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Return of Private Foundation

OMB No 1545-0052

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

2009

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 2009, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.Otherwise,
print
or type.See Specific
Instructions.

Name of foundation

The Prentice Foundation, Inc.

c/o Gunn Godfrey & Allison

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

35 Church Lane

Room/suite

City or town, state, and ZIP code

Westport, CT 06880

A Employer identification number

06-1386173

B Telephone number

(203) 227-7470

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

H Check type of organization:

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

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 17640720. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

Part I Analysis of Revenue and Expenses

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

(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received

54545.

2 Check ☐ if the foundation is not required to attach Sch BInterest on savings and temporary
cash investments

7758.

7758.

Statement 1

4 Dividends and interest from securities

250465.

250436.

Statement 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

Gross sales price for all
assets on line 6a 8737891.

-2154906.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

9 Income modifications

Gross sales less returns
and allowances

5900.

10a Less Cost of goods sold

b Gross profit (loss)

11 Other income

9254.

9254.

0. Statement 3

12 Total. Add lines 1 through 11

-1832884.

267448.

5900.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees Stmt 4

141845.

105605.

0.

36240.

17 Interest

294.

294.

0.

0.

18 Taxes Stmt 5

9882.

9882.

0.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses Stmt 6

55057.

54763.

0.

67.

24 Total operating and administrative

expenses. Add lines 13 through 23

207078.

170544.

0.

36307.

25 Contributions, gifts, grants paid

1349354.

1349354.

26 Total expenses and disbursements.

Add lines 24 and 25

1556432.

170544.

0.

1385661.

27 Subtract line 26 from line 12:

-3389316.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

96904.

c Adjusted net income (if negative, enter -0-)

5900.

923501
02-02-10

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2009)

The Prentice Foundation, Inc.
c/o Gunn Godfrey & Allison

06-1386173

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	68826.	83871.	83871.
	2 Savings and temporary cash investments	2171537.	740599.	740599.
	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 7	15272638.	10530534.	11012378.
	c Investments - corporate bonds Stmt 8	0.	1107624.	1214897.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 9	2666685.	4371152.	4580250.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ Statement 10)	1762.	8725.	8725.	
16 Total assets (to be completed by all filers)	20181448.	16842505.	17640720.	
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 ▶ Statement 11)	24895.	87368.	
23 Total liabilities (add lines 17 through 22)	24895.	87368.		
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	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	20156553.	16755137.		
30 Total net assets or fund balances	20156553.	16755137.		
31 Total liabilities and net assets/fund balances	20181448.	16842505.		

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	20156553.
2 Enter amount from Part I, line 27a	2	-3389316.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	16767237.
5 Decreases not included in line 2 (itemize) ▶ Prior Year Adjustment	5	12100.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16755137.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 8737891.		10915049.	-2154906.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-2154906.

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	-2154906.
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))
2008	1507491.	20635964.	.073052
2007	1511723.	26237461.	.057617
2006	1439289.	24625944.	.058446
2005	1201489.	21986484.	.054647
2004	1083466.	20764282.	.052179

2 Total of line 1, column (d)	2	.295941
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	.059188
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	15453962.
5 Multiply line 4 by line 3	5	914689.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	969.
7 Add lines 5 and 6	7	915658.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1385661.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	969.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	969.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	969.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 10000.	7	10000.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	9031.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax	9031. Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CT</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Gunn, Godfrey & Allison Telephone no. ► 203-227-7470
 Located at ► 35 Church Lane, Westport, CT ZIP+4 ► 06880

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	<u>N/A</u>	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 2009?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<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.)	<u>N/A</u>	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 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12		0.	0.	0.

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

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

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

0

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Part 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	14128920.
b	Average of monthly cash balances	1b	1560382.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15689302.
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	15689302.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	235340.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15453962.
6	Minimum investment return. Enter 5% of line 5	6	772698.

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	772698.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	969.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	969.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	771729.
4	Recoveries of amounts treated as qualifying distributions	4	5900.
5	Add lines 3 and 4	5	777629.
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	777629.

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	1385661.
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	1385661.
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	969.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1384692.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				777629.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				382601.
f Total of lines 3a through e	382601.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 1385661.				
a Applied to 2008, 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 2009 distributable amount				777629.
e Remaining amount distributed out of corpus	608032.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	990633.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	990633.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	382601.			
e Excess from 2009	608032.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year 2009 Grants Paid - See Attached Schedules	None	509 (a)(1) Public charities	See Schedule	1349350.
Contributions - from K1: Piper Jaffrey Cleantech	None			4.
Total			▶ 3a	1349354.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | |
|--|---------------------|
| <p>1 Did the organization directly or indirectly engage in any of the following described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <p>Yes</p> |
| | |
| | <p>1a(1)</p> |
| | <p>1a(2)</p> |
| | |
| | <p>1b(1)</p> |
| | <p>1b(2)</p> |
| | <p>1b(3)</p> |
| | <p>1b(4)</p> |
| | <p>1b(5)</p> |
| | <p>1b(6)</p> |
| | <p>1c</p> |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

Date _____

Title

Executive Director

Preparer's signature

Student: Quintin A. M.

Date 11

Check if self-employee	
------------------------	--

Preparer's identifying number	
-------------------------------	--

**Firm's name (or yours
if self-employed),
address, and ZIP code**

Allison & Godfrey
35 Church Lane
Westport, CT 06880

FIN ►

Phone no. **203-227-7470**

Form **990-PF** (2009)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2009**Name of the organization**The Prentice Foundation, Inc.
c/o Gunn Godfrey & Allison**Employer identification number**

06-1386173

Organization type (check one).**Filers of:****Section:**

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate 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 aggregate 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization
The Prentice Foundation, Inc.
c/o Gunn Godfrey & Allison

Employer identification number

06-1386173**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Elaine P Hapgood 1030 Waterway Lane Delray, FL 33483	\$ 54445.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

06-1386173

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	999 sh PEP FMV \$61,084, 1282 sh PG FMV \$78,260, 992 sh RD FMV \$59,946	\$ 199290.	12/31/09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

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	Various	Various
b K1-STCG Gen IM Glob Eq Fd		P		12/31/09
c K1-LTCG Gen IM Glob Eq Fd		P		12/31/09
d K1-Sec 1256-Gen IM Glob Eq		P		12/31/09
e K1-STCG PJ Cleantech		P		12/31/09
f K1-LTCG PJ Cleantech		P		12/31/09
g K1-Sec 1231 PJ Cleantech		P		12/31/09
h 99.701 Calvert Impact Fd		P	04/28/09	08/24/09
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8736891.		10914255.	-2177364.
b			50643.
c			-19849.
d			-491.
e			4055.
f			-12013.
g			-93.
h 1000.		794.	206.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-2177364.
b			50643.
c			-19849.
d			-491.
e			4055.
f			-12013.
g			-93.
h			206.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-2154906.
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

Form 990-PF - Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Alex Brown - Interest	348.
Brandes - Interest	247.
Cardinal - Interest	205.
JA Glynn - Interest	426.
RCB Advisors	5.
State Street - Interest	4461.
Transamerica - Interest	1218.
Wentworth - Interest	837.
Winslow - Interest	11.
Total to Form 990-PF, Part I, line 3, Column A	7758.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Alex Brown Investment	52390.	0.	52390.
Brandes	82466.	0.	82466.
Cardinal	10534.	0.	10534.
JA Glynn - Bond Interest	34876.	0.	34876.
K1: AII LP Dividends	11363.	0.	11363.
K1: Gen IM Glob Eq Fd - Div	9470.	0.	9470.
K1: Gen IM Glob Eq Fd - Int	42.	0.	42.
K1: PJ Cleantech Fd - Dividends	156.	0.	156.
K1: PJ Cleantech Fd - Interest	1280.	0.	1280.
K1: PJ Cleantech-TE Int	29.	0.	29.
State Street Custody	564.	0.	564.
Transamerica	33401.	0.	33401.
Wentworth	13193.	0.	13193.
Winslow	701.	0.	701.
Total to Fm 990-PF, Part I, ln 4	250465.	0.	250465.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
K1:Ord Inc (Loss)-PJ Cleantech Fd	-4814.	-4814.	0.
K1: Ord Inc (Loss)-Gen IM Glob Eq	7686.	7686.	0.
K1: Other Port Inc-PJ Cleantech	25.	25.	0.
Currency Gain Loss	3551.	3551.	0.
K1: Sec 988-Gen IM Glob Eq	2806.	2806.	0.
Total to Form 990-PF, Part I, line 11	9254.	9254.	0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Gunn Godfrey & Allison - Administrative	21000.	7000.	0.	14000.
Investment Advisory Fees-Alex Brown	15908.	15908.	0.	0.
Investment Advisory Fees-Brandes	26365.	26365.	0.	0.
Investment Advisory Fees-Cardinal	5805.	5805.	0.	0.
Investment Advisory Fees-Transamerica	12311.	12311.	0.	0.
Investment Advisory Fees- J A Glynn	726.	726.	0.	0.
Investment Advisory Fees-Wentworth	7125.	7125.	0.	0.
Investment Advisory Fees-Winslow	1870.	1870.	0.	0.
Investment Advisory Fees-RCB calvert	619.	619.	0.	0.
Consulting Fees - Brandes	6180.	6180.	0.	0.
Consulting Fees-Cardinal	1526.	1526.	0.	0.
Consulting Fees - JA Glynn	1037.	1037.	0.	0.
Consulting fees - Transamerica	6673.	6673.	0.	0.
Consulting fees - Wentworth	1340.	1340.	0.	0.
Custody Fees-State Street	33360.	11120.	0.	22240.
To Form 990-PF, Pg 1, ln 16c	141845.	105605.	0.	36240.

Form 990-PF	Taxes	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes	8782.	8782.	0.	0.
K1-Foreign Tax-Gen IM	1095.	1095.	0.	0.
K1-Foreign Tax-PJ Cleantech	5.	5.	0.	0.
To Form 990-PF, Pg 1, ln 18	9882.	9882.	0.	0.

Form 990-PF	Other Expenses	Statement	6
-------------	----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Service Charges	134.	67.	0.	67.
Portfolio Expense - Brandes	385.	385.	0.	0.
Portfolio Expense - K1-AII LP	16459.	16459.	0.	0.
Other Deduction - K1-PJ Cleantech	110.	110.	0.	0.
Portfolio Expense - K1-PJ Cleantech Fund	32208.	32208.	0.	0.
Port Exp-Gen IM Glob Eq	5489.	5489.	0.	0.
Sec 59(e)(2) Exp - K1 PJ Cleantech	45.	45.	0.	0.
K1-Non Ded Exp-PJ Cleantech	227.	0.	0.	0.
To Form 990-PF, Pg 1, ln 23	55057.	54763.	0.	67.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
State Street Bank - See Attached Sch 7	9931328.	10344454.
Calvert Global Investments Fund	599206.	667924.
Total to Form 990-PF, Part II, line 10b	10530534.	11012378.

Form 990-PF	Corporate Bonds	Statement	8
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Description	Book Value	Fair Market Value
State Street Bank - See Attached Sch 8	1107624.	1214897.
Total to Form 990-PF, Part II, line 10c	1107624.	1214897.

Form 990-PF	Other Investments	Statement	9
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Description	Valuation Method	Book Value	Fair Market Value
Alternative Investment Group LP	COST	1797982.	1869100.
Piper Jaffrey Clean Tech fund	COST	529447.	603700.
Generation IM Glob Eq Fd	COST	2043723.	2107450.
Total to Form 990-PF, Part II, line 13		4371152.	4580250.

Form 990-PF	Other Assets	Statement	10
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Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Pending Brokerage Sales	1762.	8725.	8725.
To Form 990-PF, Part II, line 15	1762.	8725.	8725.

Form 990-PF	Other Liabilities	Statement	11
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Description	BOY Amount	EOY Amount
Pending Brokerage Purchases	24895.	87368.
Total to Form 990-PF, Part II, line 22	24895.	87368.

Form 990-PF -- -- Part VIII --List of Officers, Directors Trustees and Foundation Managers Statement 12

Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Contrib	Expense Account
ELAINE P HAPGOOD DIRECTOR 1030 WATERWAY LANE DELRAY BEACH, FL 33483	PRESIDENT 0.00	0.	0.	0.
LYNN P. BABICKA DIRECTOR 360 ISLAND CREEK DRIVE VERO BEACH, FL 32963	VP 0.00	0.	0.	0.
JOHN P. POWERS DIRECTOR 200 ALDER LANE BOULDER, CO 80304	VP 0.00	0.	0.	0.
DIANE M. ALLISON GUNN GODFREY & ALLISON 35 CHURCH LANE WESTPORT, CT 06880	SECRETARY 2.00	0.	0.	0.
DAVID L. GODFREY GUNN GODFREY & ALLISON 35 CHURCH LANE WESTPORT , CT 06880	TREASURER 2.00	0.	0.	0.
JERRY BABICKA 360 ISLAND CREEK DRIVE VERO BEACH, FL 32963	VP 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 13

Name of Manager

ELAINE P HAPGOOD DIRECTOR
LYNN P. BABICKA DIRECTOR
JOHN P. POWERS DIRECTOR
JERRY BABICKA

The Prentice Foundation
Investments - Corporate Stock
Statement 8 Attachment - Part II, Line 10b
2009

Security	Shares	Ending Cost	Ending FMV
Alex Brown			
Alcatel Lucent ADS	100	1,410 75	332 00
American Express Co	3,037	67,032 28	84565 24
American Movil S A De C V Sponsored	1,426	65,965 97	66993 48
American Tower Corp	1,211	38,001.97	52,327 31
Artio Global Investors Inc	1,820	48,579 72	46,391 80
Bank of America Corp	2,675	34,138 56	40,285 50
Bank New York Mellon Corp	1,580	60,685 29	44,192 60
Berkshire Hathaway Inc	49	108,349 11	161,014 00
Burlington Northern Sante Fe	741	76,662 33	73,077 42
Canadian Natl Ry Co	1,613	15,759 95	87,682 68
Canadian Natural Resource Limited	330	17,747 04	23,743 50
Carmax Inc	1,818	21,494.89	44,086 50
Comcast Corp New	2,801	49,708 56	47,224 86
Costco	894	41,250 33	52,306 28
Disney Walt Co	2,749	55,942 71	88,655 25
Franklin Res Inc	432	38,668 48	45,511 20
Google Inc	52	16,700 45	32,238 96
Hewlett Packard	954	45,483 47	49,140 54
IBM Corp	208	25,527 37	27,227 20
Johnson & Johnson	946	60,987 39	60,931 86
Kinder Morgan Mgmt LLC	1,261 000	26,449.72	68,901 04
Kraft Foods Inc	2,925	62,192.04	79,501 50
Lowes Cos Inc	1,876	55,584 06	43,879 64
M & T Bk Corp	518	34,521 04	34,649 02
Mastercard	612	30,590 92	156,659 76
Medtronic Inc	630	22,470 97	27,707 40
Merck & Co Inc	1,699	47,395 94	62,081 46
Microsoft Corp	1,685	43,849 20	51,375 65
Millicom International	847	65,542 63	62,483 19
Occidental Pete Corp	936	58,504 58	76,143 60
Paychex Inc	899	29,637 47	27,545 36
Pepsico Inc	1,000	46,457 67	60,800 00
Schwab Charles Corp	1,310	21,814 40	24,654 20
Scripps Networks Interactive I Cl A	1,256	35,281 58	52,124 00
Sherwin Williams Co	316	17,982 60	19,481 40
Staples Inc	1,545	25,476 94	37,991 55
TJX Cos Inc New	1,090	27,479 42	39,839 50
United Technologies Corp	745	40,801 38	51,710 45
Visa Inc	724	38,585 22	63,321 04
WABCO Holdings Inc	1,298	50,370 18	33,475 42
Wal Mart Stores	775	39,572 52	41,423 75
Wellpoint Inc	1,500	53,253 75	87,435 00
Wells Fargo New	3,022	88,952 44	81,563 78

The Prentice Foundation
Investments - Corporate Stock
Statement 8 Attachment - Part II, Line 10b
2009

Security	Shares	Ending Cost	Ending FMV
Total Securities Alex Brown		<u>1,852,863.29</u>	<u>2,412,675.89</u>
Brandes:			
Morrison (Wm) Supermarkets Plc 10P Ords	7,720	46,184.20	34,582.44
Acom Co	72	3,380.82	1,092.82
Acom Co Ltd Sponsored ADR	2	20.52	7.84
Aegon N V ADR	5,820	78,506.45	37,306.20
Akzo Nobel N V	380	12,533.58	25,194.00
Astrazeneca PLC	980	45,303.86	46,001.20
Barclays PLC	890	24,096.75	15,664.00
BASF AG	540	18,399.31	33,534.00
British Sky Broadcasting Group PLC	390	14,437.17	14,125.80
Canon Inc	1,680	54,592.26	71,097.60
Carrefour SA	5,760	39,679.08	54,604.80
CEMEX SAB DE CC ADR	2,110	23,532.43	24,940.20
Daichi Sankyo Co	1,260	22,512.04	26,491.50
DAI Nippon PRTG LTD Japan	3,060	49,810.98	39,045.60
Deutsche Bank AG	100	7,204.98	7,091.00
Deutsche Telekom AG Sponsored ADR	4,530	78,993.61	66,591.00
Deutsche Post AG Spon ADR	1,790	25,501.59	34,726.00
ENI S P A	820	38,650.47	41,500.20
Ericsson L M Tel Co	3,890	45,525.01	35,749.10
Flextronics International Ltd	1,330	5,733.76	9,722.30
France Telecom Sponsored ADR	1,263	30,172.91	31,878.12
Fuji Holdings Corp ADR	1,690	55,421.40	51,038.00
Glaxosmithkline Plc Sponsored ADR	1,100	62,200.71	46,475.00
Henkel Ltd Partnership	550	13,719.59	28,490.00
Honda Motor Ltd	590	15,418.88	20,001.00
Intesa Sanpaolo S P A	720	16,412.40	19,512.00
J Sainsbury	1,790	39,258.46	36,981.40
Kingfisher PLC	3,380	26,838.38	24,674.00
Koninklijke Ahold NV Sponsored ADR New	2,538	16,855.50	33,628.50
Magna International	1,110	82,286.74	56,143.80
Marks & Spencer Group P L C Sponsored ADR	3,670	44,736.26	47,710.00
Mizuho Financial Group	4,900	54,596.29	17,444.00
Mitsubishi UFJ Finl Group Inc Sponsored ADR	7,600	90,101.17	37,392.00
Mitsui Sumitomo Ins Group Hld	2,410	48,813.85	30,727.50
NEC Corp	13,900	68,663.22	35,685.05
Nippon Teleg & Tel Corp Sponsored ADR	2,190	59,965.53	43,230.60
Nissan Mtr Ltd	2,630	40,193.15	46,366.90
Nokia Corp	5,070	71,360.97	65,149.50

The Prentice Foundation
Investments - Corporate Stock
Statement 8 Attachment - Part II, Line 10b
2009

Security	Shares	Ending Cost	Ending FMV
Promise Co Ltd ADR	2,740	40,975 50	10,275 00
Royal Bank Scotland Group PLC	874	63,122 23	8,206 86
Sanofi Aventis Spon ADR	1,160	50,823 89	45,553 20
Sony Corp New Amer Depository Shs	1,580	65,480 60	45,820 00
STMicroelectronics N V Shs-N Y Registry	2,580	43,825 43	23,916 60
Sumitomo Mitsui Finl Group Inc ADR	8,060	58,236 63	22,971 00
Swiss Reins Co	830	53,475 26	39,997 70
Takedapharmaceuticals Co Ltd	1,180	28,421 71	24,249 00
TDK Corp Adr	340	26,066 67	20,791 00
Telecom Italia S P A New Sponsored Adr Rep	6,115	159,792 77	94,354 45
Telefonica De Espana S A Sponsored Adr	339	18,437 15	28,313 28
Telefonos De Mexico S A De Cv Adr Series L	1,870	15,543.83	31,004 60
Tokio Marine Hldgs Inc (formerly Millea Hldgs	950	42,933 24	25,849 50
Toyota Mtr Co	510	40,032 45	42,921 60
Tyco Electronics Ltd	1,330	25,364 04	32,651 50
Unilever Plc Adr	1,356	30,967 24	43,256 40
UPM Kymmene Corp	1,250	21,211 75	14,800 00
Vodafone Group PLC	1,300	28,478 48	30,017 00
Wolseley PLC	6,630	52,810 60	13,790 40
Wolters Kluwer N V Sponsored Adr	842	63,241 45	18,397 70
SK Telecom Ltd Sponsored Adr	1,100	26,639 03	17,886.00
Total Securities Brandes		2,427,494.23	1,926,617.76

Cardinal

Willis Group Holdings Ltd Pays In U S Dollars	392	10,067 69	10,340 96
AFC Enterprises Inc	1,200	16,828 03	9,792 00
ACI Worldwide Inc	600	10,014 33	10,290 00
Acxiom Corp	300	3,606 77	4,026 00
Affiliated Managers Group	545	39,299 63	36,705 75
American Eagle Outfitters Inc	400	3,582 84	6,792 00
Applied Signal Technology	500	8,336 86	9,645 00
Arena Res Inc	300	12,348 80	12,936 00
Argon Street Inc	1,350	25,255 92	29,322 00
Atlas Air Worldwide Hldgs Inc	700	21,177 51	26,075 00
B + G Foods Inc	2,150	19,990 85	19,737 00
Brinks Co	200	5,161 64	4,868 00
Broadridge Finl Solutions Inc	1,000	15,345 87	22,560 00
CBIZ Inc	3,500	17,361 88	26,950 00
Capitalsource Inc	900	4,171 27	3,573 00
Cash Amer Intl Inc	600	18,464 91	20,976 00
Chemed Corp New	600	22,834 00	28,782 00
Concho Res Inc	300	8,777 61	13,470 00

The Prentice Foundation
Investments - Corporate Stock
Statement 8 Attachment - Part II, Line 10b
2009

Security	Shares	Ending Cost	Ending FMV
Convergys Corp	2,000	31,710.16	21,500 00
Cypress Sharprige Investment	700	9,325 63	9,457 00
Deckers Outdoor Corp	100	9,455 04	10,172 00
Dolan Media Co	1,700	14,355 72	17,357 00
Donnelley R R & Sons Co	1,400	18,700 16	31,178 00
Dress Barn Inc	200	4,673 24	4,620 00
Entertainment Pptys Tr	400	12,283 10	14,108 00
Fuller H B Co	900	19,507.52	20,475 00
Global Cash Access Hldgs Inc	3,200	35,020.36	23,968 00
Government Properties Income REIT	400	9,264 50	9,192 00
Hatteras Finl Corp	350	10,010 58	9,786 00
Hercules Technology Growth	1,400	13,335 01	14,546 00
Infogroup Inc (formerly Infousa Inc New)	3,400	31,580 17	27,268 00
Interactive Data Corp	1,100	25,995 58	27,830 00
Investment Technology Group Inc	400	14,708 00	7,880 00
J2 Global Communications Com New	1,340	30,119 73	27,269 00
Kaman Corp	1,300	38,979 97	30,017.00
Liquidity Svcs Inc	920	13,502 60	9,264 40
MDC Partners Inc Cl A Sub Vtg Shs	2,500	22,521 83	20,850.00
MIPS Technologies Inc	2,100	16,571 46	9,177 00
Nelnet Inc Cl A	1,800	45,352 45	31,014 00
Northwest BancShares Inc/MD	1,200	12,807 44	13,584 00
Oceaneering Intl Inc	200	12,568 06	11,704.00
Progress Software Corp	1,000	25,123 79	29,210 00
Purecycle Corp New	3,100	19,993 80	8,835 00
Ralcorp Hldgs Inc New	200	12,383.22	11,942 00
SRS Labs Inc	1,200	8,953 11	8,796 00
Silgan Hldgs Inc	660	21,195 13	38,200 80
Skillsoft Pub Ltd Co	1,100	10,787 00	11,528 00
Speedway Motorsports Inc	1,300	45,655 02	22,906 00
Stage Stores Inc New	825	17,667 14	10,197 00
Stanley Works	300	10,854 97	15,453 00
Venoco Inc	300	4,531 18	3,912 00
Virgin Media Inc (Formerly NTL)	1,000	12,912 70	16,830 00
Wendys/Arbys Group Inc (Merger with Triac C	1,583	17,243 24	7,424.27
West Pharmaceutical Svcs Inc	300	11,281 88	11,760 00
World Fuel Services Corp	400	10,311 53	10,716 00
Total Securities Cardinal		943,868.43	906,767.18
Transamerica			
Activision Blizzard Inc	2,095	23,175 94	23,275 45
Amazon Com Inc	991	58,011 98	133,309 32

The Prentice Foundation
Investments - Corporate Stock
Statement 8 Attachment - Part II, Line 10b
2009

Security	Shares	Ending Cost	Ending FMV
Andarko Petroleum Corp	806	46,518 49	50,310 52
Apple Inc	678	83,962 79	142,963 08
Automatic Data Processing	1,300	47,449.39	55,666 00
Borg Warner Inc	2,062	74,302 51	68,499 64
Caterpillar Inc	884	36,772 86	50,379 16
Cisco Sys Inc	4,016	97,403 40	96,143 04
Disney Walt Co	2,841	80,739 91	91,622 25
EOG Resources	699	56,871 08	68,012.70
Ecolab Inc	1,564	74,047 93	69,723 12
Emerson Elec Co	1,631	55,896 23	69,480 60
Expeditors Intl WA Inc	1,604	63,846 69	55,706 92
Google Inc	246	123,316 36	152,515 08
International Business Machines	611	60,956 88	79,979 90
Intuitive Surgical Inc	155	42,702 90	47,014 60
Jacobs Engineering Group Inc	1,208	67,410 11	45,432 88
Johnson Controls Inc	3,705	71,506 74	100,924 20
Microsoft Inc	2,704	65,753 87	82,444 96
Paccar Inc	1,712	45,682.15	62,094 24
Palm Inc New	705	11,066 03	7,078 20
Praxair Inc	672	50,419 64	53,968 32
Price T Rowe Group Inc	1,438	69,585 01	76,573 50
Priceline Com Inc	185	31,087 42	40,422 50
Qualcomm Inc	995	37,530 91	46,028 70
Roche Holdings Inc	1,039	41,211 78	43,845 80
Schwab Charles Corp	3,709	60,401 69	69,803 38
Sigma Aldrich	1,033	43,983 98	52,197 49
Teva Pharmaceutical Inds	933	44,723 38	52,415 94
Wells Fargo & Co New	3,014	73,165 59	81,347 86
Yum Brands Inc	885	30,901 63	30,948 45
Total Securities Transamerica		1,770,405 27	2,100,127 80

Wentworth

Cooper Industries Ltd	1,125	52,323 40	47,970 00
Ingersoll Rand Compnay Limited CI A	1,275	52,359 83	45,568 50
Nabors Industries Ltd	4,450	111,444 24	97,410 50
Noble Corporation Baar	2,400	111,918 88	97,680 00
Partnerre Ltd	625	49,660 92	46,662 50
Transocean Inc	1,084	121,811 00	89,755 20
Weatherford International Ltd Com	4,125	105,607 06	73,878 75
Foster Wheeler AG	1,250	34,804 51	36,800 00
UBS AG	565	19,618 61	8,763 15
CNH Global NV	1,100	41,372 10	27,478 00

The Prentice Foundation
Investments - Corporate Stock
Statement 8 Attachment - Part II, Line 10b
2009

Security	Shares	Ending Cost	Ending FMV
Core Laboratories	465	55,469 02	54,925 80
ABB Ltd	2,125	53,565 88	40,587 50
Agrium Inc	2,270	110,767 64	139,605 00
Air Products & Chemicals Inc	500	41,195.05	40,530 00
ADR Allianz SE ADR	1,200	20,463.81	14,940 00
Axa SA	625	21,259 62	14,800 00
BASF AG	720	42,968 20	44,712 00
Baker Hughes Inc	1,235	53,478 03	49,992 80
Banco Bilbao Vizcaya Argentaris Spon ADR	1,058	22,337 66	19,086.32
Brookfield Asset Mgmt Inc	725	21,269 41	16,080 50
Cadbury PLC	850	42,937 42	43,681 50
Canadian Natl Ry Co	1,225	62,388 41	66,591 00
Canadian Pac Ry	1,340	69,666.82	72,360 00
Danone Spons ADR	2,385	32,135.04	29,073 15
Diageo PLC	825	62,539 10	57,263 25
Fibra Celulose SA Spon ADR	269	4,398 15	6,143 96
Manulife Finl Corp	1,200	38,789 27	22,008.00
Nexen Inc	3,910	81,451 05	93,566.30
Petroleo Brasileiro SA	2,770	102,444 97	132,073 60
Potash Corp Sask Inc	1,250	127,594 13	135,625 00
Praxair Inc	510	42,467 85	40,958 10
Suncor Energy Inc	2,500	111,799 65	88,275 00
Tenaris S A	1,945	82,299 24	82,954 25
Unilever N V	2,125	69,109 33	68,701 25
Yara Intl Asa	720	24,836 11	32,796 00
Total Securities Wentworth		<u>2,098,551 41</u>	<u>1,979,296 88</u>

Winslow Green Solutions Fund

Canadian Dollar

Bio Extraction Inc	7,500	13,574 97	15,023 61
Carmanah Technologies Corp	8,725	7,064 90	6,907 96
Newalta Corporation	2,154	16,521 19	16,478 35
Pure Technologies Ltd	3,845	14,744 23	15,881 00
Ruggedcom Inc	492	9,776 45	8,428 79
Waterfurnace Renewable Energy Com	725	18,479 30	17,952 97

Danish Krone

Novozymes AS B Shares	550	50,026.04	57,266 81
Vestas Wind Systems	540	37,786 47	33,006 51

France - EURO

SAFT Groupe SA	159	7,895 21	7,701 50
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Ireland - EURO

Kingspan Group	2,251	20,535 82	19,377 72
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The Prentice Foundation
Investments - Corporate Stock
Statement 8 Attachment - Part II, Line 10b
2009

Security	Shares	Ending Cost	Ending FMV
Portugal - EURO			
EDP Renovaveis SA	3,310	36,479 83	31,486 00
Pound Sterling			
Firstgroup	2,705	18,127 62	18,608 39
US Dollar			
Telvent GIT S A	1,275	41,603 35	49,699 50
Acuty Brands	600	21,021 98	21,384 00
American Superconductor Corp	822	27,692 94	33,619.80
Capstone Turbine Corp	5,115	6,598 35	6,598 35
Chicago Bridge & Iron Co N V	1,872	38,483.39	37,851 84
Chipotle Mexican Grill Inc	175	13,653 80	15,428 00
Church & Dwight Inc	265	14,879 86	16,019 25
Clean Energy Fuels Corp	545	7,876 45	8,398 45
Comfort Sys USA Inc	1,002	12,514 61	12,364 68
Emcor Group Inc	855	20,830 19	22,999 50
First Solar Inc	275	41,864 95	37,235 00
Headwaters Inc	2,644	12,849 00	17,238 88
Horsehead Hldg Corp	2,781	31,585.06	35,457 75
Interface Inc	1,215	10,134.92	10,096 65
Lennox Intl Inc	313	12,480 88	12,219 52
Nalco Hldg Co	1,434	30,244 65	36,581 34
Prologis	2,973	38,128 73	40,700 17
Quanex Bldg Prod Corp	875	13,465 02	14,848 75
Sims Metal Management Ltd	1,239	23,739 74	24,160 50
Sunopta Inc	2,999	10,785 62	10,076 64
Trex Inc	465	7,509 19	9,114 00
U S Geothermal Inc	4,595	7,177 42	7,030 35
United Natural Foods Inc	1,180	28,601 64	31,553 20
Valmont Inds Inc	215	16,719 20	16,866.75
Wabtec	735	27,644 75	30,017 40
Westport Innovations Inc	1,312	14,602 32	15,192 96
		<hr/> 783,700 04	<hr/> 820,872 84
State Street Custody			
Pepsico	999	18,126 86	60,739 20
Procter and Gamble Co	1282	29,487 28	77,727 66
Royal Dutch Shell PLC	992	6,830 91	59,629.12
Total Securities State Street		<hr/> 54,445 05	<hr/> 198,095 98
TOTAL Investments Corporate Stock		<hr/> \$ 9,931,327.72	<hr/> \$ 10,344,454 33

The Prentice Foundation
Schedule of Investments - Corporate Bonds
Statement 8 Attachment - Part II, Line 10c
2009

Security	Units	End Cost	End FMV
Joseph A Glynn Advisors			
Alcoa Inc 6 5% 06/01/2011	30,000	29,175 00	31,633 80
American Express 6.15% 08/28/2017	30,000	27,375 00	31,353 00
Icahn Enterprises 7.125% 02/15/2013	30,000	29,718.75	30,600 00
Anadarko Petroleum 7 625 03/15/2014	30,000	32,001 00	34,543 50
Arrow Electronics Inc 6 875% 06/01/2018	30,000	28,800 00	31,428 30
Bear Steans & Co 5.7% 11/15/2014	28,000	28,315.00	30,809 24
Bellsouth Corp 5 2% 12/15/2016	30,000	30,472 20	30,981 00
Berkley WR Corp 5 6% 05/15/2015	30,000	23,850 00	29,672 70
Boston Property LP 6 25% 01/15/2013	30,000	29,700 00	31,972 20
CME Group Inc 5 75% 02/15/2014	30,000	31,875.00	32,813 10
Clorox Co 5 95% 10/15/2017	30,000	31,098.00	32,255 70
Consolidated Edison Co 5 55% 04/01/2014	35,000	37,275 00	38,097 85
Fisher Scientific Intl Inc 07/01/2015	30,000	30,525 00	30,937 50
Ford Mtr Cr Co 9 75% 09/15/2010	10,000	10,162 50	10,318 50
GATX Corp 8 75% 05/15/2014	30,000	31,308.75	33,735 60
Goldman Sachs Group Inc 5 5% 11/15/2014	30,000	30,148 60	32,020 50
Hartford Fincl Svcs Group Inc 4 625% 07/15/2013	30,000	24,900 00	30,057 60
Hewlett Packard Co 5 500% 03/01/2018	30,000	31,232 10	31,900.20
Home Depot Inc 5 4% 03/01/2016	30,000	28,753 50	31,405 80
Household Fin Corp 7% 05/15/2012	30,000	29,137 50	32,620 80
Ingersoll Rand GL Hld Co 9 5% 04/15/2014	30,000	31,140.00	35,848 20
International Lease Fin Corp 5 875% 05/01/2013	25,000	20,281 25	19,871 75
Level 3 Communications Inc 5 25% 12/15/2011	29,000	25,445 00	27,513.75
Markel Corp 6 8% 02/15/2013	30,000	30,037 50	30,319 80
Masco Corp 6 125% 10/03/2016	32,000	30,445 50	30,494 08
Medtronic Inc 1 625% 04/15/2013	25,000	22,500 00	26,093 75
Merrill Lynch & Co Inc 6 5% 07/15/2018	32,000	26,048.00	33,445 44
Metlife Inc 7.717% 02/15/2019	30,000	29,862 60	35,254 20
Nisource Fin Corp 6 4% 03/15/2018	45,000	39,881 25	46,771 20
Owens Corning Inc 9% 06/15/2019	30,000	29,550 00	33,455 40
Prudential Fincl Inc 6% 12/01/2017	30,000	21,600 00	30,951.30
Regions Bk Birmingham AL 7 5% 05/15/2018	30,000	26,037 90	27,424 20
Ryder Sys Inc 5 85% 03/01/2014	30,000	28,500 00	31,412 40
SLM Corp 5 45% 04/25/2011	30,000	27,930 00	29,916 60
Schering Plough 1% 12/01/2013	30,000	32,043 30	32,971 80
Target Corp 6% 01/15/2018	30,000	30,444 30	33,110 70
Wachovia Corp New 5 3% 10/15/2011	30,000	30,929 40	31,845 60
Xerox Corp 7 625% 06/15/2013	30,000	28,125 00	30,598 50
Zurich Reins Centre Hldgs Inc 7 125% 10/15/2023	30,000	21,000 00	28,441 50
Total Corporate Bonds		1,107,623 90	1,214,897 06

**The Prentice Foundation
Schedule of Grant Payments
2009**

Grants	Relationship	Foundation Status	Memo	Amount
Lauren Zuskin				
Friendship Homeschooling Co-op, Inc	None	509 (a) (1)	Friendship School Scholarships	94,000 00
				<u>94,000 00</u>
Jonathan Babicka				
Mount Sinai Medical Center Foundation, In	None	509 (a) (1)	Charity Care	10,000 00
Cystic Fibrosis Foundation	None	509 (a) (1)	General Support	2,500 00
National Psoriasis Foundation	None	509 (a) (1)	Walk for Awareness - Cleveland Ohio Walk	2,500 00
Project Sunshine, Inc	None	509 (a) (1)	Miami-Area Programs	5,000 00
American Cancer Society, Inc	None	509 (a) (1)	Relay for Life	1,500 00
Big Brothers and Big Sisters of Greater M	None	509 (a) (1)	Volunteer Appreciation Luncheon	7,500 00
Boca Helping Hands, Inc	None	509 (a) (1)	Spring Newsletter	4,000 00
Make-A-Wish Foundation of Southern Florida	None	509 (a) (2)	General Support	7,000 00
Make-A-Wish Foundation of Southern Florida	None	509 (a) (2)	General Support	20,000 00
Make-A-Wish Foundation of Southern Florida	None	509 (a) (2)	General Support	20,000 00
				<u>80,000 00</u>
James Bohart				
Austin Community Foundation for the Capit	None	509 (a) (1)	Friends of Rollingwood Park - Hatley Field	1,000 00
Saint Stephens Episcopal School	None	509 (a) (1)	General Support	4,000 00
Child Advocates, Inc	None	509 (a) (1)	General Support	5,000 00
University of Texas at Austin	None	509 (a) (1)	Graduate School of Business - Hermes Society	8,000 00
Planned Parenthood of Houston and Southea	None	509 (a) (1)	General Support	10,000 00
Planned Parenthood of Texas Region Inc	None	509 (a) (1)	General Support	10,000 00
Friends of the Umlauf Sculpture Garden	None	509 (a) (1)	General Support	5,000 00
Austin Museum of Art, Inc	None	509 (a) (1)	General Support	3,500 00
Environmental Defense, Inc	None	509 (a) (1)	General Support	10,000 00
Ohio State University Foundation	None	509 (a) (1)	College of Biological Sciences	5,000 00
Austin Theatre Alliance	None	509 (a) (1)	Paramount Theater	2,500 00
Planet Cancer	None	509 (a) (1)	General Support	2,500 00
Impact Austin Foundation	None	509 (a) (1)	General Support	1,000 00
Breakthrough	None	509 (a) (1)	General Support	3,000 00
Disabled Sports Eastern Sierra	None	509 (a) (1)	General Support	15,000 00
Planned Parenthood of Houston and Southea	None	509 (a) (1)	Planned Parenthood of Houston & SE Texas-New	5,000 00
AIDS Project Los Angeles, Inc	None	509 (a) (1)	General Support	2,000 00
Austin Community Foundation for the Capit	None	509 (a) (1)	Women's Fund of Central Texas/Power of the Pur	1,500 00
				<u>94,000 00</u>
Barbra Hapgood				
North Carolina Coastal Federation, Inc	None	509 (a) (1)	General Support	3,000 00
North Carolina Conservation Network	None	509 (a) (1)	General Support	5,000 00
IPAS	None	509 (a) (1)	General Support	2,000 00
Southern Environmental Law Center, Inc	None	509 (a) (1)	General Support	5,000 00
Planned Parenthood of Central North Carol	None	509 (a) (1)	General Support	5,000 00
Public School Forum of North Carolina, In	None	509 (a) (1)	General Support	1,000 00
Environmental Defense Fund, Incorporated	None	509 (a) (1)	North Carolina Environmental Defense	6,000 00
North Carolina Community Foundation	None	509 (a) (1)	North Carolina Network of Grantmakers	4,000 00
El Centro Latino, Inc	None	509 (a) (1)	General Support	3,000 00
Triangle Land Conservancy, Inc	None	509 (a) (1)	General Support	5,000 00
University of North Carolina at Chapel Hi	None	509 (a) (1)	Playmakers Repertory Company Programming	3,000 00
Chapel Hill-Carrboro Children's Museum	None	509 (a) (1)	Kidzu Children's Museum	5,000 00
SECU Family House at UNC Hospitals	None	509 (a) (1)	General Support	3,000 00
Natural Resources Defense Council, Inc	None	509 (a) (1)	Collaboration Media's 'GreenJobRevitalizingAmeri	5,000 00
YMCA of Greensboro, Inc	None	509 (a) (1)	Camp Weaver	3,000 00
North Carolina Community Foundation	None	509 (a) (1)	North Carolina Network of Grantmakers	5,000 00
Abundance Foundation, Inc	None	509 (a) (1)	Pickards Mountain Eco-Institute	1,000 00
Southern Environmental Law Center, Inc	None	509 (a) (1)	General Support	4,000 00
Environmental Defense Fund, Incorporated	None	509 (a) (1)	General Support	4,000 00
North Carolina Community Foundation	None	509 (a) (1)	North Carolina Network of Grantmakers	2,000 00

**The Prentice Foundation
Schedule of Grant Payments
2009**

Grants	Relationship	Foundation Status	Memo	Amount
Chapel Hill-Carrboro Children's Museum	None	509 (a) (1)	Kidzu Children's Museum	3,500 00
Planned Parenthood of Central North Carol	None	509 (a) (1)	General Support	5,000 00
Nature Conservancy, Inc	None	509 (a) (1)	General Support	1,500 00
University of North Carolina at Chapel Hi	None	509 (a) (1)	Playmakers Repertory Company	2,000 00
Foundation for a Sustainable Community	None	509 (a) (1)	General Support	3,000 00
East Chapel Hill Rotary Club Foundation	None	509 (a) (1)	Rotary Teachers' Store	1,000 00
North Carolina Coastal Federation, Inc	None	509 (a) (1)	General Support	2,000 00
Triangle Community Foundation	None	509 (a) (1)	Tomorrow Fund	2,000 00
				94,000 00
Shelley Babicka				
Planned Parenthood Federation of America	None	509 (a) (1)	Matching Funds	10,000 00
Alliance for Affordable Energy	None	509 (a) (1)	Sustainably Rebuilding New Orleans	4,000 00
Greater Yellowstone Coalition, Inc	None	509 (a) (1)	General Support	1,000 00
Environmental Defense, Inc	None	509 (a) (1)	Double Your Donation Program	3,000 00
ZooMontana, Inc	None	509 (a) (1)	General Support	1,000 00
Montana Wilderness Association, Inc	None	509 (a) (1)	General Support	3,000 00
Glen Highland Farm, Inc	None	509 (a) (1)	General Support	3,000 00
Animal Welfare Institute	None	509 (a) (1)	General Support	1,500 00
Planned Parenthood of Louisiana, Inc	None	509 (a) (1)	General Support	4,000 00
American Society for the Prevention of Cr	None	509 (a) (1)	General Support	4,000 00
North Shore Animal League America, Inc	None	509 (a) (1)	General Support	4,000 00
Clinic for the Rehabilitation of Wildlife	None	509 (a) (1)	General Support	2,000 00
Greenpeace Fund, Inc	None	509 (a) (1)	General Support	2,000 00
Berkshire Humane Society	None	509 (a) (1)	General Support	1,000 00
Rolling Dog Ranch Animal Sanctuary Founda	None	509 (a) (1)	General Support	1,000 00
Western Montana Mental Health Center	None	509 (a) (1)	Gallatin Mental Health Center	1,500 00
Amnesty International USA, Inc	None	509 (a) (1)	General Support	1,000 00
National Outdoor Leadership School	None	509 (a) (1)	General Support	1,500 00
Green Chimneys Children's Services, Inc	None	509 (a) (1)	General Support	4,000 00
Animal Legal Defense Fund	None	509 (a) (1)	General Support	4,000 00
People for the Ethical Treatment of Anima	None	509 (a) (1)	General Support	4,000 00
Intermountain Planned Parenthood, Inc	None	509 (a) (1)	General Support Planned Parenthood Montana	4,000 00
Farm Sanctuary, Inc	None	509 (a) (1)	Sanctuary West and Sanctuary East	8,000 00
NARAL Pro-Choice America Foundation	None	509 (a) (2)	General Support	1,000 00
Flathead Spay & Neuter Task Force	None	509 (a) (1)	Senior Dog House and Rescue	1,500 00
				75,000 00
Lynn Babicka				
Environmental Learning Center	None	509 (a) (1)	General Support	8,500 00
Indian River Hospital Foundation, Inc	None	509 (a) (1)	Indian River Medical Center	13,000 00
Big Brothers Big Sisters of North Texas	None	509 (a) (1)	Jean Powers Bohart Scholarship Fund	9,750 00
Indian River Hospital Foundation	None	509 (a) (1)	General Support	8,500 00
Legal Momentum	None	509 (a) (1)	General Support	6,500 00
Englewood Hospital and Medical center	None	509 (a) (1)	General Support	5,500 00
Environmental Learning Center	None	509 (a) (1)	General Support	8,500 00
Ocean Conservancy	None	509 (a) (1)	Nicole's Ocean Challenge	9,000 00
Environmental Learning Center, Inc	None	509 (a) (1)	General Support	500 00
Vero Beach Museum of Art, Inc	None	509 (a) (1)	General Support	1,000 00
American Theatre Works, Inc	None	509 (a) (1)	Dorset Theatre Festival - General Support	1,500 00
Martin County Community Foundation, Inc	None	509 (a) (1)	Double Your Donation' for Planned Parenthood of	500 00
Riverside Theatre Inc	None	509 (a) (1)	General Support	2,500 00
Planned Parenthood Federation of America	None	509 (a) (1)	Presidential Affiliate Awards & General Support	30,000 00
Indian River Land Trust, Inc	None	509 (a) (1)	Preserve Land in Indian River County/Water Prote	7,000 00
Environmental Learning Center, Inc	None	509 (a) (1)	General Support	5,000 00
Planned Parenthood of South Florida and T	None	509 (a) (1)	Work in Miami & the Treasure Coast	10,000 00
Planned Parenthood of South Florida and T	None	509 (a) (1)	General Support	500 00
Conservation Law Foundation, Inc	None	509 (a) (1)	Challenge Grant Request/Matching Funds	7,000 00
John's Island Foundation	None	509 (a) (1)	General Support	5,500 00
Amnesty International USA, Inc	None	509 (a) (1)	General Support	2,000 00

**The Prentice Foundation
Schedule of Grant Payments
2009**

Grants	Relationship	Foundation Status	Memo	Amount
Greenpeace Fund, Inc	None	509 (a) (1)	General Support	10,000 00
Legal Momentum	None	509 (a) (1)	Protecting Reproductive Choice	7,500 00
Ocean Conservancy	None	509 (a) (1)	General Support	5,500 00
Greenpeace Fund, Inc	None	509 (a) (1)	End Whaling Forever	1,000 00
Play for Pink, Inc	None	509 (a) (1)	General Support	600 00
Earthjustice	None	509 (a) (1)	General Support	5,000 00
Big Brothers Big Sisters of North Texas	None	509 (a) (1)	Jean Powers Bohart Scholarship Fund	17,100 00
Vermont Law School, Inc	None	509 (a) (1)	For General Support of Environmental and Natural	10,000 00
Englewood Hospital & Medical Center Found	None	509 (a) (1)	Englewood Hospital Breast Care Center	7,500 00
National Parks Conservation Association	None	509 (a) (1)	Alternative F - which designates almost 80% of the	5,000 00
Sierra Club Foundation, Turtle Coast	None	509 (a) (1)	For Sierra Club - Turtle Coast	1,000 00
Planned Parenthood of Palm Beach Area	None	509 (a) (1)	General Support	9,500 00
Keep Indian River Beautiful	None	509 (a) (1)	General Support	12,500 00
Gifford Youth Activity Center Foundation,	None	509 (a) (1)	Environmental Protection/Education	2,000 00
Alliance for Sustainable Colorado	None	509 (a) (1)	General Support	13,000 00
CooperRius, Inc	None	509 (a) (1)	General Support	5,000 00
Vermont Public Interest Research & Educat	None	509 (a) (1)	Retire Vermont Yankee	5,000 00
Conservation Law Foundation, Inc	None	509 (a) (1)	Retire 'Vermont Yankee'	5,000 00
Center for Health, Environment and Justic	None	509 (a) (1)	General Support	2,000 00
Women's Fund of Dade County, Inc	None	509 (a) (1)	Women of Color-Led Reproductive Justice Grantm	5,000 00
Johns Island Community Service League	None	509 (a) (1)	General Support	5,000 00
NARAL Pro-Choice America Foundation	None	509 (a) (1)	General Support	5,000 00
Indian River Community College Foundation	None	509 (a) (1)	WQCS/88 9 FM	2,050 00
Catholics for Choice	None	509 (a) (1)	General Support	10,000 00
Religious Coalition for Reproductive Choi	None	509 (a) (1)	General Support	5,000 00
Johns Island Foundation, Inc	None	509 (a) (1)	General Support	5,000 00
1Sky Education Fund	None	509 (a) (1)	General Support	1,000 00
Vermont Workers' Center - Jobs With Justi	None	509 (a) (1)	General Support	5,000 00
Environment Florida Research and Policy C	None	509 (a) (1)	General Support	1,000 00
Environment America Research and Policy C	None	509 (a) (1)	General Support	1,000 00
Sailors for the Sea, Inc	None	509 (a) (1)	A Sea Change' Project	2,000 00
Feminist Majority Foundation	None	509 (a) (1)	Advocating for health Care reform to ensure comp	5,000 00
Ms Foundation for Women, Inc	None	509 (a) (1)	Advocating for health care reform to ensure compr	2,000 00
				320,500 00
John Powers				
Center for Native Ecosystems	None	509 (a) (1)	General Support	19,500 00
GreenFaith	None	509 (a) (1)	General Support	10,000 00
Tides, Inc	None	509 (a) (1)	Non-Profit Center Cornerstone Partner	10,000 00
Green Festivals, Inc	None	509 (a) (1)	Green Festival Denver 2009	7,500 00
Center for Independent Media	None	509 (a) (1)	Investigating Fraudulent Campaign Ads	25,000 00
NARAL Pro-Choice Colorado Foundation	None	509 (a) (2)	General Support	10,000 00
Alliance for Sustainable Colorado	None	509 (a) (1)	General Support	40,000 00
Denver Foundation	None	509 (a) (1)	Eye on the Future Fund	50,000 00
NARAL	None	509 (a) (2)	General Support	8,150 00
Regents of the University of California Berkely	None	509 (a) (1)	General Support	8,150 00
Sailors for the Sea, Inc	None	509 (a) (1)	Acidification Project	10,000 00
E Town	None	509 (a) (1)	CEC Sponsorship	18,500 00
Aspen Community Foundation	None	509 (a) (1)	Third Generation Fund	40,000 00
Aspen Community Foundation	None	509 (a) (1)	Third Generation Fund	7,200 00
Living Archives	None	509 (a) (1)	Hotel Project	10,000 00
Natural Capitalism Solutions, Inc	None	509 (a) (1)	General Support	10,000 00
Denver Foundation	None	509 (a) (1)	Eye on the Future Fund	65,500 00
				349,500 00
Elaine P Hapgood				
Boca Raton Community Hosp	None	509 (a) (1)	General Support	4,500 00
Rosie Fund	None	509 (a) (1)	General Support	3,500 00
NARAL Pro Choice America	None	509 (a) (1)	General Support	8,500 00
Planned Parenthood of Connecticut	None	509 (a) (1)	General Support	8,500 00

**The Prentice Foundation
Schedule of Grant Payments
2009**

Grants	Relationship	Foundation Status	Memo	Amount
Concord Feminist Health	None	509 (a) (1)	General Support	6,500 00
Planned Parenthood of Houston and SE	None	509 (a) (1)	General Support	7,000 00
Legal Voice	None	509 (a) (1)	General Support	4,500 00
Human Services Council	None	509 (a) (1)	General Support	5,500 00
Abortion Access Project	None	509 (a) (1)	General Support	5,500 00
Population Connection	None	509 (a) (1)	General Support	6,500 00
Florida Assoc Planned Parenthood	None	509 (a) (1)	General Support	7,500 00
The Bobby Fund	None	509 (a) (2)	General Support	6,500 00
Boys and Girls Clubs of America	None	509 (a) (1)	General Support	2,000 00
Friends of Mnikami, Inc	None	509 (a) (1)	General Support	500 00
NARAL Pro-Choice America Foundation	None	509 (a) (2)	General Support	7,500 00
Boca Raton Community Hospital, Inc	None	509 (a) (1)	General Support	5,000 00
Blue Mountain Clinic, Inc	None	509 (a) (1)	Family Planning/Abortion Services	5,000 00
Central Florida Women's Emergency Fund	None	509 (a) (1)	Family Planning/Abortion Services	5,000 00
Chicago Abortion Fund	None	509 (a) (1)	Family Planning/Abortion Services	15,000 00
Women's Health Project, Inc	None	509 (a) (1)	Emma Goldman Clinic-Family Planning/Abortion S	7,500 00
Freedom Fund, Inc	None	509 (a) (1)	Family Planning/Abortion Services	5,000 00
Western Conservation Foundation	None	509 (a) (1)	General Support	30,000 00
Planned Parenthood Health Systems Inc	None	509 (a) (1)	Fund For Choice	5,000 00
WV Free Incorporated	None	509 (a) (1)	Choice Fund	1,000 00
Abortion Access Project, Inc	None	509 (a) (1)	Family Planning/Abortion Services	4,000 00
Center for Reproductive Rights, Inc	None	509 (a) (1)	General Support	4,000 00
Feminist Majority Foundation	None	509 (a) (1)	General Support	4,000 00
Planned Parenthood Federation of America	None	509 (a) (1)	General Support	4,000 00
Planned Parenthood League Of Massachusetts	None	509 (a) (1)	Family Planning/Reproductive Health Services	2,000 00
Religious Coalition for Reproductive Choi	None	509 (a) (1)	General Support	4,000 00
Reproductive Health Access Project	None	509 (a) (1)	General Support	2,000 00
Women's Health and Counseling Center, Inc	None	509 (a) (1)	Sliding Scale Fees for Reproductive Services	2,500 00
The Prentice School	None	509 (a) (1)	General Support	2,000 00
Pathways, Inc	None	509 (a) (1)	General Support	2,000 00
Wayside House, Inc	None	509 (a) (1)	Treatment Center for Women	7,500 00
Planned Parenthood of Connecticut, Inc	None	509 (a) (1)	The Rosie Access Fund	10,000 00
Planned Parenthood of SW & Central Flond	None	509 (a) (1)	The Rosie Fund	10,000 00
Planned Parenthood Federation of America	None	509 (a) (1)	Access	21,350 00
				242,350.00
TOTAL GRANTS				\$1,349,350

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization The Prentice Foundation, Inc. c/o Gunn Godfrey & Allison	Employer identification number 06-1386173
	Number, street, and room or suite no. If a P.O. box, see instructions. 35 Church Lane	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Westport, CT 06880	

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

- | | | | | | |
|--------------------------------------|---|---|--------------------------------------|------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 5227 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-BL | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 6069 | |

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

Gunn, Godfrey & Allison

- The books are in the care of **35 Church Lane - Westport, CT 06880**

Telephone No **203-227-7470**

FAX No. **203-227-0424**

- 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 **November 15, 2010**

5 For calendar year **2009**, or other tax year beginning _____, and ending _____

6 If this tax year 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

The Foundation is waiting for Final K-1 information from 1 investment partnership in order to finalize the 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	\$	1181.
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	\$	10000.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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 **David L. Gray**

Title **Treasurer**

Date **8/11/10**

Form 8868 (Rev. 4-2009)