11/05/2010 FRI 17:35 FAX ☑0002/032

EXTENSION TO 11/15/10

Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

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

OMB No 1545-0052

2009

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 change

Use the IRS label Otherwise, print or type See Specific Instructions

Name of foundation: PRIOR FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): P O BOX 12030 | Room/suite:

City or town, state, and ZIP code: ST THOMAS VI 00801-5030

A Employer identification number: 20-6975076

B Telephone number (see page 10 of the instructions): (340) 775-1555 EXT 245

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)* ▶ $ 23,075,023

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(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 (attach schedule)				
2	Check ▶☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	32	32		
4	Dividends and interest from securities	301,999	301,999		
5 a	Gross rents		0		
b	Net rental income or (loss) 0				
6 a	Net gain or (loss) from sale of assets not on line 10	0			
b	Gross sales price for all assets on line 6a 0				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
9	Income modifications				
10 a	Gross sales less returns and allowances 0				
b	Less Cost of goods sold 0				
c	Gross profit or (loss) (attach schedule)	0			
11	Other income (attach schedule)	0	0	0	
12	**Total.** Add lines 1 through 11	302,031	302,031	0	
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)	7,561	0	0	0
b	Accounting fees (attach schedule)	0	0	0	0
c	Other professional fees (attach schedule)	0	0	0	0
17	Interest	11	11		
18	Taxes (attach schedule) (see page 14 of the instructions)	0	0	0	0
19	Depreciation (attach schedule) and depletion	0	0	0	
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	55	0	0	0
24	**Total operating and administrative expenses.** Add lines 13 through 23	7,627	11	0	0
25	Contributions, gifts, grants paid	660,478			660,478
26	**Total expenses and disbursements** Add lines 24 and 25	668,105	11	0	660,478
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-366,074			
b	**Net investment income** (if negative, enter -0-)		302,020		
c	**Adjusted net income** (if negative, enter -0-)			0	

Revenue

Operating and Administrative Expenses

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. Form **990-PF** (2009)

(HTA)

Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,462,540	1,091,341	1,091,341
	3 Accounts receivable ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	4 Pledges receivable ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	500	500	500
	7 Other notes and loans receivable (attach schedule) ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	9,206,000	9,206,000	21,980,000
	c Investments—corporate bonds (attach schedule)	0	0	0
	11 Investments—land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15 Other assets (describe ▶ REFUND DUE FROM V I BUREA)	0	3,182	3,182
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	10,669,040	10,301,023	23,075,023
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	1,943	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	23 **Total liabilities** (add lines 17 through 22)	1,943	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	10,667,097	10,301,023	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	10,667,097	10,301,023	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,669,040	10,301,023	

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	10,667,097
2	Enter amount from Part I, line 27a	2	-366,074
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	10,301,023
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	10,301,023

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				
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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	0
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	425,962	13,092,779	0 032534
2007	542,338	13,895,719	0 039029
2006	57,500	10,342,339	0 005560
2005			0 000000
2004			0 000000

2	**Total** of line 1, column (d)	2	0 077123
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 025708
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	15,619,089
5	Multiply line 4 by line 3	5	401,536
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,020
7	Add lines 5 and 6	7	404,556
8	Enter qualifying distributions from Part XII, line 4	8	660,478

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	3,020
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	3,020
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	3,020
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	0		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	6,000
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,980
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 2,980 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ VI			
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*	8b		
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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 page 20 of the 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 ▶ GERTRUDE J PRIOR, TRUSTEE Telephone no ▶ 340 775-1555 EXT 245

Located at ▶ 6450 ESTATE SMITH BAY ST THOMAS VI ZIP+4 ▶ 00802

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 |

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
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 page 20 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*		3b	N/A	
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 2009?		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)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ 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 page 22 of the instructions)? — 5b: N/A

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? ☐ 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 (No)

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? — 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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
GERTRUDE J PRIOR P O BOX 12030 ST THOMAS VI 00801-5030	TRUSTEE 3.00	0	0	0
	.00	0	0	0
	00	0	0	0
	00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions) If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3 ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	14,549,067
b	Average of monthly cash balances		1b	1,304,194
c	Fair market value of all other assets (see page 24 of the instructions)		1c	3,682
d	**Total** (add lines 1a, b, and c)		1d	15,856,943
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	15,856,943
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	237,854
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	15,619,089
6	**Minimum investment return.** Enter 5% of line 5		6	780,954

Part XI **Distributable Amount** (see page 25 of the 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	780,954
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,020		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,020
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	777,934
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	777,934
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	777,934

Part XII **Qualifying Distributions** (see page 25 of the 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	660,478
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	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	660,478
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	3,020
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	657,458

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				777,934
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only			600,994	
b	Total for prior years: 20 ____, 20 ____, 20 ___		0		
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 — 0				
b	From 2005 — 0				
c	From 2006 — 0				
d	From 2007 — 0				
e	From 2008 — 0				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 660,478				
a	Applied to 2008, but not more than line 2a			600,994	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2009 distributable amount				59,484
e	Remaining amount distributed out of corpus	0			
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	0			
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				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				718,450
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9:				
a	Excess from 2005 — 0				
b	Excess from 2006 — 0				
c	Excess from 2007 — 0				
d	Excess from 2008 — 0				
e	Excess from 2009 — 0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 2009, 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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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	0	0	0	0	0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0	0	0	0	0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0	0	0	0	0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 page 28 of 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))

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

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 page 28 of the 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

GERTRUDE J PRIOR P O BOX 12030 ST THOMAS VI 00801 340 775-1555 EXT 245

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

LETTERS DESCRIBING THE NATURE AND PURPOSE OF THE REQUEST ARE SUFFICIENT

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

NONE

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				
ESSEX COUNTY COMMUNITY FOUNDATION 175 ANDOVER ST. DANVERS MA 01923			GENERAL FUND	1,000
COLLEGE OF THE HOLY CROSS 1 COLLEGE ST WORCESTER MA 01610			IN HONOR OF P SMITH	10,000
WOMEN FOR WOMEN INTERNATIONAL 4455 CONNECTICUT AVE NW #200 WASHINGTON			GENERAL FUND	5,000
NANA BABY CHILDRE'S HOME 146-14 ESTATE TUTU ST THOMAS VI 00802			GENERAL FUND	2,500
KNEISAL HALL CHAMBER MUSIC SCHOOL P O BOX 648 BLUE HILL ME 04614			MOOSE FUND	83
ALL SAINTS CATHEDRAL SCHOOL 23531 COMMANDANT GADE 12 ST THOMAS VI 008			CAPITAL CAMPAIGN	500
CARRIBEAN DANCE COMPANY			SCHOLARSHIP	470
FAMILY RESOURCE CENTER			PEACEMAKERS SPONSOR	2,500
UNIVERSITY OF THE VIRGIN ISLANDS 2 JOHN BREWER'S BAY ST THOMAS VI 0080			SUMMER BAND CAMP SCHOLARSHIPS	1,500
UVI- UPWARD BOUND PARENT'S ASSN SEE ABOVE			ROLE MODEL SCHOLARSHIP	1,000
CHEETAH CONSERVATION FUND OF DALLAS			GENERAL FUNDS	500
ANTILLES SCHOOL FRENCHMAN'S BAY ST THOMAS VI 00802			THEATER CONSTRUCTION	50,000
HUMANE SOCIETY OF THE VIRGIN ISLANDS P O BOX 8150 ST THOMAS VI 00801			ANIMAL CAMPUS LANDSCAPING	50,000
HARTFORD SEMINARY 77 SHERMAN ST HARTFORD CT 06105-2260			ABRAHAMIC P/SHIP CHAIR	100,000
THE FORUM P O BOX 12030 ST THOMAS VI 00801			GENERAL FUND	1,500
COMMUNITY FOUNDATION OF THE VI 5600 ROYAL DANE MALL STE 19 ST THOMAS VI 00			ANNUAL FUND	5,000
Total See Attached Statement			▶ 3a	660,478
b Approved for future payment				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue.					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	32	
4 Dividends and interest from securities			14	301,999	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				0	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		302,031	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 302,031

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Gertrude J Prior 11/6/10 TRUSTEE

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature: Henry Singer	Date 11/5/2010	Check if self-employed ☒	Preparer's identifying number (see Signature on page 30 of the instructions) P00114650
Firm's name (or yours if self-employed), address, and ZIP code	HENRY SINGER CPA 20 VESEY STREET #401, NEW YORK, NY 10007		EIN Phone no ((212) 619-0185

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip code	Foreign Country	Person	Business	Relationship	Foundation Status	Purpose of grant/contribution	Amount
HARTFORD SEMINARY	SEE ABOVE									ANNUAL FUND	2,000
VATICAN OBSERVATORY FOUNDATION	UNIVERSITY OF ARIZONA	TUCSON	AZ	85721						CAPITAL CAMPAIGN	33,000
ONE TO WORLD	285 WEST BROADWAY STE 450	NEW YORK	NY	10013						ANNUAL FUND	500
STS. PETER AND PAUL CATHOLIC SCHOOL										ANNUAL FUND	1,100
TRUSTEES OF TUFTS UNIVERSITY		MEDFORD	MA	02155						ANNUAL FUND	2,500
ANTILLES SCHOOL	SEE ABOVE									ANNUAL FUND	6,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
THE FORUM
Person Business
Street
SEE ABOVE
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution
ANNUAL FUND
Amount 1,000

Name
JUNIOR STATESMEN FOUDATION
Person Business
Street
800 S CLAREMONTST. STE 202
City SAN MATEO | State CA | Zip code 94402 | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution
SCHOLARSHIP-SUMMER PROGRAM
Amount 1,000

Name
THE FORUM
Person Business
Street
SEE ABOVE
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution
ANNUAL FUND
Amount 650

Name
UNIVERSITY OF THE VIRGIN ISLANDS
Person Business
Street
SEE ABOVE
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution
ACCOUNTING ASSN
Amount 500

Name
UNIVERSITY OF THE VIRGIN ISLANDS
Person Business
Street
SEE ABOVE
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution
LAVERNE RAGETER SCHOLARSHIP
Amount 2,500

Name
HEWBREW CONG. OF ST. THOMAS
Person Business
Street
P O BOX 266
City ST THOMAS | State VI | Zip code 00804 | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution
RABBI CONSECRATION
Amount 500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip code	Foreign Country	Person/Business	Relationship	Foundation Status	Purpose of grant/contribution	Amount
WTJX	P O BOX 7879	ST THOMAS	VI	00841					ANNUAL FUND	500
HUMANE SOCIETY OF THE VIRGIN ISLANDS	SEE ABOVE								ANIMAL CAMPUS LANDSCAPING	45,000
KNEISEL HALL CHAMBER MUSIC SCHOOL	SEE ABOVE								PROGRAM NOTES FUND	100
UNITED JEWISH COMMUNITIES	25 BROADWAY STE 1700	NEW YORK	NY	10004					GENERAL FUNDS	5,000
ST THOMAS REFORMED CHURCH	P OBOX 301769	ST THOMAS	VI	00803					CHINA STUDENT TRIP	500
THE FORUM	SEE ABOVE								GENERAL FUNDS	15,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name: ANTILLES SCHOOL
☐ Person ☐ Business
Street: SEE ABOVE
City: | State: | Zip code: | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: THEATER
Amount: 27,000

Name: HUMANE SOCIETY OF THE VIRGIN ISLANDS
☐ Person ☐ Business
Street: SEE ABOVE
City: | State: | Zip code: | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: ANIMAL CAMPUS LANDSCAPING
Amount: 42,500

Name: THE VERMONT FOODBANK
☐ Person ☐ Business
Street: 33 PARKER ROAD
City: BARRE | State: VT | Zip code: 05641 | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: WALKATHON
Amount: 300

Name: KNEISEL HALL CHAMBER MUSIC SCHOOL
☐ Person ☐ Business
Street: SEE ABOVE
City: | State: | Zip code: | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: LIBRARY JT FUNDRAISER
Amount: 200

Name: UNITED WAY OF ST THOMAS-ST JOHN
☐ Person ☐ Business
Street: NISKY CENTER, STE220
City: ST THOMAS | State: VI | Zip code: 00802 | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: HOMELESS PROJECT
Amount: 500

Name: CARRIBEAN CENTRAL AMERICAN ACTION
☐ Person ☐ Business
Street: 1710 RHODE ISLAND AVE
City: WASHINGTON | State: DC | Zip code: 20036 | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: GENERAL FUNDS
Amount: 10,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
COMMUNITY FOUNDATION OF THE V I — Person / Business
Street
30 DRONNINGENS GADE
City: ST THOMAS | State: VI | Zip code: 00802 | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: ART PROGRAM | Amount: 5,000

Name
V I BOY SCOUTS OF AMERICA — Person / Business
Street
City: | State: | Zip code: | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: LOCKHART-WHEATLEY | Amount: 1,000

Name
ROY LESTER SCHNEIDER REGIONAL MEDICAL — Person / Business
Street
City: | State: | Zip code: | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: DIALYSIS FUNDRAISER | Amount: 1,250

Name
ANTILLES SCHOOL — Person / Business
Street
SEE ABOVE
City: | State: | Zip code: | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: SAILING TEAM | Amount: 200

Name
WOMEN FOR WOMEN INTERNATIONAL — Person / Business
Street
City: | State: | Zip code: | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: GENERAL FUNDS | Amount: 10,000

Name
ROTARY CLUB OF ST. THOMAS — Person / Business
Street
P O BOX 8240
City: ST THOMAS | State: VI | Zip code: 00801 | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: HAITI CLEAN WATER PROJECT | Amount: 500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Person	Business	Street	City	State	Zip code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
ST. THOMAS HISTORICAL TRUST			P O BOX 6707	ST THOMAS	VI	00804				HASSEL ISLAND PROJECT	30,000
THE FORUM			SEE ABOVE							FORUM CIRCLE	500
HARTFORD SEMINARY			SEE ABOVE							ABRAHMIC P/SHIP CHAIR	100,000
KNEISEL HALL CHAMBER MUSIC SCHOOL			SEE ABOVE							CHALLENGE PLEDGE	50,000
BOYS & GIRLS CLUB OF THE V I			OSWALD HARRIS COURT COMM CEN	ST THOMAS	VI	00802				BUILDING IMPROVEMENTS	1,000
RAINBOW FD OF ROTARY CLUB OF ST THOMAS			SEE ABOVE							PAUL HARRIS DONATION	475

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name: ESSEX COUNT COMMUNITY FOUNDATION ☐ Person ☐ Business
Street: SEE ABOVE
City: | State: | Zip code: | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: GENERAL FUND | Amount: 5,000

Name: TRUSTEES OF TUFTS COLLEGE ☐ Person ☐ Business
Street: SEE ABOVE
City: | State: | Zip code: | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: ANNUAL FUND | Amount: 2,500

Name: WASHINGTON COLLEGE OF LAW -AMERICAN U ☐ Person ☐ Business
Street: 4801 MASSACHUSETTS AVE NW
City: WASHINGTON | State: DC | Zip code: 20016 | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: 2009-20010 ANNUAL FUND | Amount: 2,500

Name: THE FORUM ☐ Person ☐ Business
Street: SEE ABOVE
City: | State: | Zip code: | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: GENERAL FUND | Amount: 500

Name: V I MONTSSORI SCHOOL ☐ Person ☐ Business
Street: 691 VESSUP LANE
City: ST THOMAS | State: VI | Zip code: 00802 | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: VIOLIN RECITAL | Amount: 500

Name: V I MONTESSORI SCHOOL ☐ Person ☐ Business
Street: SEE ABOVE
City: | State: | Zip code: | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: ANNUAL FUND | Amount: 1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
HARTFORD SEMINARY ☐ Person ☐ Business
Street
SEE ABOVE
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution
ANNUAL FUND
Amount 1,500

Name
ALL SAINTS CATHEDRAL SCHOOL ☐ Person ☐ Business
Street
SEE ABOVE
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution
CAPITAL DEVELOPMENT CAMPAIGN
Amount 2,700

Name
RAINBOW FD OF ROTARY CLUB OF ST THOMAS ☐ Person ☐ Business
Street
SEE ABOVE
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution
CHILDREN'S CHESS TOURNAMENT
Amount 7,000

Name
ANTILLES SCHOOL ☐ Person ☐ Business
Street
SEE ABOVE
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution
MONTESSORI VIOLIN CONCERT
Amount 150

Name
KNEISEL HALL CHAMBER MUSIC SCHOOL ☐ Person ☐ Business
Street
SEE ABOVE
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution
EXPENSES OF FUNDRAISER
Amount 7,800

Name
☐ Person ☐ Business
Street
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution
Amount 0

PRIOR FAMILY FOUNDATION 20-6975076

Line 16a (990-PF) - Legal Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		7,561	0	0	0
1	MARJORIE RAWLS ROBERTS, P.C.	2,261			
2	FRIED, FRANK,HARRIS SHRIVER & JA(	5,300			
3					
4					
5					
6					
7					
8					
9					
10					

PRIOR FAMILY FOUNDATION

20-6975076

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		55	0	0	0
1	Amortization. See attached statement	0	0	0	0
2	MISCELLANEOUS EXPENSE	55			
3					
4					
5					
6					
7					
8					
9					
10					

Part II, Line 6 (990-PF) - Receivables from Officers, Directors, Trustees and Other Disqualified Persons

	Borrower's Name	Title	Original Amount	Book Value at Beginning of Year	Book Value at End of Year	Ending FMV	Security Provided	Date of Note	Maturity Date
			500	500	500	500			
1	CORNELIUS B PRIOR JR	GRANTOR	500	500	500	500		10/31/2008	
2									
3									
4									
5									
6									
7									
8									
9									
10									

PRIOR FAMILY FOUNDATION 20-6975076

0

Repayment Terms	Interest Rate	Purpose of Loan	Consideration Description	Fair Market Value of Consideration
		GOODS AND SERVICES P		

PRIOR FAMILY FOUNDATION 20-6975076

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
			9,206,000	9,206,000	10,620,000	21,980,000
1	ATLANTIC TELE NETWORK INC NEW	400,000	9,206,000	9,206,000	10,620,000	21,980,000
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						

PRIOR FAMILY FOUNDATION 20-6975076

Part II, Line 15 (990-PF) - Other Assets

	Description	Beginning Balance	Ending Balance	Fair Market Value
		0	3,182	3,182
1	REFUND DUE FROM V I BUREAU OF INTERNAL REVENUE	0	3,182	3,182
2				
3				
4				
5				
6				
7				
8				
9				
10				

PRIOR FAMILY FOUNDATION

20-6975076

Part II, Line 20 (990-PF) - Loans from Officers, Directors, Trustees, Other Disqualified Persons

	Name of Lender	Title	Original Amount	Balance Due Beg of Year	Balance Due End of Year	Security Provided	Date of Note	Maturity Date	Repayment Terms
			1,943	1,943	0				
1	CORNELIUS B PRIOR JR	SUBSTANTIA	1,943	1,943		NONE	11/15/2007		
2									
3									
4									
5									
6									
7									
8									
9									
10									

Part

0

	Interest Rate	Purpose of Loan	Consideration Description	Fair Market Value of Consideration
1		PAY EXCISE TAX DUE	NONE	
2				
3				
4				
5				
6				
7				
8				
9				
10				

PRIOR FAMILY FOUNDATION 20-6975076

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" If Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours
1	GERTRUDE J PRIOR		P O BOX 12030	ST THOMAS	VI	00801-5030		TRUSTEE	3
2									
3									
4									
5									
6									
7									
8									
9									
10									

PRIOR FAMILY FOUNDATION

20-6975076

Part

	Compensation	Benefits	Expense Account	Explanation
	0	0	0	
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				