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

OMB No 1545-0052

2009

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 , 2009, and ending , 20
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 THE PRYOR FOUNDATION		A Employer identification number 38-6056108
	Number and street (or P O box number if mail is not delivered to street address) C/O ESTHER A PRYOR 29 FERNBROOK	Room/suite	B Telephone number (see page 10 of the instructions) () -
	City or town, state, and ZIP code WEST HARTFORD, CT 06107		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 ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,330,519.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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	40,868.	40,868.		ATCH 1
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)	-4,337.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a 562,684				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)	37.	37.		ATCH 2
11 Other income (attach schedule)	36,568.	40,905.		
12 Total. Add lines 1 through 11	0.			
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	4,080.	2,040.	0.	2,040.
b Accounting fees (attach schedule)	5,405.	5,405.		
c Other professional fees (attach schedule)	1,261.	1,261.		
17 Interest, ATTACHMENT 5	1,554.	1,094.		
18 Taxes (attach schedule) (see page 14 of the instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy	9,455.			9,455.
21 Travel, conferences, and meetings				
22 Printing and publications	9,735.	9,735.		
23 Other expenses (attach schedule) ATCH 7				
24 Total operating and administrative expenses. Add lines 13 through 23	31,490.	19,535.	0.	11,495.
25 Contributions, gifts, grants paid	352,000.			352,000.
26 Total expenses and disbursements. Add lines 24 and 25	383,490.	19,535.	0.	363,495.
27 Subtract line 26 from line 12:	-346,922.			
a Excess of revenue over expenses and disbursements		21,370.		
b Net investment income (if negative, enter -0-)			-0-	
c Adjusted net income (if negative, enter -0-)				

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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	54.	54.	54.	
	2	Savings and temporary cash investments	3,321.	27,535.	27,535.	
	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 (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment, basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 8	3,553,326.	3,182,190.	3,302,930.	
	14	Land, buildings, and equipment, basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,556,701.	3,209,779.	3,330,519.		
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 (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	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	3,556,701.	3,209,779.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30	Total net assets or fund balances (see page 17 of the instructions)	3,556,701.	3,209,779.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,556,701.	3,209,779.			

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	3,556,701.
2	Enter amount from Part I, line 27a	2	-346,922.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,209,779.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,209,779.

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 SEE PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-4,337.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
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.					

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	314,563.	3,819,072.	0.082366
2007	283,647.	4,545,485.	0.062402
2006	247,003.	4,150,800.	0.059507
2005	424,020.	3,974,587.	0.106683
2004	272,836.	3,694,048.	0.073858
2 Total of line 1, column (d)			2 0.384816
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 0.076963
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 2,893,703.
5 Multiply line 4 by line 3			5 222,708.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 214.
7 Add lines 5 and 6			7 222,922.
8 Enter qualifying distributions from Part XII, line 4			8 363,495.

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)

1a 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 ruling letter if necessary - see instructions)		1	214.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	214.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	214.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 9,550.		
b Exempt foreign organizations-tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	9,550.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	9,336.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	9,336. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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 \$ (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		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 page 19 of the instructions) CT, MI,		
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 on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 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 ☐ ESTHER A PRYOR	Telephone no ☐		
Located at ☐ 29 FERNBROOK, WEST HARTFORD, CT		ZIP + 4 ☐ 06107		
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	
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 ☐		
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	
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? ☐ 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	
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

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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)? (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** ☐ Yes ☒ No
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** ☐ Yes ☒ 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** ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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
ATTACHMENT 9		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 ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (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		

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 23 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 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	2,913,694.
b	Average of monthly cash balances	1b	24,076.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	2,937,770.
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	0.
3	Subtract line 2 from line 1d	3	2,937,770.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	44,067.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,893,703.
6	Minimum investment return. Enter 5% of line 5	6	144,685.

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	144,685.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	214.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	214.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	144,471.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	144,471.
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	144,471.

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	363,495.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
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	363,495.
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	214.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	363,281.

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				144,471.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	92,093.			
b From 2005	234,803.			
c From 2006	47,429.			
d From 2007	66,304.			
e From 2008	124,509.			
f Total of lines 3a through e	565,138.			
4 Qualifying distributions for 2009 from Part XII, line 4: \$	363,495.			
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				144,471.
e Remaining amount distributed out of corpus	219,024.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	784,162.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				
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)	92,093.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	692,069.			
10 Analysis of line 9.				
a Excess from 2005	234,803.			
b Excess from 2006	47,429.			
c Excess from 2007	66,304.			
d Excess from 2008	124,509.			
e Excess from 2009	219,024.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

MILLARD H PRYOR, JR, DANIEL A PRYOR

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

N/A

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

ATTACHMENT 10

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

GENERAL LETTER WITH DETAILS

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.

NO LAND OR BUILDINGS

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 ATTACHMENT 11				
Total.			▶ 3a	352,000.
b Approved for future payment				
Total.			▶ 3b	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
562,684.		SEE ATTACHED CAPITAL GAINS REPORT PROPERTY TYPE: SECURITIES 598,167.				P	VARIOUS -35,483.	VARIOUS
		LAFAYETTE STREET FUND K-1 PROPERTY TYPE: SECURITIES				P	VARIOUS 31,146.	VARIOUS
TOTAL GAIN (LOSS)							<u>-4,337.</u>	

4/28/2010

Capital Gains - Last year:3
1/1/2009 through 12/31/2009

Page 1

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM							
Shufro Rose	Monaco Coach Corp	1,000,000	6/10/2008	3/9/2009	26.49	4,467.00	-4,440.51
Shufro Rose	United States Treasury Bill	2,000,000	2/9/2009	4/16/2009	200,000.00	199,942.50	57.50
Shufro Rose	chicos Fas Inc	1,000,000	7/28/2008	6/15/2009	0,199.73	5,987.10	4,202.63
Shufro Rose	Rofin Sinar Technologies, Inc	700,000	3/8/2009	8/14/2009	6,866.39	9,842.14	6,784.25
Shufro Rose	Walash National Corp	1,000,000	10/29/2008	8/14/2009	1,479.98	5,250.00	-3,770.04
TOTAL SHORT TERM					218,342.57	225,498.74	2,843.83
LONG TERM							
Shufro Rose	Watson Pharmaceuticals Inc	900,000	5/30/2006	2/25/2009	8,810.19	7,632.00	1,248.19
Shufro Rose	Watson Pharmaceuticals Inc	300,000	7/28/2006	2/25/2009	-5,920.13	4,362.00	1,558.13
Shufro Rose	Watson Pharmaceuticals Inc	300,000	11/16/2006	2/25/2009	-8,860.19	7,416.00	1,464.19
Shufro Rose	Monaco Coach Corp	500,000	11/15/2006	3/9/2009	13.25	6,200.00	-6,186.75
Shufro Rose	Dow Chemical	500,000	8/7/2006	5/14/2009	2,742.42	17,664.00	-8,921.58
Shufro Rose	Dow Chemical	00,000	9/15/2006	5/14/2009	1,748.48	3,717.00	-1,968.52
Shufro Rose	chicos Fas Inc	1,000,000	11/13/2007	6/15/2009	10,193.73	12,471.90	-2,272.17
Shufro Rose	chicos Fas Inc	1,000,000	6/13/2008	6/15/2009	13,193.73	7,880.00	2,319.73
Shufro Rose	tearaine	1,500,000	11/3/2006	6/15/2009	13,877.87	20,516.10	-9,638.23
Shufro Rose	tearaine	500,000	12/3/2007	6/15/2009	3,625.96	5,315.00	-1,689.04
Shufro Rose	Federal Signal Corp	1,000,000	12/3/2004	6/30/2009	3,763.27	17,610.80	-8,827.53
Shufro Rose	Federal Signal Corp	500,000	11/21/2006	6/30/2009	4,391.63	7,908.00	-3,516.37
Shufro Rose	Reg-J Beloit	200,000	9/23/2002	7/15/2008	3,920.50	3,395.58	5,524.92
Shufro Rose	Reg-J Beloit	100,000	9/23/2002	7/24/2008	4,753.47	1,897.79	3,052.68
Shufro Rose	Weslake Chemical Corp	500,000	7/17/2007	7/24/2009	7,483.52	8,419.20	-930.68
Shufro Rose	Offshore Depol Inc	1,000,000	12/21/2007	8/7/2009	5,113.86	14,324.90	-9,205.04
Shufro Rose	Weslake Chemical Corp	200,000	7/17/2007	8/14/2009	4,877.87	5,612.80	-734.93
Shufro Rose	Reg-J Beloit	300,000	9/26/2002	8/25/2009	13,583.64	5,083.37	8,475.27
Shufro Rose	Mylan Laboratories Inc	1,000,000	6/25/2007	9/15/2009	14,687.52	18,989.90	-4,302.38
Shufro Rose	Mylan Laboratories Inc	500,000	8/13/2007	9/15/2009	7,343.78	7,511.75	-167.99
Shufro Rose	Mylan Laboratories Inc	500,000	12/13/2007	9/15/2009	7,343.78	7,000.00	343.76
Shufro Rose	Weslake Chemical Corp	500,000	7/17/2007	10/14/2009	19,127.51	14,032.00	-904.49
Shufro Rose	Weslake Chemical Corp	200,000	12/13/2007	10/14/2009	5,250.00	4,279.00	972.00
Shufro Rose	Weslake Chemical Corp	300,000	2/22/2008	10/14/2009	7,875.51	5,456.25	2,420.26
Shufro Rose	Reg-J Beloit	100,000	9/26/2002	10/14/2009	4,829.87	1,687.79	3,132.08
Shufro Rose	Reg-J Beloit	300,000	9/26/2002	10/21/2009	14,910.18	5,093.37	9,816.81
Shufro Rose	International Business	100,000	9/5/2005	10/30/2008	12,003.33	8,030.00	3,973.33
Shufro Rose	International Business	100,000	2/7/2006	10/30/2008	12,003.33	8,160.00	3,843.33

Part IV ATCH G/L 1/2

Capital Gains - Last year:3

1/1/2009 through 12/31/2009

4/28/2010

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Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Stufin Rose	3M COMPANY	100.000	7/21/2005	12/15/2009	7,976.20	7,549.42	426.78
Fornting Invest Mgt	Thornburg International Value A	5,000.000	3/8/2006	5/12/2009	100,000.00	127,632.23	-27,632.23
TOTAL CNG TERM					334,341.68	372,668.15	-38,326.47
OVERALL TOTAL					562,684.25	598,166.89	-35,482.64

Part IV ATCH G/L 2/2

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
THORNBURG -DIV	2,278.	2,278.
NEW PERSPECTIVE FUND -DIV	7,647.	7,647.
SHUFRO ROSE -DIV	16,538.	16,538.
UBS FINANCIAL -DIV	5,094.	5,094.
LAFAYETTE STREET FUND LP K-1 DIV	4,800.	4,800.
VANGUARD MKMT-DIV	156.	156.
VANGUARD INTL FUND-DIV	54.	54.
LAFAYETTE STREET FUND LP K-1 INT	4,301.	4,301.
TOTAL	<u>40,868.</u>	<u>40,868.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SHUFRO ROSE	421.	421.
LAFAYETTE STREET FUND LP K-1	-384.	-384.
TOTALS	<u>37.</u>	<u>37.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRICEWATERHOUSECOOPERS LLP	2,400.	1,200.		1,200.
LYNCH -ACCOUNTING SERVICES	1,680.	840.		840.
TOTALS	<u>4,080.</u>	<u>2,040.</u>	<u>0.</u>	<u>2,040.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
UBS -INV MGMT	75.	75.
SHUFRO ROSE -INV MGMT	5,330.	5,330.
TOTALS	<u>5,405.</u>	<u>5,405.</u>

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SHUFRO	118.	118.
LAFAYETTE STREET FUND LP	1,143.	1,143.
TOTALS	<u>1,261.</u>	<u>1,261.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL & STATE TAX	460.	
FOREIGN TAX	1,094.	1,094.
TOTALS	<u>1,554.</u>	<u>1,094.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK SERVICE CHARGE	25.	25.
LAFAYETTE STREET K-1	9,710.	9,710.
TOTALS	<u>9,735.</u>	<u>9,735.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EASTLONG -2ND MTG ON WAREHOUSE	75,000.	75,000.
LAFAYETTE STREET FUND LP	942,288.	1,083,613.
NEW PERSPECTIVE FUND A	511,755.	572,300.
SHUFRO ROSE	1,114,676.	1,018,197.
UBS	218,015.	243,041.
VANGUARD INTL GROWTH FUND	4,444.	3,214.
THORNBURG INVEST MGMT	316,012.	307,565.
TOTALS	<u>3,182,190.</u>	<u>3,302,930.</u>

THE PRYOR FOUNDATION

38-6056108

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
F LOYAL BEMILLER 800 HOME ROAD MANSFIELD, OH 44908	TRUSTEE/SECRETARY	0.	0.	0.
ESTHER A PRYOR 29 FERNBROOK WEST HARTFORD, CT 06107	TRUSTEE	0.	0.	0.
ELIZABETH P BRADLEY 10 EDGEWOOD ROAD LEXINGTON, MA 02420	TRUSTEE	0.	0.	0.
DANIEL A PRYOR 3630 PROSPECT STREET WASHINGTON, DC 20007	TRUSTEE	0.	0.	0.
GRAND TOTALS		<u>0.</u>	<u>0.</u>	<u>0.</u>

THE PRYOR FOUNDATION

38-6056108

ATTACHMENT 10

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ESTHER A PRYOR
29 FERNBROOK
WEST HARTFORD, CT 06107

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE STATEMENT OF GRANTS (ATCH 11-A)

N/A

PUBLIC CHARITY

SEE STATEMENT OF GRANTS (ATCH 11-A)

352,000.

TOTAL CONTRIBUTIONS PAID

352,000.

Grant Detail - Itemized - Last year
1/1/2009 through 12/31/2009 (Accrual Basis)

Date	Description	Amount
EXPENSES		-352,000.00
Grants		-352,000.00
Hartford Directed Grants		-125,500.00
2/28/2009	Childrens Mueseum	-2,500.00
5/20/2009	Junior Alde	-3,500.00
5/20/2009	Wadsworth Atheneum	-50,000.00
5/20/2009	**VOID** Girls Incorporated	0.00
5/20/2009	University Of Hartford	-17,000.00
5/20/2009	Hartford Symphony Orchestra	-50,000.00
12/5/2009	Girls Incorporated	-2,500.00
Mansfield Grants		-20,000.00
5/17/2009	CHAP Programs	-5,000.00
5/17/2009	Culliver Reading Center	-4,000.00
5/17/2009	Harmony House	-4,000.00
5/17/2009	Grace Episcopal Church Food Bank	-2,000.00
8/13/2009	ChAP Programs	-5,000.00
Other Grants		-45,000.00
5/17/2009	Peace Neighborhood Center	-25,000.00
5/20/2009	Youth Orchestra	-20,000.00
Swathmore Directed Grants		-181,500.00
2/20/2009	Williams College	-30,000.00
5/20/2009	Chester School Of The Arts	-15,000.00
5/20/2009	Children Choir Of Chester	-3,000.00
5/20/2009	Tagaloo College	-110,000.00
5/20/2009	D.C. Public Library Fund	-1,500.00
5/20/2009	D. C. Public Library Foundation	-2,000.00
OVERALL TOTAL		-352,000.00

GRANTS
 ATCH 11-A