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

2008

Department of the Treasury
Internal Revenue Service

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

For calendar year 2008, or tax year beginning **DEC 1, 2008**, and ending **NOV 30, 2009**

G Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE PRENTICE FOUNDATION Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 52 ARNOLD PALMER City or town, state, and ZIP code SAN ANTONIO, TX 78257-1723	A Employer identification number 76-0455526 B Telephone number (210) 698-9773
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,553,359. (Part I, column (d) must be on cash basis)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	4,413.	4,413.		STATEMENT 2
4 Dividends and interest from securities	40,772.	40,772.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<52,786.>			STATEMENT 1
Gross sales price for all assets on line 6a	485,662.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	<7,601.>	45,185.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	510.	0.		510.
c Other professional fees STMT 5	11,568.	11,568.		0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses Add lines 13 through 23	12,078.	11,568.		510.
25 Contributions, gifts, grants paid	22,500.			22,500.
26 Total expenses and disbursements. Add lines 24 and 25	34,578.	11,568.		23,010.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	<42,179.>			
b Net investment income (if negative, enter -0-)		33,617.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		15,430.	4,948.	4,948.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 6		1,010,262.	1,047,421.	1,043,314.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 7		548,384.	479,528.	505,097.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		1,574,076.	1,531,897.	1,553,359.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		0.	0.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund		1,101,113.	1,101,113.		
29	Retained earnings, accumulated income, endowment, or other funds		472,963.	430,784.		
30	Total net assets or fund balances		1,574,076.	1,531,897.		
31	Total liabilities and net assets/fund balances		1,574,076.	1,531,897.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,574,076.
2	Enter amount from Part I, line 27a	2	<42,179.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,531,897.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,531,897.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a PUBLICLY TRADED SECURITIES	P		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 485,662.		538,448.	<52,786.>
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<52,786.>
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	<52,786.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	160,725.	1,511,379.	.106343
2006	153,743.	1,859,879.	.082663
2005	136,367.	1,790,631.	.076156
2004	133,003.	1,670,648.	.079612
2003	98,645.	1,602,707.	.061549

2 Total of line 1, column (d)	2	.406323
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.081265
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	1,303,858.
5 Multiply line 4 by line 3	5	105,958.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	336.
7 Add lines 5 and 6	7	106,294.
8 Enter qualifying distributions from Part XII, line 4	8	23,010.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	672.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	672.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	672.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	2,257.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	2,257.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,585.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ ROBERT J. FUMAGALLI, CPA Telephone no ▶ (281) 477-9100 Located at ▶ 9977 W. SAM HOUSTON PKWY N. #150 HOUSTON, TX. ZIP+4 ▶ 77064			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53 4945-5(d). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If you answered "Yes" to 6b, also file Form 8870. N/A

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
F. DAVID PRENTICE 52 ARNOLD PALMER SAN ANTONIO, TX. 78257-1723	PRES. / TRES. 2.00	0.	0.	0.
CYNTHIA R. PRENTICE 52 ARNOLD PALMER SAN ANTONIO, TX. 78257-1723	V.P. / SECY. 2.00	0.	0.	0.
HOWARD SHYLMAN 2323 S. SHEPHARD STE. 1400 HOUSTON, TX.	DIRECTOR 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 ▶ 0

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,300,997.
b	Average of monthly cash balances	1b	22,717.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,323,714.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,323,714.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,856.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,303,858.
6	Minimum investment return. Enter 5% of line 5	6	65,193.

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

1	Minimum investment return from Part X, line 6	1	65,193.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	672.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	672.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	64,521.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	64,521.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	64,521.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	23,010.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	23,010.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	23,010.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				64,521.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003	24,026.			
b From 2004	53,985.			
c From 2005	51,281.			
d From 2006	67,583.			
e From 2007	86,166.			
f Total of lines 3a through e	283,041.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$	23,010.			
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				23,010.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	41,511.			41,511.
6 Enter the net total of each column as indicated below	241,530.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	241,530.			
10 Analysis of line 9				
a Excess from 2004	36,500.			
b Excess from 2005	51,281.			
c Excess from 2006	67,583.			
d Excess from 2007	86,166.			
e Excess from 2008				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

MRS. CYNTHIA R. PRENTICE, (210)698-9773
52 ARNOLD PALMER, SAN ANTONIO, TX. 78257-1723

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

DETAILED DESCRIPTION OF ORGANIZATION AND ITS PURPOSE

c Any submission deadlines

NONE

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

LIMITED TO PURPOSE OF PROVIDING CARE TO ANIMALS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
COCKER SPANIEL RESCUE, PO BOX 7326, THE WOODLANDS, TX 77387	NONE	501 (C) 3	ANIMAL CARE	3,000.
HILL COUNTRY ANIMAL LEAGUE, 115 W BANDERA RD, BOERNE, TX 78006	NONE	501 (C) 3	ANIMAL CARE	15,000.
WILDLIFE RESCUE AND REHABILITATION INC, P.O. BOX 369, KENDALIA, TX 78027	NONE	501 (C) 3	ANIMAL CARE	2,500.
LAGUNA MADRE HUMANE SOCIETY, 262 WOODY LANE, PORT ISABEL, TX 78578	NONE	501 (C) 3	ANIMAL CARE	2,000.
Total				22,500.
<i>b Approved for future payment</i>				
NONE				
Total				0.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
485,662.	538,448.	0.	0.
			(F) GAIN OR LOSS
			<52,786.>
CAPITAL GAINS DIVIDENDS FROM PART IV			0.
TOTAL TO FORM 990-PF, PART I, LINE 6A			<52,786.>

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

SOURCE	AMOUNT
CHARLES SCHWAB MONEY FUNDS	4,413.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,413.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS-CHARLES SCHWAB	40,772.	0.	40,772.
TOTAL TO FM 990-PF, PART I, LN 4	40,772.	0.	40,772.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROBERT J FUMAGALLI, PC-GENERAL ACCOUNTING & TAX RETURN PREPARATION	510.	0.		510.
TO FORM 990-PF, PG 1, LN 16B	510.	0.		510.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FISHER INVESTMENTS-INVESTMENT MANAGEMENT FEES	11,568.	11,568.		0.
TO FORM 990-PF, PG 1, LN 16C	11,568.	11,568.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE #1	1,047,421.	1,043,314.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,047,421.	1,043,314.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE #1	COST	479,528.	505,097.
TOTAL TO FORM 990-PF, PART II, LINE 13		479,528.	505,097.

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
November 1-30, 2009

76-0455526

Investment Detail - Equities

Accounting Method
Equities: First In First Out [FIFO]

SCHEDULE #1

Equities	Quantity Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
A X A SPONSORED ADR F (M)	450.0000	24.7600	11,142.00	<1%	(2,066.22)	0.00%	0.00
SPONSORED ADR	450.0000	29.3516	13,208.22	08/04/08	(2,066.22)	483	Long-Term
ADR REP 1 ORD							
SYMBOL: AXA							
ABB LTD ADR F (M)	950.0000	18.3600	17,442.00	1%	(3,792.46)	0.00%	0.00
SPONSORED ADR	650.0000	26.6277	17,308.02	07/31/08	(5,374.02)	487	Long-Term
1 ADR REP 1 REG SH	300.0000	13.0881	3,926.44	03/12/09	1,581.56	263	Short-Term
SYMBOL: ABB							
Cost Basis			21,234.46				
AMERICA MOVIL SAB L ADRF (M)	225.0000	48.3800	10,885.50	<1%	(482.10)	0.00%	0.00
SPONSORED ADR	225.0000	50.5226	11,367.60	07/30/08	(482.10)	488	Long-Term
1 ADR REP 20 L SHS							
SYMBOL: AMX							
ANADARKO PETROLEUM CORP (M)	425.0000	59.5300	25,300.25	2%	16,223.30	0.60%	153.00
SYMBOL: APC	425.0000	21.3575	9,076.95	10/06/03	16,223.30	2247	Long-Term
ANGLO AMERN PLC ADS F	575.0000	21.3589	12,281.37	<1%	6,761.31	0.00%	0.00
UNSPONSORED ADR	575.0000	9.6001	5,520.06	01/29/09	6,761.31	305	Short-Term
1 ADR REP 1/2 ORD							
SYMBOL: AAUKY							
APPLIED MATERIALS INC (M)	1,050.0000	12.3100	12,925.50	<1%	3,331.25	1.94%	252.00
SYMBOL: AMAT	1,050.0000	9.1373	9,594.25	02/25/09	3,331.25	278	Short-Term
BAIDU INC ADR F (M)	34.0000	433.7400	14,747.16	<1%	1,403.19	0.00%	0.00
SPONSORED ADR	34.0000	392.4697	13,343.97	10/29/09	1,403.19	32	Short-Term
1 ADR REPS 1 CL A ORD							
SYMBOL: BIDU							

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Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
November 1-30, 2009

76-0455526

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out (FIFO)

SCHWAB AF1

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis		Holding Days	Holding Period	
BANCO SANTANDER SA ADR F (M)	1,213.0000	17.3000	20,984.90	1%	(1,541.46)	0.00%	0.00
SPONSORED ADR	1,199.8131	18.5976	22,313.69	08/04/08	(1,556.92)	483	Long-Term
1 ADR REPS 1 ORD	13.1868	16.1274	212.67	10/13/09	15.46	48	Short-Term
SYMBOL: STD							
Cost Basis			22,526.36				
BANK OF NOVA SCOTIA F (M)	385.0000	46.1300	17,760.05	1%	1,512.56	3.95%	702.02
SYMBOL: BNS	385.0000	42.2012	16,247.49	09/11/09	1,512.56	80	Short-Term
BASF SE ADR F	350.0000	60.2960	21,103.60	1%	2,753.17	0.00%	0.00
SPONSORED ADR	225.0000	63.9318	14,384.67	07/31/08	(818.07)	487	Long-Term
1 ADR REPS 1 ORD	125.0000	31.7260	3,965.76	03/13/09	3,571.24	262	Short-Term
SYMBOL: BASFY							
Cost Basis			18,350.43				
BHP BILLITON LTD ADR F (M)	325.0000	75.3000	24,472.50	2%	3,660.56	0.00%	0.00
SPONSORED ADR	250.0000	71.1624	17,790.60	08/01/08	1,034.40	486	Long-Term
1 ADR REP 2 ORD	75.0000	40.2845	3,021.34	01/16/09	2,626.16	318	Short-Term
SYMBOL: BHP							
Cost Basis			20,811.94				
BNP PARIBAS ADR F	225.0000	41.2883	9,289.87	<1%	(1,987.89)	0.00%	0.00
SPONSORED ADR	225.0000	50.1233	11,277.76	07/31/08	(1,987.89)	487	Long-Term
1 ADR REP 1/2 ORD							
SYMBOL: BNPQY							
CARNIVAL CORP NEW F (M)	425.0000	32.0300	13,612.75	<1%	4,593.79	0.00%	0.00
PAIRED STK	425.0000	21.2210	9,018.96	02/09/09	4,593.79	294	Short-Term
SPECIAL VTG TR							
SYMBOL: CCL							
CATERPILLAR INC (M)	300.0000	58.3900	17,517.00	1%	(3,871.27)	2.87%	504.00
SYMBOL: CAT	300.0000	71.2942	21,388.27	07/30/08	(3,871.27)	488	Long-Term

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Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
November 1-30, 2009

76-0455526

Accounting Method
Equities: First In First Out [FIFO]

Investment Detail - Equities (continued)

SCHEDULE #1

Equities (continued)	Units Purchased	Quantity	Market Price	Market Value	Cost Basis	Market Value	Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income	Holding Days	Holding Period
CHEUNG KONG HLDG ADR F	675.0000	675.0000	12.5675	8,483.06	8,483.06	8,483.06	8,483.06	<1%	(939.44)	0.00%	0.00	486	Long-Term
ADR REP 1 ORD	675.0000	675.0000	13.9592	9,422.50	9,422.50	9,422.50	9,422.50	08/01/08	(939.44)	486	Long-Term		
SYMBOL: CHEUY													
CHINA MOBILE LTD ADR F (M)	225.0000	225.0000	46.8700	10,545.75	10,545.75	10,545.75	10,545.75	<1%	(1,561.80)	0.00%	0.00		0.00
SPONSORED ADR	100.0000	100.0000	67.1698	6,716.99	6,716.99	6,716.99	6,716.99	08/01/08	(2,029.99)	486	Long-Term		
1 ADR REPS 5 ORD	125.0000	125.0000	43.1244	5,390.56	5,390.56	5,390.56	5,390.56	03/12/09	468.19	263	Short-Term		
SYMBOL: CHL													
Cost Basis				12,107.55	12,107.55	12,107.55	12,107.55						
CISCO SYSTEMS INC (M)	1,050.0000	1,050.0000	23.4000	24,570.00	24,570.00	24,570.00	24,570.00	2%	3,023.11	0.00%	0.00		0.00
SYMBOL: CSCO	775.0000	775.0000	22.3872	17,350.10	17,350.10	17,350.10	17,350.10	07/31/08	784.90	487	Long-Term		
Cost Basis	275.0000	275.0000	15.2610	4,196.79	4,196.79	4,196.79	4,196.79	01/30/09	2,238.21	304	Short-Term		
Cost Basis				21,546.89	21,546.89	21,546.89	21,546.89						
CREDIT SUISSE GRP ADR F (M)	450.0000	450.0000	52.4100	23,584.50	23,584.50	23,584.50	23,584.50	2%	5,064.05	0.00%	0.00		0.00
SPONSORED ADR	275.0000	275.0000	51.8810	14,267.29	14,267.29	14,267.29	14,267.29	08/05/08	145.46	482	Long-Term		
1 ADR REP 1 ORD	175.0000	175.0000	24.3037	4,253.16	4,253.16	4,253.16	4,253.16	03/12/09	4,918.59	263	Short-Term		
SYMBOL: CS													
Cost Basis				18,520.45	18,520.45	18,520.45	18,520.45						
CUMMINS INC (M)	350.0000	350.0000	44.9000	15,715.00	15,715.00	15,715.00	15,715.00	1%	3,346.54	1.55%	245.00		245.00
SYMBOL: CMI	350.0000	350.0000	35.3384	12,368.46	12,368.46	12,368.46	12,368.46	06/03/09	3,346.54	180	Short-Term		
DEVON ENERGY CP NEW (M)	175.0000	175.0000	67.3500	11,786.25	11,786.25	11,786.25	11,786.25	<1%	(4,899.01)	0.95%	112.00		112.00
SYMBOL: DVN	175.0000	175.0000	95.3443	16,685.26	16,685.26	16,685.26	16,685.26	07/30/08	(4,899.01)	488	Long-Term		
DOVER CORPORATION (M)	375.0000	375.0000	40.8800	15,330.00	15,330.00	15,330.00	15,330.00	<1%	4,520.52	2.54%	390.00		390.00
SYMBOL: DOV	375.0000	375.0000	28.8252	10,809.48	10,809.48	10,809.48	10,809.48	04/02/09	4,520.52	242	Short-Term		

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Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
November 1-30, 2009

76-0455521

Accounting Method
Equities: First In First Out [FIFO]

Investment Detail - Equities (continued) *SCHEDULE #1*

Equities (continued)	Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income	Holding Days	Holding Period
E M C CORP MASS (M)	975.0000	16.8300	16,409.25	1%	3,848.38	0.00%	0.00		
'MBOL: EMC	625.0000	14.0511	8,781.96	07/29/08	1,736.79	489	Long-Term		
Cost Basis	350.0000	10.7968	3,778.91	03/12/09	2,111.59	263	Short-Term		
			12,560.87						
E.ON AG ADR F	400.0000	39.5467	15,818.68	1%	(3,381.81)	0.00%	0.00		
SPONSORED ADR	250.0000	62.9439	15,735.99	07/30/08	(5,849.31)	488	Long-Term		
SYMBOL: EONGY	150.0000	23.0966	3,464.50	03/12/09	2,467.51	263	Short-Term		
Cost Basis			19,200.49						
ELECTRONIC ARTS INC (M)	700.0000	16.8900	11,823.00	<1%	(211.17)	0.00%	0.00		
SYMBOL: ERTS	700.0000	17.1916	12,034.17	02/04/09	(211.17)	299	Short-Term		
ENCANA CORPORATION F (M)	225.0000	53.8800	12,123.00	<1%	(855.00)	2.96%	360.00		
SYMBOL: ECA	125.0000	73.2877	9,160.97	07/30/08	(2,425.97)	488	Long-Term		
Cost Basis	100.0000	38.1703	3,817.03	03/12/09	1,570.97	263	Short-Term		
			12,978.00						
FORTUNE BRANDS INC (M)	400.0000	38.4100	15,364.00	<1%	2,307.12	1.97%	304.00		
SYMBOL: FO	400.0000	32.6422	13,056.88	04/08/09	2,307.12	236	Short-Term		
FREEMPORT MCMORAN COPPER (M)	300.0000	82.8000	24,840.00	2%	5,703.47	0.00%	0.00		
SYMBOL: FCX	175.0000	83.5332	14,618.32	08/04/08	(128.32)	483	Long-Term		
Cost Basis	125.0000	36.1456	4,518.21	03/12/09	5,831.79	263	Short-Term		
			19,136.53						
GENERAL ELECTRIC COMPANY (M)	675.0000	16.0200	10,813.50	<1%	(8,321.17)	2.49%	270.00		
SYMBOL: GE	675.0000	28.3476	19,134.67	08/01/08	(8,321.17)	486	Long-Term		
GLAXOSMITHKLINE PLC ADRF (M)	200.0000	41.4700	8,294.00	<1%	(1,404.91)	4.72%	392.02		
SPONSORED ADR	200.0000	48.4945	9,698.91	08/05/08	(1,404.91)	482	Long-Term		
1 ADR REP 2 ORD									
SYMBOL: GSK									

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Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
November 1-30, 2009

76-0455526

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out (FIFO)

SCHEDULE #1

Equities (continued)	Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated - Annual Income	Holding Days	Holding Period
HEWLETT-PACKARD COMPANY (M)	375.0000	49.0600	18,397.50	1%	3,567.00	0.65%	120.00		
YMBOL: HPQ	250.0000	44.8756	11,218.92	07/30/08	1,046.08	488	Long-Term		
Cost Basis	125.0000	28.8926	3,611.58	03/12/09	2,520.92	263	Short-Term		
			14,830.50						
HONDA MOTOR CO LTD ADR F (M)	500.0000	30.9900	15,495.00	<1%	4,973.98	0.00%	0.00		
SPONSORED ADR	300.0000	20.5755	6,172.67	12/22/08	3,124.33	343	Short-Term		
1 ADR REP 1 ORD	200.0000	21.7417	4,348.35	03/12/09	1,849.65	263	Short-Term		
SYMBOL: HMC			10,521.02						
Cost Basis									
HONEYWELL INTERNATIONAL (M)	200.0000	38.4700	7,694.00	<1%	(2,534.07)	3.14%	242.00		
SYMBOL: HON	200.0000	51.1403	10,228.07	08/01/08	(2,534.07)	486	Long-Term		
ING GROEP N V ADR F (M)	975.0000	9.5000	9,262.50	<1%	(7,495.68)	0.00%	0.00		
1 ADR REP 1 ORD	325.0000	33.1236	10,765.18	08/04/08	(7,677.68)	483	Long-Term		
SYMBOL: ING	650.0000	9.2200	5,993.00	01/16/09	182.00	318	Short-Term		
Cost Basis			16,758.18						
INTEL CORP (M)	800.0000	19.2000	15,360.00	<1%	(234.73)	2.91%	448.00		
SYMBOL: INTC	600.0000	19.8814	11,928.85	01/16/08	(408.85)	684	Long-Term		
Cost Basis	200.0000	18.3294	3,665.88	01/23/08	174.12	677	Long-Term		
			15,594.73						
INTESA SANPAOLO SPA ADRF	325.0000	25.9891	8,446.46	<1%	(2,591.19)	0.00%	0.00		
SPONSORED ADR	325.0000	33.9620	11,037.65	07/30/08	(2,591.19)	488	Long-Term		
1 ADR REP 6 ORD									
SYMBOL: ISNPY									
JOHNSON & JOHNSON (M)	325.0000	62.8400	20,423.00	1%	(1,101.74)	3.11%	637.00		
SYMBOL: JNJ	250.0000	68.7309	17,182.73	07/31/08	(1,472.73)	487	Long-Term		
Cost Basis	75.0000	57.8934	4,342.01	01/30/09	370.99	304	Short-Term		
			21,524.74						

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Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
November 1-30, 2009

76-0455526

Accounting Method
Equities: First In First Out [FIFO]

Investment Detail - Equities (continued)

SCHEDULE #1

Equities (continued)	Quantity	Market Price	Market Value	Cost Basis	Acquired	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Holding Days	Estimated Annual Income
MERCK & CO INC NEW (M) SYMBOL: MRK	300,0000 300,0000	36.2100 33.3425	10,863.00 10,002.76	10,863.00 10,002.76	08/04/08	<1%	860.24 860.24	0.00% 483	483	0.00 Long-Term
MICROSOFT CORP (M) SYMBOL: MSFT	875,0000 725,0000 150,0000	29.4100 26.0632 19.5672	25,733.75 18,895.85 2,935.09	25,733.75 18,895.85 2,935.09	01/16/09	2%	3,902.81 2,426.40 1,476.41	1.76% 489 318		455.00 Long-Term Short-Term
<i>Cost Basis</i>			<i>21,830.94</i>							
MITSUBISHI UFJ FINL ADRF (M) SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: MTU	1,050,0000 1,050,0000	5.4900 7.8992	5,764.50 8,294.19	5,764.50 8,294.19	08/07/08	<1%	(2,529.69) (2,529.69)	0.00% 480	480	0.00 Long-Term
NESTLE S A REG B ADR F 1 ADR REPS 1 ORD SYMBOL: NSRGY	525,0000 400,0000 125,0000	47.2797 44.5035 34.5659	24,821.84 17,801.40 4,320.74	24,821.84 17,801.40 4,320.74	01/30/09	2%	2,699.70 1,110.48 1,589.22	0.00% 488 304		0.00 Long-Term Short-Term
<i>Cost Basis</i>			<i>22,122.14</i>							
NOKIA CORP SPON ADR F (M) ADR REP 1 NOKIA CORPS SYMBOL: NOK	725,0000 725,0000	13.2600 27.5266	9,613.50 19,956.82	9,613.50 19,956.82	08/04/08	<1%	(10,343.32) (10,343.32)	0.00% 483	483	0.00 Long-Term
NOMURA HOLDINGS NEW ADRF (M) SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: NMR	650,0000 650,0000	7.1800 13.9359	4,667.00 9,058.34	4,667.00 9,058.34	07/29/08	<1%	(4,391.34) (4,391.34)	0.00% 489	489	0.00 Long-Term
NORDSTROM INC (M) SYMBOL: JWN	575,0000 575,0000	33.4500 22.9196	19,233.75 13,178.78	19,233.75 13,178.78	06/02/09	1%	6,054.97 6,054.97	1.91% 181	181	368.00 Short-Term
NORFOLK SOUTHERN CORP (M) SYMBOL: NSC	325,0000 325,0000	51.4000 39.3340	16,705.00 12,783.58	16,705.00 12,783.58	06/01/09	1%	3,921.42 3,921.42	2.64% 182	182	442.00 Short-Term

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Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out (FIFO)

SCHEDULE #1

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis			Holding Days	Holding Period
NUCOR CORP (M)	325.0000	42.4100	13,783.25	<1%	(3,042.95)	3.30%	455.00
SYMBOL: NUE	250.0000	54.6688	13,667.20	08/01/08	(3,064.70)	486	Long-Term
<i>Cost Basis</i>	75.0000	42.1200	3,159.00	01/16/09	21.75	318	Short-Term
			<i>16,826.20</i>				
OCCIDENTAL PETE CORP (M)	400.0000	80.7900	32,316.00	2%	1,821.31	1.63%	528.00
SYMBOL: OXY	350.0000	79.3994	27,789.82	07/31/08	486.68	487	Long-Term
<i>Cost Basis</i>	50.0000	54.0974	2,704.87	01/16/09	1,334.63	318	Short-Term
			<i>30,494.69</i>				
ORACLE CORPORATION (M)	975.0000	22.0800	21,528.00	1%	1,493.96	0.90%	195.00
SYMBOL: ORCL	825.0000	21.2284	17,513.47	07/30/08	702.53	488	Long-Term
<i>Cost Basis</i>	150.0000	16.8038	2,520.57	01/16/09	791.43	318	Short-Term
			<i>20,034.04</i>				
P P G INDUSTRIES INC (M)	275.0000	59.4300	16,343.25	1%	4,835.81	3.63%	594.00
SYMBOL: PPG	275.0000	41.8452	11,507.44	04/02/09	4,835.81	242	Short-Term
PANASONIC CORP ADR F (M)	625.0000	12.7700	7,981.25	<1%	(5,286.25)	0.00%	0.00
SYMBOL: PAN	625.0000	21.2280	13,267.50	08/04/08	(5,286.25)	483	Long-Term
<i>Cost Basis</i>			<i>23,641.70</i>				
PETROLEO BRASILEIRO ADRF (M)	500.0000	51.2800	25,640.00	2%	1,998.30	0.43%	110.46
SYMBOL: BR	350.0000	56.1962	19,668.67	07/31/08	(1,720.67)	487	Long-Term
<i>Cost Basis</i>	150.0000	26.4868	3,973.03	01/30/09	3,718.97	304	Short-Term
			<i>23,641.70</i>				
POLO RALPH LAUREN CL A (M)	225.0000	76.8500	17,291.25	1%	4,154.16	0.26%	45.00
SYMBOL: RL	225.0000	58.3870	13,137.09	06/03/09	4,154.16	180	Short-Term

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Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

SCHEDULE #1

Equities (continued)	Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income	Holding Days	Holding Period
PROCTER & GAMBLE (M)	175.0000	62.3500	10,911.25	<1%	(639.60)	2.82%	308.00	483	Long-Term
SYMBOL: PG	175.0000	66.0048	11,550.85	08/04/08	(639.60)				
RIO TINTO PLC SPON ADR F (M)	60.0000	204.1000	12,246.00	<1%	(13,202.55)	0.00%	0.00	488	Long-Term
SPONSORED ADR	60.0000	424.1425	25,448.55	07/30/08	(13,202.55)				
1 ADR REPS 4 ORD									
SYMBOL: RTP									
ROCHE HLDG LTD SPON ADRF	575.0000	40.9017	23,518.48	2%	(1,249.43)	0.00%	0.00	304	Short-Term
1 ADR REPS 1/4	450.0000	45.2829	20,377.33	07/30/08	(1,971.56)	488	Long-Term		
GENUSSHEIN ORD	125.0000	35.1246	4,390.58	01/30/09	722.13				
SYMBOL: RHHBY									
Cost Basis			24,767.91						
SCHLUMBERGER LTD F (M)	400.0000	63.8900	25,556.00	2%	(10,141.98)	1.31%	336.00	486	Long-Term
SYMBOL: SLB	325.0000	100.6585	32,714.03	08/01/08	(11,949.78)				
	75.0000	39.7860	2,983.95	01/16/09	1,807.80	318	Short-Term		
Cost Basis			35,697.98						
MEMENS A G ADR F (M)	295.0000	98.6200	29,092.90	2%	(3,464.94)	0.00%	0.00	482	Long-Term
1 ADR REP 1 ORD	245.0000	121.1013	29,669.83	08/05/08	(5,507.93)				
SYMBOL: SI	50.0000	57.7602	2,888.01	01/16/09	2,042.99	318	Short-Term		
Cost Basis			32,557.84						
SONY CORP ADR NEW F (M)	200.0000	26.6900	5,338.00	<1%	(2,390.59)	0.00%	0.00	480	Long-Term
1 ADR REP 1 ORD	200.0000	38.6429	7,728.59	08/07/08	(2,390.59)				
SYMBOL: SNE									
SUMITOMO MITSUI FIN ADRF	1,500.0000	3.3083	4,962.45	<1%	(6,049.90)	0.00%	0.00	486	Long-Term
SPONSORED ADR	1,500.0000	7.3415	11,012.35	08/01/08	(6,049.90)				
1 ADR REP 1/1000 ORD									
SYMBOL: SMFJY									

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Accounting Method
Equities: First In First Out [FIFO]

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income	Holding Days	Holding Period
TARGET CORPORATION (M)	250.0000	46.5600	11,640.00	<1%	3,405.82	1.46%	170.00	343	Short-Term
SYMBOL: TGT	250.0000	32.9367	8,234.18	12/22/08	3,405.82				
TIME WARNER INC NEW (M)	291.0000	30.7200	8,939.52	<1%	2,730.39	2.44%	218.25	343	Short-Term
TRADES WITH DUE BILLS	291.0000	21.3371	6,209.13	12/22/08	2,730.39				
SYMBOL: TWX									
TOTAL SA ADR F (M)	350.0000	62.1900	21,766.50	1%	(1,604.67)	0.00%	0.00		
1 ADR REP 1 ORD	275.0000	71.2200	19,585.51	08/18/08	(2,483.26)	469	Long-Term		
SYMBOL: TOT	75.0000	50.4754	3,785.66	01/30/09	878.59	304	Short-Term		
Cost Basis			23,371.17						
TRANSOCEAN INC NEW F (M)	120.0000	85.3900	10,246.80	<1%	(5,710.03)	0.00%	0.00	489	Long-Term
SYMBOL: RIG	120.0000	132.9735	15,956.83	07/29/08	(5,710.03)				
UBS AG NEW F (M)	325.0000	15.6900	5,099.25	<1%	(1,552.18)	0.00%	0.00	480	Long-Term
SYMBOL: UBS	325.0000	20.4659	6,651.43	08/07/08	(1,552.18)				
UNILEVER N V NY SHS NEWF (M)	675.0000	30.8100	20,796.75	1%	1,966.49	0.00%	0.00		
N Y REGISTRY SHARES	500.0000	29.8912	14,945.64	07/29/08	459.36	489	Long-Term		
JEW YORK SH REP 1 ORD	175.0000	22.1978	3,884.62	01/30/09	1,507.13	304	Short-Term		
SYMBOL: UN									
Cost Basis			18,830.26						
UNITED TECHNOLOGIES CORP (M)	300.0000	67.2400	20,172.00	1%	1,370.79	2.29%	462.00		
SYMBOL: UTX	250.0000	65.0751	16,268.78	07/31/08	541.22	487	Long-Term		
Cost Basis	50.0000	50.6486	2,532.43	01/16/09	829.57	318	Short-Term		
Cost Basis			18,801.21						
VALE SA ADR F (M)	500.0000	28.6700	14,335.00	<1%	(828.20)	0.00%	0.00	488	Long-Term
SPONSORED ADR	500.0000	30.3264	15,163.20	07/30/08	(828.20)				
1 ADR REP 1 ORD									
SYMBOL: VALE									

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Equities: First In First Out [FIFO]

Investment Detail - Equities (continued) *SCHEDULE A1*

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income	Holding Days	Holding Period
WAL-MART STORES INC (M)	300.0000	54.5500	16,365.00	1%	(215.32)	1.99%	327.00		
'MBOL: WMT	225.0000	57.8120	13,007.72	08/01/08	(733.97)	486	Long-Term		
	75.0000	47.6346	3,572.60	01/30/09	518.65	304	Short-Term		
<i>Cost Basis</i>			16,580.32						
Total Equities			1,043,314.14	57%	(4,106.59)		10,144.75		
			Total Cost Basis: 1,047,420.73						

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Investment Detail - Other Assets *SCHEDULE #2* Accounting Method
Other Assets: First In First Out [FIFO]

Other Assets	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
SHARES IBOXX INVESTOP (M)	2,155.0000	107.2500	231,123.75	15%	12,643.63		
IBOXX \$ INVESTOP CORP	1,205.0000	101.1325	121,864.70	07/31/08	7,371.55	487	Long-Term
BOND FUND	235.0000	101.1834	23,778.10	01/16/09	1,425.65	318	Short-Term
SYMBOL: LQD	215.0000	98.5419	21,186.52	06/19/09	1,872.23	164	Short-Term
	500.0000	103.3016	51,650.80	08/14/09	1,974.20	108	Short-Term
<i>Cost Basis</i>			<i>218,480.12</i>				
ISHARES MSCI EMRG MKT FD (M)	1,175.0000	40.5200	47,611.00	3%	2,671.67		
EMERGING MARKETS INDX FD	975.0000	41.3381	40,304.73	08/04/08	(797.73)	483	Long-Term
SYMBOL: EEM	200.0000	23.1730	4,634.60	01/16/09	3,469.40	318	Short-Term
<i>Cost Basis</i>			<i>44,939.33</i>				

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Accounting Method
Other Assets: First In First Out [FIFO]

Investment Detail - Other Assets (continued) *SCHEDULE #2*

Other Assets (continued)	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
	Units Purchased	Cost Per Share	Cost Basis				
ISHARES TR BARCLAYS BOND (M)	1,245.0000	93.0600	115,859.70	7%	5,648.72		
ARCLAYS 7-10 YEAR	1,070.0000	88.1652	94,336.79	07/31/08	5,237.41	487	Long-Term
TREASURY BOND FUND	175.0000	90.7096	15,874.19	08/14/09	411.31	108	Short-Term
SYMBOL: IEF							
<i>Cost Basis</i>			110,210.98				
ISHARES TR BARCLAYS TIPS (M)	650.0000	106.5700	69,270.50	4%	4,094.14		
BOND FUND	550.0000	100.1860	55,102.32	01/15/09	3,511.18	319	Short-Term
SYMBOL: TIP	100.0000	100.7404	10,074.04	08/14/09	582.96	108	Short-Term
<i>Cost Basis</i>			65,176.36				
ISHARES TRUST (M)	480.0000	85.9000	41,232.00	3%	510.53		
IBOXX \$ HIGH YIELD CORP	250.0000	93.4632	23,365.80	07/31/08	(1,890.80)	487	Long-Term
BOND FUND	230.0000	75.4594	17,355.67	01/15/09	2,401.33	319	Short-Term
SYMBOL: HYG							
<i>Cost Basis</i>			40,721.47				
Total Other Assets			505,096.95	33%	25,568.69		
			Total Cost Basis:				
			479,528.26				