a term of office which shall begin when he shall become a trustee of the University of Louisville and which shall end when his trusteeship shall terminate.

8. The individual directors and ex officio directors shall have equal voting rights upon all matters regardless of whether a particular ex officio director shall have voting rights as a member of the board of trustees of the University of Louisville. Each director shall have one vote upon all matters that come before the board of directors.

9. If any director at the same time shall be both an individual director of the Foundation and an ex officio director of the Foundation, his term of office as director shall continue for the longer period and the number of directors of the Foundation shall be diminished during the period of such duplication of tenure by one member for each such instance of duplication.

10. The annual meetings of the Foundation's directors shall be held at such time and place as the Foundation's by-laws may specify.

11. The duties and powers of the board of directors of the Foundation, except as herein otherwise provided, shall be such as are usually incident to similar boards of directors and, in addition, shall include such further duties and powers as may be conferred upon

said board of directors by law or by amendment to the Articles of Incorporation of the Foundation, or by its by-laws, or by appropriate corporate resolution.

12. The affairs of the Foundation shall further be conducted by a president, one or more vice presidents, a secretary, a treasurer, each of whom shall be a director unless the by-laws of the corporation shall provide otherwise, and by such other officers and assistant officers as may be deemed necessary. Every director, whether individual or ex officio, shall be eligible to be elected or appointed to any office of the Corporation. Each person elected to an office shall hold his office for a term of one year and until his successor shall have been elected, shall have qualified and shall have accepted office. Each person appointed to an office shall hold his office for the term of his appointment or at the pleasure of those having the power to appoint him, or as may be provided in the by-laws of the corporation, or in the terms of his appointment.

13. Any two of the offices of vice president, secretary and treasurer may be combined in one individual.

14. The powers and duties of the officers of the corporation shall be those usually pertinent thereto except as the by-laws may otherwise provide.

15. The board of directors of the Corporation by the affirmative vote of two-thirds of the directors in office at such time, may adopt, alter, amend or repeal by-laws, or adopt new by-laws. The by-laws may contain any provisions for the regulation and management

of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE VI

1. The names and post office addresses of the persons who will serve as the first board of directors are:

<u>Name</u>	<u>Address</u>
Mr. Edwin G. Middleton	501 South Second Street Louisville, Kentucky, 40202
Mr. Baylor Landrum, Jr.	Vaughan & Landrum Starks Building Louisville, Kentucky, 40202
Mr. Samuel H. Klein	Bank of Louisville Broadway at Fifth Louisville, Kentucky, 40202
Mr. Woodford R. Porter	1300 West Chestnut Street Louisville, Kentucky, 40203
Mr. Eli H. Brown, III	231 South Fifth Street Louisville, Kentucky, 40202
Mrs. Carroll L. Witten	2331 Brookside Drive Louisville, Kentucky, 40205
Mr. Thruston B. Morton	416 West Jefferson Street Louisville, Kentucky, 40202

who are those persons who, consistent with the terms of Article V, Paragraph 3, hereof shall constitute the first board of directors of the Corporation and shall be its directors until the number of directors is augmented as provided in Article V, Paragraph 4, hereof. At such time as

University of Louisville shall become a part of the State system of public higher education pursuant to said Senate Bill No. 117, those persons who then become trustees of University of Louisville shall thereupon become directors of the Corporation as herein provided.

2. A quorum of the board of directors shall consist of the majority thereof. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless a greater number is required by law, by these Articles of Incorporation, or by the by-laws.

3. The board of directors by resolution adopted by a majority of the directors in office may designate or appoint one or more committees each of which shall consist of two or more directors, which committees, to the extent provided in such resolution or in the by-laws of the Corporation, shall have and may exercise all of the authority of the board of directors, but no such committee shall have the authority of the board of directors in reference to amending, altering, or repealing the by-laws; electing, altering or removing any member of that committee or any director or officer of the Corporation; amending the Articles of Incorporation, restating Articles of Incorporation; adopting a plan of merger, or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation, or revoking proceedings therefor; adopting a plan for the distribution of the assets of Corporation; or amending, altering, or

repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon it or him by law.

4. Meetings of the board of directors, regular or special, may be held either within or without this State and upon such notice as the by-laws may prescribe. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attending a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, or the purpose of any regular or special meeting of the board of directors, need be specified in the notice or waiver of notice of such meeting.

5. Any officer elected or appointed may be removed by the persons authorized to elect or appoint him whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed, but election or appointment of an officer or agent shall not of itself create contract rights.

6. The Corporation shall not have or issue shares of stock. No dividend shall be paid and no part of the income or profit of the Corporation shall be distributed to its directors or officers. The Corporation may pay compensation in a reasonable amount to its

directors or officers for services rendered, but its entire gain, profit, net earnings and property shall be devoted exclusively to the charitable and educational purposes set out in Article III hereof.

7. Any action required by Kentucky Revised Statutes, Sections 273.161 to 273.390, both inclusive, to be taken at a meeting of directors or, any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the directors and such consent shall have the same force and effect as a unanimous vote and may be stated thereas in any articles or documents filed with the Secretary of State of the Commonwealth of Kentucky, under the statutes aforesaid.

IN TESTIMONY WHEREOF, Witness the signatures of the parties hereto this 26th day of May, 1970.

UNIVERSITY OF LOUISVILLE .

S E A L

By

Edwin G. Middleton

Edwin G. Middleton, Chairman
Board of Trustees of
University of Louisville

Attest:

Mrs. Carroll L. Witten
Mrs. Carroll L. Witten, Secretary
Board of Trustees of
University of Louisville

By

Woodrow M. Strickler

Woodrow M. Strickler, President
of University of Louisville

Edwin G. Middleton W. M. Strickler
Dayton Landrum Mrs. Carroll L. Witten
Samuel H. Klein Christ A. Austin
W. M. Strickler

STATE OF KENTUCKY)
) SS
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for the State and County aforesaid, certify that on this day there appeared before me Edwin G. Middleton, Mrs. Carroll L. Witten and Woodrow M. Strickler, each personally known to me, who are respectively, Chairman and Secretary of the Board of Trustees and President of the University of Louisville, a corporation, a party to the foregoing instrument of writing, and they and each of them acknowledged and delivered the foregoing instrument to be the act and deed of University of Louisville, and to be the act and deed of each of them as such officer of said University.

I further certify that on this day there also appeared before me, *Edwin G. Middleton, Baylor Landrum, Jr., Samuel H. Kileen, Woodford R. Porter, Eric H. Brown, III, Mrs. Carroll L. Witten, Thurston B. Morton,*

each personally known to me and each of whom is a Trustee of University of Louisville and each of them as a party to the foregoing instrument of writing acknowledged it to be his act and deed.

My notarial commission will expire August 1, 1970.

WITNESS my signature and notarial seal hereunto affixed this 18th day of May, 1970.

(Seal)

Walter J. McCreary
Notary Public *Jefferson County,* Kentucky

I, S. L. Greenebaum, of Greenebaum Grissom Doll Matthews & Boone, Kentucky Home Life Building, Louisville, Kentucky certify that I prepared the foregoing instrument.

S. L. Greenebaum
S. L. Greenebaum

ORIGINAL COPY
FILED AND RECORDED

Walter K. Blythe

MAY 28 1970

SECRETARY OF STATE OF KENTUCKY

**BOARD OF DIRECTORS - UNIVERSITY OF LOUISVILLE FOUNDATION, INC.
2012-13**

Mr. Jonathan Blue
Blue Equity, LLC
333 East Main Street, Room 200
Louisville, KY 40202
589-8181
Term expires: June 30, 2013

Mr. Ulysses L. Bridgeman, Jr.
1604 Cherokee Road, #5
Louisville, KY 40205
254-7130
254-7031 Fax
Term expires: June 30, 2015

Mr. Chuck Denny
Regional President
PNC Bank – KY/TN Banking
P. O. Box 36000
Louisville, KY 40233
581-4212
Term expires: June 30, 2013

Mr. Burt Deutsch **VICE CHAIR**
President
The Corradino Group
200 South Fifth Street, Suite 300N
Louisville, KY 40202
(Phone) 587-7221 (Fax) 587-2636
Term expires: June 30, 2013

Dr. Salem George
President
Family & Internal Medicine Associates
325 Walnut Street, Suite 600
Lebanon, KY 40033
(phone) 270-699-9500
(fax) 270-699-9550
Term expires: June 30, 2014

Ms. Joyce Hagen **TREASURER**
3100 Ridgemoor Court
Prospect, KY 40059
228-9134
Fax at home 228-4296
Term expires: June 30, 2015

Ms. Margaret Handmaker
2403 Top Hill Road
Louisville, KY 40206
Home: 797-4478
Term expires: June 30, 2015

Dr. Mark Lynn
516 East Lewis & Clark Parkway
Clarksville, IN 47129
502-423-4444 Office (Rita)
Term expires: June 30, 2015

Mr. Frank Minnifield
Minnifield Enterprise
3364 Leestown Rd.
Lexington, KY 40511
(859) 276-3488
(859) 277-8442 Fax
Term expires: June 30, 2015

Mr. Eddy Roberts **SECRETARY**
4510 Wolf Creek Parkway
Louisville, KY 40241
228-6700
Term expires: June 30, 2014

Mr. J. Chester Porter
J. Chester Porter & Associates
P. O. Box 159
Shepherdsville, KY 40165
(Phone) 502-543-2296 (Fax) 502-543-2694
Term expires: June 30, 2015

Dr. James Ramsey **PRESIDENT**
University of Louisville
102 Grawemeyer Hall
Louisville, KY 40292
(Phone) 852-5420 (Fax) 852-7226
ramsey@louisville.edu

Ms. Debbie Scoppechio
Chairman/CEO
Creative Alliance
437 West Jefferson Street
Louisville, KY 40202
Phone: 502-214-2969
Term expires: June 30, 2015

Dr. William Selvidge **CHAIRMAN**
11 Baymont St. #408
Clearwater, FL 33767
727-437-7292
Term Expires: June 30, 2014

Mr. Frank Weisberg
Prudential Parks & Weisberg Realtors
295 N. Hubbards Lane, Ste 102
Louisville, KY 40207-8206
(Phone) 896-1234 (Fax) 897-3794
Term Expires: June 30, 2013

UoFL FOUNDATION, INC.
2012-2013 BUDGET

their field of expertise.

A summary of the proposed revenue and expenditures for FY 2012-13 is shown below, followed by various charts that provide detailed budget information, including expenditures comparisons over a period of time.

**Fund-raising, Business Operations, and Other Unrestricted Funds
Summary of Proposed Income and Expenditures**

	<u>2011-12 Budget</u>	<u>2012-13 Proposed Budget</u>	<u>Change</u>	
			<u>Amount</u>	<u>Percent</u>
I. REVENUE				
Unrestricted Endowment Earnings	968,600	978,100	9,500	1.0%
Earnings on Short-Term Investments	1,204,600	1,037,600	(167,000)	-13.9%
1.98% Distribution from Endowment Earnings	12,638,220	13,026,318	388,098	3.1%
TOTAL INCOME	<u>14,811,420</u>	<u>15,042,018</u>	<u>230,598</u>	<u>1.6%</u>
II. EXPENDITURES				
Advancement Activities	9,574,400	9,868,423	294,023	3.1%
Foundation Business Operations	796,338	787,410	(8,928)	-1.1%
Reserve Funds	75,732	32,745	(42,987)	-56.8%
Other Unrestricted Funds	4,364,950	4,353,440	(11,510)	-0.3%
TOTAL EXPENDITURES	<u>14,811,420</u>	<u>15,042,018</u>	<u>230,598</u>	<u>1.6%</u>

UoFL FOUNDATION, INC.

2012-2013 BUDGET

**Fund-raising, Business Operations, and Other Unrestricted Funds
Expenditure Budget Comparison**

I. EXPENDITURES	2011-12 Budget	2012-13 Proposed Budget	Change	
			Amount	Percent
A. FUND-RAISING				
U1087 Advancement Services	122,000	122,000	0	0.0%
U0008 Advancement Stadium Suite	250,000	175,000	(75,000)	-30.0%
U1088 Advancement Technology	80,000	80,000	0	0.0%
U0025 Alumni Clubs	50,000	50,000	0	0.0%
U1131 Alumni Services - Fdn	686,907	686,907	0	0.0%
U1089 Annual Fund	134,670	134,670	0	0.0%
U0028 Belknap Development	90,000	90,000	0	0.0%
U1101 Cardinal Station Operations	198,539	198,539	0	0.0%
U1106 Development-Arts & Sciences	7,500	7,500	0	0.0%
U1107 Development-Business	6,000	6,000	0	0.0%
U1108 Development-Community Relations	7,500	7,500	0	0.0%
U1109 Development-Corp & Fdn Relations	6,000	6,000	0	0.0%
U1110 Development-Education	5,000	5,000	0	0.0%
U1111 Development-Kent School	5,000	5,000	0	0.0%
U1112 Development-Law	6,000	6,000	0	0.0%
U1113 Development-Libraries	5,000	5,000	0	0.0%
U1114 Development-Music	5,000	5,000	0	0.0%
U1115 Development-Planned Giving	30,000	30,000	0	0.0%
U1116 Development-Speed School	7,500	7,500	0	0.0%
U1090 Donor Relations	70,000	40,000	(30,000)	-42.9%
U1091 Government Relations	75,000	75,000	0	0.0%
U1121 Health & Science Center Development-Alumni & Donor Relations	15,000	15,000	0	0.0%
U1117 Health & Science Center Development-Cil	5,000	5,000	0	0.0%
U1118 Health & Science Center Development-Clinical Medicine 1	7,500	13,500	6,000	80.0%
U1119 Health & Science Center Development-Clinical Medicine 2	6,000	0	(6,000)	-100.0%
U1120 Health & Science Center Development-Dentistry	6,000	6,000	0	0.0%
U1123 Health & Science Center Development-JGB Cancer Center	10,000	10,000	0	0.0%
U1124 Health & Science Center Development-Medical Education	5,000	35,000	30,000	600.0%
U1125 Health & Science Center Development-Nursing	5,000	5,000	0	0.0%
U1092 Health Sciences Development	75,000	75,000	0	0.0%
U0137 Library Fundraising	20,000	20,000	0	0.0%
U0016 Outreach Events	100,000	100,000	0	0.0%
U1122 Principle Gifts	7,500	7,500	0	0.0%
U1105 Regional Initiatives	85,000	85,000	0	0.0%
U0004 State of Affairs Program	10,000	0	(10,000)	-100.0%
U0012 University Communications	125,000	0	(125,000)	-100.0%
U0045 VP Advancement Administration				
SUBTOTAL	7,244,784	7,748,807	504,023	7.0%
	9,574,400	9,868,423	294,023	3.1%

**Fund-raising, Business Operations, and Other Unrestricted Funds
Expenditure Budget Comparison**

	2011-12 Budget	2012-13 Proposed Budget	Change	
			Amount	Percent
B. FOUNDATION BUSINESS OPERATIONS				
U0010 Foundation Administration	330,347	305,490	(24,857)	-7.5%
U1137 Foundation Administration	88,431	104,360	15,929	18.0%
U1084 Foundation Buildings M&O	155,460	155,460	0	0.0%
U0015 Legal Fees & Expense	75,000	75,000	0	0.0%
U0011 Foundation Insurance	52,000	52,000	0	0.0%
U0013 Amelia Place and Annsley House M&O	49,800	49,800	0	0.0%
U1083 Foundation Audit	45,300	45,300	0	0.0%
SUBTOTAL	796,338	787,410	(8,928)	-1.1%
C. RESERVE FUNDS				
U0164 Reseve Fund	75,732	32,745	(42,987)	-56.8%
SUBTOTAL	75,732	32,745	(42,987)	-56.8%
D. OTHER UNRESTRICTED FUNDS				
Multiple Presidential Advancement Initiatives	3,063,820	3,157,895	94,075	3.1%
U0137 Library Fund-raising	408,313	408,313	0	0.0%
U1140 McConnell Archives	200,000	200,000	0	0.0%
U1128 LGBT Program	120,617	145,032	24,415	20.2%
U1139 Marching Band	100,000	100,000	0	0.0%
U0180 PJC Stadium – KFEC Arena Suites	100,000	100,000	0	0.0%
U0038 Community Memberships/GLI	45,000	45,000	0	0.0%
U0017 Board of Trustees/Overseers/Foundation Board Expense	30,000	30,000	0	0.0%
U0020 Presidential Events / Community Functions	27,000	27,000	0	0.0%
U0050 Foreign Travel for Faculty	25,000	25,000	0	0.0%
U0019 Student Recruitment	25,000	25,000	0	0.0%
U1135 Provost Foundation	15,100	15,100	0	0.0%
U0054 Faculty Exchange/Foreign Graduate Students	15,000	15,000	0	0.0%
U0056 VP/Dean Contingency	15,000	15,000	0	0.0%
U0014 Metro United Way	13,100	13,100	0	0.0%
U0044 Provost Contingency	12,000	12,000	0	0.0%
U0003 Community Sponsorships	10,000	10,000	0	0.0%
U0022 Faculty Excellence Awards	10,000	10,000	0	0.0%
U0032 Kentucky Author Forum	130,000	0	(130,000)	-100.0%
SUBTOTAL	4,364,950	4,353,440	(11,510)	-0.3%
TOTAL BUDGET*	14,811,400	15,042,000	230,600	1.6%

* Rounded to the nearest 100

A summary of the proposed revenue and expenditures for FY 2013-14 is shown below, followed by various charts that provide detailed budget information, including expenditures comparisons over a period of time.

**Fundraising, Business Operations, and Other Unrestricted Funds
Summary of Proposed Income and Expenditures**

	FY 2012-13 Budget	FY 2013-14 Proposed Budget	Change	
			Amount	Percent
I. REVENUE				
1.98% Distribution from Endowment Earnings	13,026,318	13,051,469	25,151	0.2%
Earnings on Short-Term Investments	1,037,600	971,800	(65,800)	-6.3%
Unrestricted Endowment Earnings	978,100	895,600	(82,500)	-8.4%
Other University Advancement Operations Revenue	0	610,000	610,000	N/A
TOTAL INCOME	15,042,018	15,528,869	486,851	3.2%
II. EXPENDITURES				
Advancement Activities	9,868,423	9,714,446	(153,977)	-1.6%
Communications and Marketing*	0	340,600	340,600	N/A
Government Relations*	0	442,429	442,429	N/A
Foundation Business Operations	787,410	830,328	42,918	5.5%
Reserve Funds	32,745	0	(32,745)	-100.0%
Other Unrestricted Funds	4,353,440	4,201,066	(152,374)	-3.5%
TOTAL EXPENDITURES	15,042,018	15,528,869	486,851	3.2%

* Communications and Marketing and Government Relations budgets previously included in Advancement Activities total budget.

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2011

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements.

Department of the Treasury
Internal Revenue Service

A For the 2011 calendar year, or tax year beginning **JULY 01**, 2011, and ending **JUNE 30**, 20 **12**

B Check if applicable: Address change Name change Initial return Terminated Amended return Application pending

C Name of organization **UNIVERSITY OF LOUISVILLE FOUNDATION, INC.**
Doing Business As _____
Number and street (or P.O. box if mail is not delivered to street address) Room/suite
CONTROLLER'S OFFICE, UNIVERSITY OF LOUISVILLE
City or town, state or country, and ZIP + 4
LOUISVILLE, KY 40292

D Employer identification number
23-7078461

E Telephone number
(502)852-7072

G Gross receipts \$ **178,715,439**

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
If "No," attach a list. (see instructions)

I Tax-exempt status: 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

J Website: **WWW.LOUISVILLEFOUNDATION.ORG**

K Form of organization: Corporation Trust Association Other

L Year of formation: **1970**

M State of legal domicile: **KY**

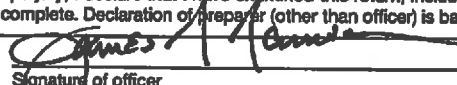
H(c) Group exemption number ▶ _____

Part I Summary


Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE ORGANIZATION IS ORGANIZED AND OPERATED FOR THE BENEFIT OF THE UNIVERSITY OF LOUISVILLE. SUBSTANTIALLY ALL OF ITS SUPPORT IS FROM THE GENERAL PUBLIC IN THE FORM OF GIFTS AND ENDOWMENTS. IT MAKES DISBURSEMENTS TO AND FOR THE UNIVERSITY OF LOUISVILLE TO SUPPORT THE UNIVERSITY IN CARRYING OUT ITS EXEMPT PURPOSE.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	15
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	14
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	6
	6 Total number of volunteers (estimate if necessary)	6	14
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-4,196,400
b Net unrelated business taxable income from Form 990-T, line 34	7b	-4,024,161	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 39,727,598	Current Year 55,949,088
	9 Program service revenue (Part VIII, line 2g)	1,850,828	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	13,324,395	18,848,727
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,246,523	-3,990,130
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	57,149,344	70,807,685
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	9,284,361	15,030,740
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	1,743,603	1,108,810
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 9,223,533		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	72,358,716	66,260,156
	18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	83,386,680	82,399,706
19 Revenue less expenses. Subtract line 18 from line 12	-26,237,336	-11,592,021	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 961,073,320	End of Year 921,526,307
	21 Total liabilities (Part X, line 26)	145,683,468	130,154,013
	22 Net assets or fund balances. Subtract line 21 from line 20	815,389,852	791,372,294

Part II Signature Block

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

Sign Here  **5-15-13**
Signature of officer **DR. JAMES R. RAMSEY, PRESIDENT** Date
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name RACHEL SPURLOCK	Preparer's signature 	Date 5/13/2013	Check <input type="checkbox"/> if self-employed	PTIN P00520729
Firm's name ▶ CROWE HORWATH LLP	Firm's EIN ▶ 35-0921680			
Firm's address ▶ 9600 BROWNSBORO ROAD, SUITE 400, LOUISVILLE, KY 40241-1122	Phone no. (502)326-3996			

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

Application for Extension of Time To File an Exempt Organization Return

▶ **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
 - 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	Name of exempt organization or other filer, see instructions. UNIVERSITY OF LOUISVILLE FOUNDATION, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 23-7078461
	Number, street, and room or suite no. If a P.O. box, see instructions. CONTROLLER'S OFFICE -U OF L	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, KY 40292	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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 ▶ CONTROLLERS OFFICCE

Telephone No. ▶ (502)852-7072 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 February 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 20 ____ or

▶ tax year beginning July 01, 20 11, and ending June 30, 20 12.

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	\$	
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	\$	
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	\$	

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. Cat. No. 27916D **Form 8868** (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **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).

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. UNIVERSITY OF LOUISVILLE FOUNDATION, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 23-7078461
	Number, street, and room or suite no. If a P.O. box, see instructions. CONTROLLER'S OFFICE -U OF L	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, KY 40292	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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 **▶ CONTROLLERS OFFICCE**
 Telephone No. **▶ (502)852-7072** 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.

- 4 I request an additional 3-month extension of time until May 15, 20 13.
- 5 For calendar year 2011, or other tax year beginning July 01, 20 11, and ending June 30, 20 12.
- 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 REQUIRED TO GATHER THE INFORMATION NECESSARY 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	\$
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	\$
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 Laura Forbes Title CPA Date 1/23/13

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:

THE UNIVERSITY OF LOUISVILLE FOUNDATION (FOUNDATION) EXISTS TO SUPPORT THE ACADEMIC, SCHOLARLY, RESEARCH, AND COMMUNITY ENGAGEMENT ACTIVITIES OF THE UNIVERSITY OF LOUISVILLE (UNIVERSITY) AND TO ASSIST THE UNIVERSITY IN BECOMING A NATIONAL TOP TIER METROPOLITAN RESEARCH UNIVERSITY. (CONTINUED ON SCHEDULE O.)

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 41,050,558 including grants of \$ 7,382,830) (Revenue \$ 180,216)

RESEARCH AND ACADEMIC PROGRAMS - THE UNIVERSITY OF LOUISVILLE, WITH SUPPORT PROVIDED BY THE UNIVERSITY OF LOUISVILLE FOUNDATION, IS FOCUSED ON ENSURING THE GREAT IDEAS THAT BEGIN IN THE LABORATORY AND THE CLASSROOM BECOME TANGIBLE BENEFITS FOR REAL PEOPLE. RESEARCH SUPPORTED BY THE FOUNDATION: (1) IS THE BASIS FOR INNOVATIVE SOLUTIONS AND PRODUCTS; (2) IMPROVES HEALTH CARE FOR ALL KENTUCKIANS; (3) IMPROVES QUALITY OF LIFE; AND (4) OFFERS STUDENTS FIRSTHAND LEARNING EXPERIENCES FROM OUTSTANDING FACULTY

4b (Code:) (Expenses \$ 9,023,462 including grants of \$ 7,167,733) (Revenue \$ 0)

STUDENT FINANCIAL AID AND PROGRAMS - THE UNIVERSITY OF LOUISVILLE LEADS THE STATE IN NUMBER OF STUDENTS WHO EARN INTERNATIONALLY COMPETITIVE SCHOLARSHIPS, INCLUDING THE FULBRIGHT SCHOLARSHIP. (CONTINUED ON SCHEDULE O.)

4c (Code:) (Expenses \$ 4,540,532 including grants of \$ 368,673) (Revenue \$ 0)

COMMUNITY ENGAGEMENT - THE UNIVERSITY OF LOUISVILLE'S STRATEGIC PLAN "THE 2020 PLAN: MAKING IT HAPPEN" DESCRIBES THE UNIVERSITY'S COMMITMENT TO COMMUNITY ENGAGEMENT AND REINFORCES THE CONCEPT OF A "CITIZEN UNIVERSITY." FUTURE GROWTH OF INITIATIVES IN THE SIGNATURE PARTNERSHIP, IDEAS TO ACTION (I2A), STUDENT AFFAIRS AND IN EACH ACADEMIC UNIT WILL RESULT IN SIGNIFICANT INCREASES IN OUR COMMUNITY SERVICE PROJECTS AND COMMUNITY-BASED INSTRUCTIONAL AND RESEARCH EFFORTS. THE UNIVERSITY HAS BEEN REPEATEDLY RECOGNIZED FOR VOLUNTEERISM, LEADERSHIP IN SUSTAINABILITY AND AS A "GOOD NEIGHBOR" FOR THE COMMUNITY.

4d Other program services (Describe in Schedule O.) (Expenses \$ 4,123,527 including grants of \$ 111,504) (Revenue \$ 481,081)

4e Total program service expenses 58,738,079

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 <input checked="" type="checkbox"/>	<input type="checkbox"/>
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 <input checked="" type="checkbox"/>	<input type="checkbox"/>
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3 <input type="checkbox"/>	<input checked="" type="checkbox"/>
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4 <input checked="" type="checkbox"/>	<input type="checkbox"/>
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5 <input type="checkbox"/>	<input checked="" type="checkbox"/>
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6 <input type="checkbox"/>	<input checked="" type="checkbox"/>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7 <input type="checkbox"/>	<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8 <input checked="" type="checkbox"/>	<input type="checkbox"/>
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9 <input checked="" type="checkbox"/>	<input type="checkbox"/>
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 <input checked="" type="checkbox"/>	<input type="checkbox"/>
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a <input checked="" type="checkbox"/>	<input type="checkbox"/>
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b <input checked="" type="checkbox"/>	<input type="checkbox"/>
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c <input type="checkbox"/>	<input checked="" type="checkbox"/>
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d <input checked="" type="checkbox"/>	<input type="checkbox"/>
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e <input checked="" type="checkbox"/>	<input type="checkbox"/>
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f <input checked="" type="checkbox"/>	<input type="checkbox"/>
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a <input type="checkbox"/>	<input checked="" type="checkbox"/>
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b <input checked="" type="checkbox"/>	<input type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13 <input type="checkbox"/>	<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a <input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b <input checked="" type="checkbox"/>	<input type="checkbox"/>
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15 <input type="checkbox"/>	<input checked="" type="checkbox"/>
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16 <input checked="" type="checkbox"/>	<input type="checkbox"/>
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17 <input type="checkbox"/>	<input checked="" type="checkbox"/>
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 <input type="checkbox"/>	<input checked="" type="checkbox"/>
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19 <input type="checkbox"/>	<input checked="" type="checkbox"/>
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a <input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b <input type="checkbox"/>	<input type="checkbox"/>

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	✓	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	✓	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	✓	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		✓
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" Issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		✓
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		✓
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		✓
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		✓
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		✓
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		✓
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		✓
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	✓	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	✓	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		✓
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		✓
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	✓	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	✓	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	✓	
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	✓	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	✓	
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		✓
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	✓	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No		
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	564		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	✓		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	6		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	✓		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	✓		
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	✓		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		✓	
b	If "Yes," enter the name of the foreign country: ▶ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		✓	
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		✓	
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		✓	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	Organizations that may receive deductible contributions under section 170(c).				
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	✓		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	✓		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		✓	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		✓	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		✓	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	Sponsoring organizations maintaining donor advised funds.				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	Section 501(c)(7) organizations. Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	Section 501(c)(12) organizations. Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	Section 501(c)(29) qualified nonprofit health insurance issuers.				
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		✓	
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b			

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		✓
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		✓
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		✓
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		✓
6	Did the organization have members or stockholders?		✓
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		✓
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		✓
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	✓	
b	Each committee with authority to act on behalf of the governing body?	✓	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		✓

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		✓
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	✓	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	✓	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	✓	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	✓	
13	Did the organization have a written whistleblower policy?	✓	
14	Did the organization have a written document retention and destruction policy?	✓	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	✓	
b	Other officers or key employees of the organization	✓	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	✓	
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	✓	

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► KY
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► LARRY ZINK, UNIVERSITY OF LOUISVILLE, LOUISVILLE, KY 40292, (502)852-7072

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) BURT DEUTSCH VICE CHAIR	0.5	✓	✓				0	0	0	
(2) DR. JAMES R. RAMSEY PRESIDENT	10	✓	✓				421,200	0	217,857	
(3) EDDY ROBERTS SECRETARY	0.5	✓	✓				0	0	0	
(4) J. CHESTER PORTER CHAIRMAN	0.5	✓	✓				0	0	0	
(5) JOYCE HAGEN TREASURER	0.5	✓	✓				0	0	0	
(6) CHUCK DENNY DIRECTOR	0.5	✓					0	0	0	
(7) DEBBIE SCOPPECHIO DIRECTOR	0.5	✓					0	0	0	
(8) DR. SALEM GEORGE DIRECTOR	0.5	✓					0	0	0	
(9) FRANK WEISBERG DIRECTOR	0.5	✓					0	0	0	
(10) LALIT SARIN DIRECTOR	0.5	✓					0	0	0	
(11) MARGARET HANDMAKER DIRECTOR	0.5	✓					0	0	0	
(12) OWSLEY FRAZIER DIRECTOR	0.5	✓					0	0	0	
(13) SAM RECHTER DIRECTOR	0.5	✓					0	0	0	
(14) WILLIAM SELVIDGE DIRECTOR	0.5	✓					0	0	0	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) WILLIAM WILCOX DIRECTOR	0.5	✓					0	0	0	
(16) DR. SHIRLEY WILLIHNGANZ EXECUTIVE VICE PRESIDENT	10			✓			69,887	0	150,000	
(17) KATHLEEN SMITH ASSISTANT SECRETARY	10			✓			34,861	0	125,816	
(18) MICHAEL J. CURTIN ASSISTANT TREASURER	10			✓			52,234	0	36,955	
(19) THOMAS JURICH VICE PRESIDENT	10					✓	255,915	0	0	
(20) VICKIE YATES BROWN PRESIDENT/CEO - NUCLEUS	49.5					✓	299,398	0	35,831	
(21)										
(22)										
(23)										
(24)										
(25)										
1b Sub-total							1,133,495	0	566,459	
c Total from continuation sheets to Part VII, Section A							0	0	0	
d Total (add lines 1b and 1c)							1,133,495	0	566,459	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **5**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		✓
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	✓	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		✓

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
CAMBRIDGE ASSOCIATES, 125 HIGH STREET, BOSTON, MA 02110	INVESTMENT ADVICE	1,277,083
PERITUS PUBLIC RELATIONS LLC, 200 SOUTH FIFTH STREET STE 503 NORTH, LOUISVILLE, KY 40202	CONSULTING	621,395
STITES AND HARBISON, 400 WEST MARKERT STREET SUITE 1800, LOUISVILLE, KY 40202	LEGAL SERVICES	295,232
UNIVERSITY PHYSICIANS GROUP INC, 323 E CHESTNUT ST, LOUISVILLE, KY 40202	MEDICAL	225,000
GLOBAL ACADEMY FOR MEDICAL EDUCATION, 5635 FISHERS LANE SUITE 6000, ROCKVILLE, MD 20852	EDUCATION PROGRAM DEVELOPMENT	193,500

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **5**

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e	210,000				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	55,739,088				
	g Noncash contributions included in lines 1a-1f: \$		4,066,362				
	h Total. Add lines 1a-1f		55,949,088				
Program Service Revenue	2a Business Code						
	b		0				
	c		0				
	d		0				
	e		0				
	f All other program service revenue .		0	0	0	0	
	g Total. Add lines 2a-2f		0				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		10,187,567		-378,592	10,566,159	
	4 Income from investment of tax-exempt bond proceeds		0				
	5 Royalties		82,964			82,964	
	6a Gross rents	(i) Real	2,154,833				
		(ii) Personal					
		b Less: rental expenses	7,367,405				
		c Rental income or (loss)	-5,212,572	0			
	d Net rental income or (loss)		-5,212,572		-4,295,989	-916,583	
	7a Gross amount from sales of assets other than inventory	(i) Securities	109,201,509				
		(ii) Other		0			
		b Less: cost or other basis and sales expenses	100,514,273	26,076			
		c Gain or (loss)	8,687,236	-26,076			
	d Net gain or (loss)		8,661,160			8,661,160	
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses					
c Net income or (loss) from fundraising events .			0				
9a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities . .		0				
10a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold						
	c Net income or (loss) from sales of inventory . .		0				
Miscellaneous Revenue		Business Code					
11a PROFESSIONAL FEES AND SERVICES		611710	590,676	112,495	478,181		
b ADMINISTRATIVE FEES		561110	481,081	481,081			
c MISCELLANEOUS		900099	67,721	67,721			
d All other revenue			0	0	0	0	
e Total. Add lines 11a-11d			1,139,478				
12 Total revenue. See instructions.			70,807,685	661,297	-4,196,400	18,393,700	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	5,873,504	5,873,504		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	8,997,236	8,997,236		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	160,000	160,000		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	1,108,810		1,108,810	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	0			
10 Payroll taxes	0			
11 Fees for services (non-employees):				
a Management	0			
b Legal	215,115	73,734	139,936	1,445
c Accounting	48,995		48,995	
d Lobbying	210,925		210,925	
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	1,803,573		1,803,573	
g Other	47,142,192	31,503,446	6,987,972	8,650,774
12 Advertising and promotion	2,837,543	1,443,826	1,236,054	157,663
13 Office expenses	1,272,101	671,744	470,717	129,640
14 Information technology	1,162,650	705,191	439,300	18,159
15 Royalties	0			
16 Occupancy	1,627,647	983,001	631,250	13,396
17 Travel	2,819,925	2,235,157	447,258	137,510
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	920,325	628,445	264,589	27,291
20 Interest	115,803	115,803		
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	1,842,420	1,842,420		
23 Insurance	65,679	27,840	37,798	41
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a LABORATORY AND RESEARCH SUPPORT	2,150,911	1,830,561	317,871	2,479
b SMALL EQUIPMENT	1,239,871	1,125,462	109,528	4,881
c INSTRUCTIONAL AND TRAINING	332,547	323,569	8,042	936
d OTHER FEES	109,090	101,156	7,905	29
e All other expenses	342,844	95,984	167,571	79,289
25 Total functional expenses. Add lines 1 through 24e	82,399,706	58,738,079	14,438,094	9,223,533
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A)		(B)		
		Beginning of year		End of year		
Assets	1	Cash—non-interest-bearing	3,180	1	3,439	
	2	Savings and temporary cash investments	11,689,049	2	15,250,072	
	3	Pledges and grants receivable, net	36,061,441	3	29,173,411	
	4	Accounts receivable, net	1,478,769	4	2,438,168	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6		
	7	Notes and loans receivable, net	1,705,062	7	1,715,378	
	8	Inventories for sale or use		8		
	9	Prepaid expenses and deferred charges	164,883	9	190,183	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D				
		10a	112,820,673			
	b	Less: accumulated depreciation	10b 19,575,912	78,544,414	10c	93,244,761
	11	Investments—publicly traded securities	160,977,501	11	169,972,601	
	12	Investments—other securities. See Part IV, line 11	595,824,294	12	559,459,267	
	13	Investments—program-related. See Part IV, line 11	0	13	0	
	14	Intangible assets		14		
15	Other assets. See Part IV, line 11	74,624,727	15	50,079,027		
16	Total assets. Add lines 1 through 15 (must equal line 34)	961,073,320	16	921,526,307		
Liabilities	17	Accounts payable and accrued expenses	2,542,595	17	3,085,631	
	18	Grants payable		18		
	19	Deferred revenue	5,046,896	19	7,039,239	
	20	Tax-exempt bond liabilities	27,727,738	20	36,400,502	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D	47,358,955	21	46,398,684	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23	Secured mortgages and notes payable to unrelated third parties		23		
	24	Unsecured notes and loans payable to unrelated third parties		24		
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	63,007,284	25	37,229,957	
	26	Total liabilities. Add lines 17 through 25	145,683,468	26	130,154,013	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets	179,916,539	27	172,394,669	
	28	Temporarily restricted net assets	248,789,521	28	225,418,077	
	29	Permanently restricted net assets	386,683,792	29	393,559,548	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds		30		
	31	Paid-in or capital surplus, or land, building, or equipment fund		31		
	32	Retained earnings, endowment, accumulated income, or other funds		32		
33	Total net assets or fund balances	815,389,852	33	791,372,294		
34	Total liabilities and net assets/fund balances	961,073,320	34	921,526,307		

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	70,807,685
2	Total expenses (must equal Part IX, column (A), line 25)	2	82,399,706
3	Revenue less expenses. Subtract line 2 from line 1	3	-11,592,021
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	815,389,852
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-12,425,537
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	791,372,294

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		✓
b Were the organization's financial statements audited by an independent accountant?	✓	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	✓	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		✓
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization

UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

Employer identification number

23-7078461

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vii). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Other
 - e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	Yes	No
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	
 - h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions)).	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									0

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Cat. No. 11285F

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	36,221,999	48,889,250	49,458,052	39,727,598	55,949,088	230,245,987
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	36,221,999	48,889,250	49,458,052	39,727,598	55,949,088	230,245,987
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						19,582,767
6 Public support. Subtract line 5 from line 4.						210,663,220

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	36,221,999	48,889,250	49,458,052	39,727,598	55,949,088	230,245,987
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	13,902,639	11,925,294	9,374,530	9,255,259	12,425,364	56,883,086
9 Net income from unrelated business activities, whether or not the business is regularly carried on	0	0	0	0	0	0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0	0	0	0	0
11 Total support. Add lines 7 through 10						287,129,073
12 Gross receipts from related activities, etc. (see instructions)					12	661,297
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	73.36 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	81.16 %
16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test—2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ <input type="checkbox"/>		

Schedule of Contributors

2011

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

Name of the organization UNIVERSITY OF LOUISVILLE FOUNDATION, INC.	Employer identification number 23-7078461
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Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (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 $\frac{1}{3}$ % 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).

Name of organization UNIVERSITY OF LOUISVILLE FOUNDATION, INC.	Employer identification number 23-7078461
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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		\$ 4,363,950	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 3,049,779	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 3,042,340	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 1,511,147	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ 1,500,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6		\$ 1,426,948	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization UNIVERSITY OF LOUISVILLE FOUNDATION, INC.	Employer identification number 23-7078461
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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		\$ 1,339,709	Person <input checked="" 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.)
-----		\$ -----	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
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

Employer identification number
23-7078461

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
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----

Name of organization UNIVERSITY OF LOUISVILLE FOUNDATION, INC.	Employer identification number 23-7078461
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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. See instructions.) ▶ \$ _____

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	
.....	

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization UNIVERSITY OF LOUISVILLE FOUNDATION, INC.	Employer identification number 23-7078461
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1** Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2** Political expenditures ▶ \$ _____
- 3** Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1** Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2** Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3** If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a** Was a correction made? Yes No
- b** If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1** Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2** Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3** Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4** Did the filing organization file Form 1120-POL for this year? Yes No
- 5** Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		✓	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	✓		
c Media advertisements?		✓	
d Mailings to members, legislators, or the public?		✓	
e Publications, or published or broadcast statements?		✓	
f Grants to other organizations for lobbying purposes?		✓	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	✓		210,925
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		✓	
i Other activities?		✓	
j Total. Add lines 1c through 1i			210,925
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		✓	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A, and Part II-B, line 1. Also, complete this part for any additional information.

SEE NEXT PAGE

Part IV

Supplemental Information Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; and Part II-B, line 1i. Also, complete this part for any additional information.

Return Reference	Identifier	Explanation
SCHEDULE C, PART II-B, LINE 1	DESCRIPTION OF THE ACTIVITIES REPORTED ON LINES 1A THROUGH 1I	THE ORGANIZATION INCURRED EXPENSES RELATING TO MEETING WITH LESIGLATORS, POLICY MAKERS, AND LEGISLATIVE STAFF. THESE CONTACTS ENTAILED EMPLOYING THE SERVICES OF OUTSIDE LOBBYISTS AS WELL AS USING INTERNAL STAFF TO PREPARE TALKING POINTS AND OTHER COMMUNICATIONS TO LEGISLATORS AND POLICY MAKERS AS WELL AS ENLISTING PUBLIC SUPPORT FOR THE UNIVERSITY'S POSITION ON ISSUES.

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Name of the organization UNIVERSITY OF LOUISVILLE FOUNDATION, INC. Employer identification number 23-7078461

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), Aggregate value at end of year, and two questions about donor informed consent.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
a Total number of conservation easements
b Total acreage restricted by conservation easements
c Number of conservation easements on a certified historic structure included in (a)
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
(i) Revenues included in Form 990, Part VIII, line 1
(ii) Assets included in Form 990, Part X
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
a Revenues included in Form 990, Part VIII, line 1
b Assets included in Form 990, Part X

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	739,226,249	644,498,300	599,240,855	741,052,668	
b Contributions	12,102,614	13,677,690	7,667,597	8,982,106	
c Net investment earnings, gains, and losses	-22,742,518	70,964,906	78,595,177	-116,223,892	
d Grants or scholarships	6,729,819	6,222,255	6,179,520	6,075,646	
e Other expenditures for facilities and programs	21,996,263	-21,353,653	27,742,512	22,767,748	
f Administrative expenses	7,394,299	5,046,045	7,073,297	5,726,633	
g End of year balance	692,465,964	739,226,249	644,498,300	599,240,855	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ▶ 24.67 %
- b Permanent endowment ▶ 74.38 %
- c Temporarily restricted endowment ▶ 0.95 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(ii) related organizations	<input type="checkbox"/>	<input checked="" type="checkbox"/>

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		37,809,007		37,809,007
b Buildings		32,005,405	6,603,357	25,402,048
c Leasehold improvements				0
d Equipment		14,449,868	9,687,978	4,761,890
e Other		28,556,393	3,304,577	25,251,816
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				93,244,761

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) MARKETABLE ALTERNATIVES	138,107,698	END OF YEAR MARKET VALUE
(B) INVESTMENT IN PARTNERSHIPS	414,418,096	END OF YEAR MARKET VALUE
(C) MISC INVESTMENTS	2,138,533	COST
(D) INVESTMENT IN PARTNERSHIP - EQUITY METHOD	4,794,940	END OF YEAR MARKET VALUE
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	559,459,267	

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) OTHER ASSETS	902,283
(2) FUNDS HELD BY OTHERS	43,690,139
(3) INTERCOMPANY RECEIVABLES	5,486,605
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	50,079,027

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO UNIVERSITY OF LOUISVILLE	17,477,099
(3) DEPOSITS	26,034
(4) LONG TERM LIABILITY	19,726,824
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	37,229,957

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1
2	Total expenses (Form 990, Part IX, column (A), line 25)	2
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3
4	Net unrealized gains (losses) on investments	4
5	Donated services and use of facilities	5
6	Investment expenses	6
7	Prior period adjustments	7
8	Other (Describe in Part XIV.)	8
9	Total adjustments (net). Add lines 4 through 8	9
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	1
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:	
a	Net unrealized gains on investments	2a
b	Donated services and use of facilities	2b
c	Recoveries of prior year grants	2c
d	Other (Describe in Part XIV.)	2d
e	Add lines 2a through 2d	2e
3	Subtract line 2e from line 1	3
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a
b	Other (Describe in Part XIV.)	4b
c	Add lines 4a and 4b	4c
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	1
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:	
a	Donated services and use of facilities	2a
b	Prior year adjustments	2b
c	Other losses	2c
d	Other (Describe in Part XIV.)	2d
e	Add lines 2a through 2d	2e
3	Subtract line 2e from line 1	3
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a
b	Other (Describe in Part XIV.)	4b
c	Add lines 4a and 4b	4c
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE NEXT PAGE

Supplemental Information Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Identifier	Explanation
SCHEDULE D, PART III, LINE 4	COLLECTIONS OF ART - DESCRIPTION OF COLLECTIONS	HISTORICAL COLLECTIONS INCLUDE RARE MATERIALS, SCULPTURES AND OTHER PIECES OF ART AND RARE BOOKS.
SCHEDULE D, PART IV, LINE 2B	EXPLANATION OF ESCROW AGREEMENT	<p>THE ORGANIZATION IS THE CUSTODIAN OF FUNDS OWNED BY THE UNIVERSITY OF LOUISVILLE ATHLETICS ASSOCIATION (THE ASSOCIATION). THE ASSOCIATION IS A SEPARATE CORPORATION ORGANIZED FOR THE PURPOSE OF PROMOTING THE INTERCOLLEGIATE ATHLETIC ACTIVITIES OF THE UNIVERSITY OF LOUISVILLE. THE ORGANIZATION SERVES IN AN AGENCY CAPACITY AND INVESTS FUNDS ON BEHALF OF THE ASSOCIATION BASED ON A FORMAL TRUST AGREEMENT. AS OF JUNE 30, 2012, THE ORGANIZATION HELD APPROXIMATELY \$36.8 MILLION FOR THE ASSOCIATION'S INVESTMENT PURPOSES.</p> <p>DURING THE YEAR ENDED JUNE 30, 2005, THE ORGANIZATION ENTERED INTO AN AGREEMENT WITH JEWISH HOSPITAL & ST. MARY'S HEALTHCARE, INC. (JEWISH HOSPITAL) WHEREBY THE FOUNDATION SERVES IN AN AGENCY CAPACITY TO INVEST FUNDS ON BEHALF OF JEWISH HOSPITAL. JEWISH HOSPITAL IS A SEPARATE CORPORATION ORGANIZED FOR THE PURPOSE OF PROVIDING HEALTHCARE SERVICES. AS OF JUNE 30, 2012, THE ORGANIZATION HELD APPROXIMATELY \$9.4 MILLION FOR JEWISH HOSPITAL'S INVESTMENT PURPOSES.</p> <p>DURING THE YEAR ENDED JUNE 30, 2011, THE ORGANIZATION WAS THE RECIPIENT OF ENDOWED FUNDS, THE INCOME OF WHICH SHALL BE USED IN SUPPORT OF THE LOUISVILLE ORCHESTRA. AS OF JUNE 30, 2012, THE ORGANIZATION HELD APPROXIMATELY \$0.2 MILLION FOR THE BENEFIT OF THE LOUISVILLE ORCHESTRA.</p> <p>THE ORGANIZATION, ACTING IN AN AGENT CAPACITY, DOES NOT REFLECT EARNINGS ON INVESTMENTS HELD IN TRUST FOR OTHERS IN ITS REVENUES AS THESE EARNINGS ARE DISTRIBUTED TO THE OWNERS OF THE FUNDS.</p>
SCHEDULE D, PART V, LINE 4	INTENDED USES OF ENDOWMENT FUNDS	<p>THE INTENDED USE OF THE UNIVERSITY OF LOUISVILLE FOUNDATION INC'S ENDOWMENTS FALL INTO 8 CATEGORIES: INSTRUCTION, RESEARCH, PUBLIC SERVICE, ACADEMIC SUPPORT, STUDENT SERVICES, INSTITUTIONAL SUPPORT, MAINTENANCE AND OPERATION OF PHYSICAL PLANT, AND STUDENT FINANCIAL AID.</p> <p>THE GREATEST AMOUNT OF FUNDS PROVIDED FOR SPENDING ARE FOR RESEARCH AND STUDENT FINANCIAL AID.</p>
SCHEDULE D, PART X, LINE 2	FIN 48 (ASC 740) FOOTNOTE	<p>THE FOUNDATION IS SUBJECT TO FEDERAL INCOME TAX ON ANY UNRELATED BUSINESS TAXABLE INCOME.</p> <p>THE FOUNDATION FILES TAX RETURNS IN THE U.S. FEDERAL JURISDICTION. WITH A FEW EXCEPTIONS, THE FOUNDATION IS NO LONGER SUBJECT TO U.S. FEDERAL EXAMINATION BY TAX AUTHORITIES PRIOR TO FISCAL YEAR 2009.</p>

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.

2011

Open to Public Inspection

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization:
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

Employer identification number
23-7078461

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA AND THE CARIBBEAN	0	0	INVESTMENTS		126,377,882
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total	0	0			126,377,882
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			126,377,882

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 50082W

Schedule F (Form 990) 2011

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000 **Part II can be duplicated if additional space is needed.**

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3 Enter total number of other organizations or entities

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1) GRAWEMEYER AWARDS	EUROPE (INCLUDING ICELAND AND GREENLAND)	3	80,000	WIRE TRANSFER			
(2) GRAWEMEYER AWARDS	NORTH AMERICA (CANADA & MEXICO ONLY)	1	40,000	WIRE TRANSFER			
(3) GRAWEMEYER AWARDS	EAST ASIA AND THE PACIFIC	1	40,000	WIRE TRANSFER			
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2011

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

Name of the organization

UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

Employer identification number

23-7078461

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000.

Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) UNIVERSITY OF LOUISVILLE BELKNAP CAMPUS, SERVICE COMPLEX, LOUISVILLE, KY 40252	61-1014882	501(C)(1)	5,732,587				GENERAL SUPPORT
(2) AMERICAN HEART ASSOCIATION 5455 N HIGH ST, COLUMBUS, OH 43214	13-5613797	501(C)(3)	85,000				GENERAL SUPPORT
(3) NATIONAL MERIT SCHOLARSHIP CORPORATION 1560 SHERMAN AVENUE, EVANSTON, IL 60201	36-2307745	501(C)(3)	23,250				SCHOLARSHIPS
(4) MARCH OF DIMES 4802 SHERBURN LANE, LOUISVILLE, KY 40207	13-1846366	501(C)(3)	16,667				GENERAL SUPPORT
(5) BELLARMINE UNIVERSITY 2001 NEWBURG ROAD, LOUISVILLE, KY 40205	61-0482955	501(C)(3)	9,500				SCHOLARSHIPS
(6) KENTUCKIANA METROVERSITY, INC. 200 W. BROADWAY, LOUISVILLE, KY 40202	61-0727902	501(C)(3)	6,500				AWARD
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 6

3 Enter total number of other organizations listed in the line 1 table ▶ 0

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 50055P

Schedule I (Form 990) (2011)

Part IV**Supplemental Information** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Return Reference	Identifier	Explanation
SCHEDULE I, PART I, LINE 2	PROCEDURES FOR MONITORING USE OF GRANT FUNDS	THE UNIVERSITY OF LOUISVILLE FOUNDATION PARTICIPATES IN COST SHARING WITH GRANTS BY TRANSFERRING CERTAIN EXPENSES, USUALLY SALARY AND USUALLY WITH RESEARCH GRANTS. THE FOUNDATION'S RESPONSIBILITY IS TO VERIFY THAT THE COST SHARE EXPENSE IS ALLOWABLE BY THE ENDOWMENT OR GIFT PROGRAM AND THAT THE ENDOWMENT OR GIFT PROGRAM HAS SUFFICIENT FUNDS TO COVER THE TRANSFER. SPONSORED PROGRAMS IS THE AREA RESPONSIBLE FOR MONITORING THE USE OF GRANT FUNDS AND ALL GOVERNMENT REPORTING.
SCHEDULE I, PART III	PART III	THE GRAWEMEYER AWARDS ARE AMONG THE WORLD'S MOST PRESTIGIOUS AWARDS PRESENTED TO INDIVIDUALS IN THE FIELDS OF EDUCATION, IDEAS IMPROVING WORLD ORDER, MUSIC COMPOSITION, RELIGION AND PSYCHOLOGY. H. CHARLES GRAWEMEYER CREATED THE AWARDS IN 1984 WITH AN INITIAL ENDOWMENT OF \$9 MILLION AND SINCE THEN IT HAS DRAWN THOUSANDS OF NOMINATIONS FROM AROUND THE WORLD. GRAWEMEYER DISTINGUISHED THE AWARDS BY HONORING IDEAS RATHER THAN LIFE-LONG ACHIEVEMENTS.

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 DR. JAMES R. RAMSEY	(i)	137,796	171,995	111,409	217,857	0	639,057	0
	(ii)	0	0	0	0	0	0	0
2 DR. SHIRLEY WILLIHNGANZ	(i)	45,646	0	24,241	150,000	0	219,887	0
	(ii)	0	0	0	0	0	0	0
3 KATHLEEN SMITH	(i)	34,623	0	238	123,710	2,106	160,677	0
	(ii)	0	0	0	0	0	0	0
4 THOMAS JURICH	(i)	255,915	0	0	0	0	255,915	0
	(ii)	0	0	0	0	0	0	0
5 VICKIE YATES BROWN	(i)	298,624	0	774	24,500	11,331	335,229	0
	(ii)	0	0	0	0	0	0	0
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part II

Supplemental Information Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Return Reference	Identifier	Explanation
SCHEDULE J, PART I, LINE 1A	TAX INDEMNIFICATION AND GROSS-UP PAYMENTS	<p>AS PER HIS EMPLOYMENT CONTRACT, DR. JAMES RAMSEY IS PROVIDED TAX GROSS-UPS RELATING TO PREMIUMS PAID BY THE ORGANIZATION FOR A LONG-TERM CARE INSURANCE BENEFIT AND A SUPPLEMENTAL DISABILITY INSURANCE BENEFIT.</p> <p>KATHLEEN SMITH IS PROVIDED TAX GROSS-UP PAYMENTS RELATING TO A SECTION 457(F) NONQUALIFIED DEFERRED COMPENSATION PLAN. THE GROSS-UPS ARE CALCULATED AND BECOME PAYABLE WHENEVER AMOUNTS CONTRIBUTED UNDER THE PLAN ARE VESTED AND PAYABLE.</p>
SCHEDULE J, PART I, LINE 1A	HEALTH OR SOCIAL CLUB DUES OR INITIATION FEES	COUNTRY CLUB DUES ARE PAID ON BEHALF OF DR. JAMES RAMSEY. MEMBERSHIP IS PRIMARILY USED TO CONDUCT THE BUSINESS OF THE ORGANIZATION. LOGS ARE REQUIRED TO DETERMINE TAXABLE COMPENSATION FROM COUNTRY CLUB DUES IN THE EVENT THAT ANY OF THE USE IS PERSONAL.
SCHEDULE J, PART I, LINE 4B	SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN	<p>THE FOLLOWING AMOUNTS RELATING TO A SECTION 457(F) NONQUALIFIED DEFERRED COMPENSATION PLAN WERE ACCRUED BY THE ORGANIZATION DURING THE YEAR:</p> <p>DR. JAMES RAMSEY - \$75,000 DR. SHIRLEY WILLIHNGANZ - \$150,000 KATHLEEN SMITH - \$120,362</p> <p>IN ADDITION, \$142,857 INCENTIVE COMPENSATION WAS ACCRUED BY THE ORGANIZATION FOR DR. JAMES RAMSEY DURING THE YEAR AND WAS PAYABLE BEGINNING IN CALENDAR YEAR 2012.</p>
SCHEDULE J, PART II, COLUMN (B)(II)	BONUS & INCENTIVE COMPENSATION	DR. JAMES RAMSEY IS ELIGIBLE TO RECEIVE AN ANNUAL BONUS OF UP TO 25% OF HIS UNIVERSITY OF LOUISVILLE AND UNIVERSITY OF LOUISVILLE FOUNDATION SALARIES. ALTHOUGH DR. RAMSEY WAS AWARDED THIS BONUS IN 2011 AND IT WAS INCLUDED IN HIS TAXABLE INCOME, THE BONUS WAS DONATED BACK TO THE UNIVERSITY BY DR. RAMSEY.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

**Open To Public
Inspection**

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

Department of the Treasury
Internal Revenue Service

Name of the organization
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

Employer identification number
23-7078461

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art	✓	5	35,937	MARKET VALUE
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications	✓		102,992	MARKET VALUE
5 Clothing and household goods	✓		9,788	MARKET VALUE
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	✓	147	2,050,794	MARKET VALUE
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other	✓	2	550,000	MARKET VALUE
18 Collectibles	✓	10	19,230	MARKET VALUE
19 Food inventory	✓	28	25,936	MARKET VALUE
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (OTHER EQUIPMENT)	✓	10	496,844	MARKET VALUE
26 Other ▶ (FURNITURE)	✓	1	1,750	MARKET VALUE
27 Other ▶ (GIFT CERTIFICATES)	✓	16	3,706	MARKET VALUE
28 Other ▶ (OTHER PROPERTY)	✓	17	34,294	MARKET VALUE

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 0

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1–28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		✓
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	✓	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	✓	
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

Part II**Supplemental Information** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Return Reference	Identifier	Explanation
SCHEDULE M, PART I	COLUMN (B) NUMBER CONTRIBUTIONS	ALL AMOUNTS IN COLUMN (B) REFLECT NUMBER OF CONTRIBUTIONS RATHER THAN NUMBER OF INDIVIDUAL ITEMS DONATED.
SCHEDULE M, PART I, LINE 32B	THIRD PARTIES USED TO SOLICIT, PROCESS, OR SELL NONCASH CONTRIBUTIONS	ON OCCASION THE FOUNDATION USES REALTORS TO SELL REAL PROPERTY AND ART DEALERS TO SELL ARTWORK.

Part I

Other Types of Property (continued)

(a) Property Type	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
(5) COMPUTERS AND TECHNICAL EQUIPMENT	7	719,891	MARKET VALUE
(6) MUSICAL INSTRUMENTS	4	15,200	MARKET VALUE

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

2011

Open to Public Inspection

Name of the Organization
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

Employer Identification Number
23-7078461

Return Reference	Identifier	Explanation
FORM 990, PART III, LINE 1	ORGANIZATION'S MISSION	SINCE ITS INCEPTION IN 1970, THE FOUNDATION HAS SUPPORTED THE EFFORTS OF THE UNIVERSITY TO ATTRACT OUTSTANDING STUDENTS IN THE REGION (AVERAGE ACT SCORE OF ENTERING FRESHMEN IS 25) AND TO BRING THE WORLD'S TOP SCHOLARS AND SCIENTISTS TO KENTUCKY (ENDOWED CHAIRS AND PROFESSORSHIPS NUMBER 150). ALTHOUGH STATE BUDGET CUTS ARE CHALLENGING, THE UNIVERSITY REMAINS A LEADER AMONG COLLEGES AND UNIVERSITIES IN KENTUCKY. THIS YEAR THE FOUNDATION CONTRIBUTED \$141,835,700 FOR SCHOLARSHIP PROGRAMS, RESEARCH INITIATIVES, AND CAPITAL PROJECTS WHILE STATE NET APPROPRIATION DIPPED TO \$141,194,758. INVESTMENT IN THE UNIVERSITY IS INCREASINGLY CRITICAL AS STATE SUPPORT FOR HIGHER EDUCATION CONTINUES TO DECLINE. THE UNIVERSITY LEADS THE STATE WITH A RECORD NUMBER 36 FULBRIGHT AWARDS OVER THE PAST THREE YEARS, OUTPACING SCHOOLS LIKE MIT, DARTMOUTH, WAKE FOREST AND MANY OTHERS. THE FOUNDATION FUNDS THE SCHOLARS PROGRAM TO ENHANCE STUDENTS' OPPORTUNITY FOR THESE SPECIAL RECOGNITIONS. THE UNIVERSITY SECURED OVER \$196 MILLION IN TOTAL GRANTS AND CONTRACTS, WHICH SUPPORTED ENDOWED CHAIRS, DISTINGUISHED SCHOLARS, FACULTY INVESTIGATORS, RESEARCH-ENGAGED STUDENTS, AND TECHNICAL STAFF. THE FOUNDATION PROVIDES FUNDING TO RECRUIT SCHOLARS, OUTSTANDING STUDENTS, FACULTY, AND ADMINISTRATORS TO LEAD THIS SUCCESSFUL RESEARCH PROGRAM. PARTNERING WITH NTS ON THE SHELBYHURST OFFICE AND RESEARCH PARK TO BUILD THE FIRST LEED CLASS A OFFICE BUILDING IN THE STATE OF KENTUCKY. AND DURING THE WORST ECONOMIC CLIMATE SINCE THE 1930S, THE FOUNDATION HAS ACHIEVED 100% OCCUPANCY IN 600 NORTH AND HAS BEGUN CONSTRUCTION OF ITS SECOND OFFICE BUILDING AT SHELBYHURST. THE UNIVERSITY'S NUCLEUS: KENTUCKY'S LIFE SCIENCES AND INNOVATION CENTER HAS NEARLY COMPLETED THE INITIAL BUILDING ON ITS LIFE SCIENCES RESEARCH PARK. THE RESEARCH PARK, OWNED BY THE FOUNDATION, IS LOCATED IN DOWNTOWN LOUISVILLE. ONCE COMPLETE, THE PARK WILL CONSIST OF FOUR BUILDINGS AND IS PROJECTED TO CREATE 8,700 JOBS. NUCLEUS HOUSES THE INTERNATIONAL CENTER FOR LONG TERM CARE INNOVATION WHICH SERVES AS A CATALYST FOR UOPL'S WORLDWIDE AGING CARE RESEARCH INITIATIVE. CARDINAL SPORTS FANS WITNESSED A BCS SUGAR BOWL VICTORY OVER FLORIDA IN FOOTBALL AND THE APPEARANCE OF CARDINAL MEN'S BASKETBALL IN THE FINAL FOUR IN NEW ORLEANS. THE FOUNDATION CONTINUES TO SUPPORT THE CREATION OF OUTSTANDING FACILITIES TO ATTRACT THE VERY BEST STUDENT-ATHLETE AND COACHING TALENT TO THE UNIVERSITY. THE UNIVERSITY, IN PARTNERSHIP WITH THE FOUNDATION, LAUNCHED ITS "CHARTING OUR COURSE" CAPITAL CAMPAIGN TO RAISE AN UNPRECEDENTED \$1 BILLION IN PRIVATE SUPPORT BY 2014. FUNDS GENERATED BY THIS BOLD EFFORT WILL BE MANAGED BY THE FOUNDATION TO MAXIMIZE RETURN ON INVESTMENT AND TO INSURE 1) THE UNIVERSITY REMAINS A CATALYST FOR ECONOMIC GROWTH, 2) FAMILIES OF KENTUCKY HAVE ACCESS TO QUALITY HIGHER EDUCATION, 3) THE UNIVERSITY CONTINUES TO ATTRACT EXCELLENT FACULTY, AND 4) UNIVERSITY RESEARCHERS HAVE THE NECESSARY RESOURCES TO TRANSLATE NEW KNOWLEDGE INTO REAL-WORLD SOLUTIONS. FOR MORE INFORMATION, THE FOUNDATION'S ANNUAL REPORT IS LISTED AT WWW.LOUISVILLEFOUNDATION.ORG.
FORM 990, PART III, LINE 4B	PROGRAM SERVICE ACCOMPLISHMENTS	THIS PRESTIGIOUS, INTERNATIONAL EXCHANGE PROGRAM AFFORDS THE BRIGHTEST SCHOLARS AN OPPORTUNITY TO STUDY AND TEACH IN OTHER COUNTRIES. WITH THE GOAL OF BOOSTING ACADEMIC DIALOGUE BETWEEN THE UNITED STATES AND OTHER COUNTRIES, FULBRIGHT SCHOLARS ARE LEADERS AMONG THEIR PEERS. SINCE 2000, UNIVERSITY OF LOUISVILLE STUDENTS AND ALUMNI HAVE RECEIVED MORE THAN 60 FULBRIGHT AWARDS, MORE THAN ANY UNIVERSITY IN KENTUCKY. OUR STUDENT SERVICES ARE NATIONALLY RECOGNIZED, ESPECIALLY OUR RESOURCES FOR ACADEMIC ACHIEVEMENT (REACH) PROGRAM. REACH WAS DISTINGUISHED AS A MASTER TUTOR PROGRAM BY THE ASSOCIATION FOR THE TUTORING PROFESSION, RECEIVING THE ASSOCIATION'S 2009 "PROGRAM OF EXCELLENCE" AWARD. REACH CONTINUES TO RECEIVE ACCOLADES FOR HELPING STUDENTS SUCCEED DURING THEIR FIRST TWO YEARS OF COLLEGE WHEN THE LIKELIHOOD OF DROPPING OUT IS THE HIGHEST. THE UNIVERSITY OF LOUISVILLE HAS PRODUCED 40 PERCENT MORE GRADUATES THAN IT DID IN 1998 WHILE ATTRACTING AND RETAINING HIGH QUALITY STUDENTS. IN FACT, THE AVERAGE ACT SCORE OF THE UNIVERSITY'S INCOMING FRESHMAN OUTPACES THE AVERAGE FOR OTHER KENTUCKY COLLEGES.
FORM 990, PART III, LINE 4D	DESCRIPTION OF OTHER PROGRAM SERVICES	(EXPENSES \$ 4,123,527 INCLUDING GRANTS OF \$ 111,504)(REVENUE \$ 481,081) OTHER PROGRAM SERVICES INCLUDE OPERATIONAL SUPPORT TO THE UNIVERSITY OF LOUISVILLE AND ITS AFFILIATES.
FORM 990, PART V, LINE 2B	EMPLOYMENT TAX RETURNS	THE ORGANIZATION'S COMMON PAYMASTER, THE UNIVERSITY OF LOUISVILLE, FILES ALL REQUIRED FEDERAL EMPLOYMENT TAX RETURNS ON BEHALF OF THE ORGANIZATION.
FORM 990, PART VI, SECTION A, LINE 1A	DELEGATE BROAD AUTHORITY TO A COMMITTEE	THE EXECUTIVE COMMITTEE CONSISTS OF FIVE INDIVIDUALS ALL OF WHOM ARE DIRECTORS OF THE UNIVERSITY OF LOUISVILLE FOUNDATION, INC. THE EXECUTIVE COMMITTEE MAY HAVE AND MAY EXERCISE ALL OF THE AUTHORITY OF THE BOARD, BUT MAY NOT HAVE THE AUTHORITY OF THE BOARD IN REFERENCE TO AMENDING, ALTERING, OR REPEALING THE ORGANIZATION'S BY-LAWS; ELECTING, ALTERING OR REMOVING ANY MEMBER OF THE EXECUTIVE COMMITTEE ITSELF NOR ANY DIRECTOR OR OFFICER OF THE ORGANIZATION; AMENDING OR RESTATING THE ARTICLES OF INCORPORATION; ADOPTING A PLAN OF MERGER, OR ADOPTING A PLAN OF CONSOLIDATION, WITH ANOTHER CORPORATION;

Return Reference	Identifier	Explanation						
		AUTHORIZING THE SALE, LEASE, EXCHANGE OR MORTGAGE OF SUBSTANTIALLY ALL OF THE PROPERTY AND ASSETS OF THE ORGANIZATION; AUTHORIZING THE VOLUNTARY DISSOLUTION OF THE ORGANIZATION OR REVOKING PROCEEDINGS THEREFOR; ADOPTING A PLAN FOR THE DISTRIBUTION OF THE ASSETS OF THE ORGANIZATION OR AMENDING, ALTERING, OR REPEALING ANY RESOLUTION OF THE BOARD WHICH BY ITS TERMS PROVIDES THAT IT SHALL NOT BE AMENDED, ALTERED OR REPEALED BY SUCH COMMITTEE; OR DOING ANY OTHER ACT FORBIDDEN BY LAW OR BY THE ARTICLES OF INCORPORATION.						
FORM 990, PART VI, SECTION B, LINE 11B	REVIEW OF FORM 990 BY GOVERNING BODY	UNIVERSITY OF LOUISVILLE FINANCE PERSONNEL AND AN OUTSIDE FIRM PREPARED THE RETURN. A COPY OF THE RETURN WAS PROVIDED TO THE BOARD OF DIRECTORS FOR REVIEW PRIOR TO FILING.						
FORM 990, PART VI, SECTION B, LINE 12C	CONFLICT OF INTEREST POLICY	<p>IF AN ITEM IS PRESENTED TO THE BOARD OF DIRECTORS (OR ANY OTHER POLICY BOARD) FOR ACTION, E.G., PURCHASE OF PROPERTY, MERGING WITH ANOTHER ENTITY, BUYING SERVICES, ETC., THE BOARD MEMBER WILL DISCLOSE HIS OR HER POSSIBLE CONFLICT OF INTEREST AND MUST RECUSE HIMSELF OR HERSELF FROM VOTING. THE BOARD MEMBER ALSO AVOIDS PARTICIPATING IN ANY DECISION OR ADVOCATING FOR ANY DECISION OF THE BOARD. IN SOME CIRCUMSTANCES, E.G., WHEN THE CONFLICT OF THE BOARD MEMBER PLACES THE BOARD MEMBER IN COMPETITION WITH THE UNIVERSITY, THE BOARD MEMBER WILL LEAVE THE BOARD MEETING DURING DISCUSSION OR UPDATE ON THE ACTION.</p> <p>BEFORE ANY MEETING OF THE VARIOUS BOARDS, AN AGENDA IS CIRCULATED TO EACH MEMBER OR DIRECTOR WITH DESCRIPTIONS OF THE ACTION ITEMS. THIS ALLOWS SUFFICIENT TIME FOR ANY BOARD MEMBER OR DIRECTOR TO ALERT THE BOARD ABOUT A POTENTIAL CONFLICT OF INTEREST. PAST PRACTICE INCLUDES WRITTEN DISCLOSURE BY THE BOARD MEMBER OUTLINING: (1) THAT A CONFLICT OF INTEREST MAY EXIST; (2) THE NATURE AND EXTENT OF THE CONFLICT; AND (3) THE DESCRIPTION AND POTENTIAL BENEFIT, DIRECT OR INDIRECT, TO THE MEMBER OF THE BOARD. THIS INFORMATION WILL BE SUPPLIED TO LEGAL COUNSEL AND THE ENTIRE BOARD AHEAD OF THE MEETING, AND A COPY OF THE INFORMATION WILL BE MAINTAINED IN THE BOARD MEMBER'S FILE.</p>						
FORM 990, PART VI, SECTION B, LINE 15A	PROCESS USED TO ESTABLISH COMPENSATION OF TOP MANAGEMENT OFFICIAL	<p>THE PROCESS FOR DETERMINING COMPENSATION OF THE ORGANIZATION'S TOP MANAGEMENT OFFICIAL INVOLVED ALL OF THE FOLLOWING ELEMENTS:</p> <ul style="list-style-type: none"> - DATA GATHERING AND ANALYSIS OF COMPENSATION AT COMPARABLY SIZED ORGANIZATIONS ALONG WITH BENCHMARKING AGAINST OTHER QUALIFIED OFFICIALS IN SIMILARLY SITUATED POSITIONS; - REVIEW AND APPROVAL BY AN INDEPENDENT PERSONNEL COMMITTEE; - REVIEW AND APPROVAL BY THE INDEPENDENT BOARD OF DIRECTORS OF THE ORGANIZATION PURSUANT TO FEEDBACK FROM THE PERSONNEL COMMITTEE; AND - CONTEMPORANEOUS DOCUMENTATION OF THE COMPENSATION DETERMINATION PROCESS BY THE PERSONNEL COMMITTEE AND THE BOARD OF DIRECTORS IN EACH BODY'S RESPECTIVE MINUTES. <p>THE ABOVE PROCESS WAS USED IN 2011.</p>						
FORM 990, PART VI, SECTION B, LINE 15B	PROCESS USED TO ESTABLISH COMPENSATION OF OTHER OFFICERS/KEY EMPLOYEES	<p>THE PROCESS FOR DETERMINING COMPENSATION OF AN OFFICER OF THE ORGANIZATION INVOLVED ALL OF THE FOLLOWING ELEMENTS:</p> <ul style="list-style-type: none"> - DATA GATHERING AND ANALYSIS OF COMPENSATION AT COMPARABLY SIZED ORGANIZATIONS ALONG WITH BENCHMARKING AGAINST OTHER QUALIFIED OFFICIALS IN SIMILARLY SITUATED POSITIONS; - REVIEW AND APPROVAL BY AN INDEPENDENT PERSONNEL COMMITTEE; - REVIEW AND APPROVAL BY THE INDEPENDENT BOARD OF DIRECTORS OF THE ORGANIZATION PURSUANT TO FEEDBACK FROM THE PERSONNEL COMMITTEE; AND - CONTEMPORANEOUS DOCUMENTATION OF THE COMPENSATION DETERMINATION PROCESS BY THE PERSONNEL COMMITTEE AND THE BOARD OF DIRECTORS IN EACH BODY'S RESPECTIVE MINUTES. <p>THE ABOVE PROCESS WAS USED IN 2011 TO DETERMINE COMPENSATION OF THE ORGANIZATION'S ASSISTANT SECRETARY.</p>						
FORM 990, PART VI, SECTION C, LINE 19	GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC	THE ORGANIZATION'S FINANCIAL STATEMENTS, FORMS 990, CONFLICT OF INTEREST POLICY, JOINT VENTURE POLICY, NON-RETALIATION POLICY, DOCUMENT INTEGRITY POLICY, AND WHISTLEBLOWER POLICY ARE AVAILABLE AT WWW.LOUISVILLEFOUNDATION.ORG . ALL GOVERNING DOCUMENTS ARE AVAILABLE UPON REQUEST.						
FORM 990, PART XI, LINE 5	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	<table border="1"> <thead> <tr> <th>(a) Description</th> <th>(b) Amount</th> </tr> </thead> <tbody> <tr> <td>NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS</td> <td>- 14,576,046</td> </tr> <tr> <td>PRIOR PERIOD ADJUSTMENT - INCLUDE UNITRUST BALANCES</td> <td>2,150,509</td> </tr> </tbody> </table>	(a) Description	(b) Amount	NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS	- 14,576,046	PRIOR PERIOD ADJUSTMENT - INCLUDE UNITRUST BALANCES	2,150,509
(a) Description	(b) Amount							
NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS	- 14,576,046							
PRIOR PERIOD ADJUSTMENT - INCLUDE UNITRUST BALANCES	2,150,509							
PART VII AND SCHEDULE J	REPORTABLE COMPENSATION	AMOUNTS REPORTED ON PART VII AND ON SCHEDULE J INCLUDE COMPENSATION PAID BY THE FILING ENTITY ONLY AND DO NOT INCLUDE COMPENSATION PAID BY THE UNIVERSITY OF LOUISVILLE, WHICH IS NOT A CONTROLLING ENTITY AND IS UNRELATED TO THE FILING ORGANIZATION FOR FORM 990 REPORTING PURPOSES.						

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

Employer identification number
23-7078461

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) UNIVERSITY OF LOUISVILLE DEVELOPMENT CORPORATION LLC (26-3416894) 103 GRAWMEYER HALL UNIVERSITY OF LOUISVILLE, LOUISVILLE, KY 40292	REAL ESTATE	KY	0	15,161,844	UNIVERSITY OF LOUISVILLE FOUNDATION, INC.
(2) NUCLEUS: KENTUCKY'S LIFE SCIENCES AND INNOVATION CENTER, LLC (26-3416972) 103 GRAWMEYER HALL UNIVERSITY OF LOUISVILLE, LOUISVILLE, KY 40292	REAL ESTATE	KY	1,682,142	19,635,181	UNIVERSITY OF LOUISVILLE FOUNDATION, INC.
(3) PHOENIX PLACE-LOUISVILLE LLC (27-0264868) 103 GRAWMEYER HALL UNIVERSITY OF LOUISVILLE, LOUISVILLE, KY 40292	REAL ESTATE	KY	31,082	5,094,685	UNIVERSITY OF LOUISVILLE FOUNDATION, INC.
(4) KYT-LOUISVILLE LLC (26-4771802) 103 GRAWMEYER HALL, UNIVERSITY OF LOUISVILLE, LOUISVILLE, KY 40292	REAL ESTATE	KY	57,801	25,289,309	UNIVERSITY OF LOUISVILLE FOUNDATION, INC.
(5) AAF-LOUISVILLE LLC DBA CARDINAL STATION LLC (26-3061274) 103 GRAWMEYER HALL UNIVERSITY OF LOUISVILLE, LOUISVILLE, KY 40292	REAL ESTATE	KY	1,076,143	8,718,241	UNIVERSITY OF LOUISVILLE FOUNDATION, INC.
(6) METACYTE EQUITY HOLDINGS, LLC 103 GRAWMEYER HALL UNIVERSITY OF LOUISVILLE, LOUISVILLE, KY 40292	HOLDING COMPANY (INACTIVE)	KY	0	0	UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) UNIVERSITY HOLDINGS, INC. (26-2258318) UNIVERSITY OF LOUISVILLE, LOUISVILLE, KY 40292	MANAGEMENT SERVICES	KY	501(C)(3)	11 - TYPE II	UNIVERSITY OF LOUISVILLE FOUNDATION, INC.	✓	
(2) ULH, INC. (31-0926171) UNIVERSITY OF LOUISVILLE, LOUISVILLE, KY 40292	STUDENT HOUSING	KY	501(C)(3)	11 - TYPE II	UNIVERSITY OF LOUISVILLE FOUNDATION, INC.	✓	
(3)							
(4)							
(5)							
(6)							
(7)							

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) See Statement												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) METACYTE BUSINESS LAB LLC (16-1657492) 103 GRAWEMEYER HALL, LOUISVILLE, KY 40292	RESEARCH	KY	UNIVERSITY OF LOUISVILLE FO	C CORPORATION			100%
(2) CHARITABLE REMAINDER TRUSTS (13)	INVESTMENTS	KY		TRUST			
(3)							
(4)							
(5)							
(6)							
(7)							

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b Gift, grant, or capital contribution to related organization(s)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c Gift, grant, or capital contribution from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d Loans or loan guarantees to or for related organization(s)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e Loans or loan guarantees by related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
f Sale of assets to related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
g Purchase of assets from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
h Exchange of assets with related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
i Lease of facilities, equipment, or other assets to related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
j Lease of facilities, equipment, or other assets from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
k Performance of services or membership or fundraising solicitations for related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
l Performance of services or membership or fundraising solicitations by related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
n Sharing of paid employees with related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
o Reimbursement paid to related organization(s) for expenses	<input type="checkbox"/>	<input checked="" type="checkbox"/>
p Reimbursement paid by related organization(s) for expenses	<input type="checkbox"/>	<input checked="" type="checkbox"/>
q Other transfer of cash or property to related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
r Other transfer of cash or property from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
UNIVERSITY HOLDINGS, INC.			
(1) CAMPUS ONE, LLC	A	233,534	AMOUNT PAID
(2) UNIVERSITY HOLDINGS, INC.	B	3,935,415	ACTUAL CAPITAL CONTRIBUTED
(3)	D	8,144,506	ACTUAL LOAN BALANCE
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Part I

Identification of Disregarded Entities (continued)

(a) Name, address and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(7) MINERVA-LOUISVILLE, LLC (45-5604157) 103 GRAWMEYER HALL UNIVERSITY OF LOUISVILLE, LOUISVILLE, KY 40292	ADMINISTRATIVE	KY	0	0	UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

Part III

Identification of Related Organizations Taxable as a Partnership (continued)

(a) Name, address and EIN of related organization	(b) Primary Activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income related, unrelated, excluded from tax under sections 512-514	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) CAMPUS ONE, LLC (27-3900405) 10172 LINN STATION ROAD, LOUISVILLE, KY 40223	REAL ESTATE	KY	UNIVERSITY OF LOUISVILLE DEVELOPMENT CORPORATION LLC	EXCLUDED	-3,100	6,508,627		✓	-0-		✓	51%