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**Return of Private Foundation
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 **DEC 1, 2009**, and ending **NOV 30, 2010**

G Check all that apply Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

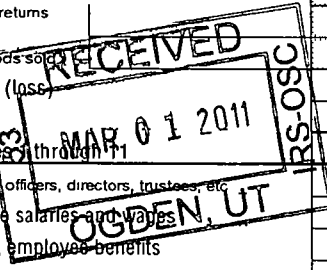
Use the IRS label Otherwise, print or type. See Specific Instructions.	Name of foundation THE PRENTICE FOUNDATION	A Employer identification number 76-0455526
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 52 ARNOLD PALMER	B Telephone number (210) 698-9773
	City or town, state, and ZIP code SAN ANTONIO, TX 78257-1723	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,678,995. (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	43,761.	43,761.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain, or (loss) from sale of assets not on line 10	<37,941.>			
b Gross sales price for all assets on line 6a	243,432.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	2,591.	2,591.		STATEMENT 2
12 Total. Add lines 1 through 11	8,411.	46,352.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees	15,753.	15,753.		0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	15,753.	15,753.		0.
25 Contributions, gifts, grants paid	15,000.			15,000.
26 Total expenses and disbursements. Add lines 24 and 25	30,753.	15,753.		15,000.
27 Subtract line 26 from line 12	<22,342.>			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		30,599.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Revenue

Operating and Administrative Expenses



10

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		4,948.	18,345.	18,345.
	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 5		1,047,421.	1,004,725.	1,128,818.
	c	Investments - corporate bonds				
11	Investments - land, buildings and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 6		479,528.	493,743.	531,832.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		1,531,897.	1,516,813.	1,678,995.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		0.	0.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund		1,101,113.	1,101,113.		
29	Retained earnings, accumulated income, endowment, or other funds		430,784.	415,700.		
30	Total net assets or fund balances		1,531,897.	1,516,813.		
31	Total liabilities and net assets/fund balances		1,531,897.	1,516,813.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,531,897.
2	Enter amount from Part I, line 27a	2	<22,342.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	7,258.
4	Add lines 1, 2, and 3	4	1,516,813.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,516,813.

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			
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 243,432.		281,373.	<37,941.>
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<37,941.>
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	<37,941.>
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	23,010.	1,303,858.	.017648
2007	160,725.	1,511,379.	.106343
2006	153,743.	1,859,879.	.082663
2005	136,367.	1,790,631.	.076156
2004	133,003.	1,670,648.	.079612

2 Total of line 1, column (d)	2	.362422
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	.072484
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,557,966.
5 Multiply line 4 by line 3	5	112,928.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	306.
7 Add lines 5 and 6	7	113,234.
8 Enter qualifying distributions from Part XII, line 4	8	15,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	612.
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	612.
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	612.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,585.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,585.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	973.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "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? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
F. DAVID PRENTICE 52 ARNOLD PALMER SAN ANTONIO, TX 782571723	PRES. / TRES. 2.00	0.	0.	0.
CYNTHIA R. PRENTICE 52 ARNOLD PALMER SAN ANTONIO, TX 782571723	V.P. / SECY. 2.00	0.	0.	0.
HOWARD SHYLMAN 2323 S. SHEPHARD STE. 1400 HOUSTON, TX 77019	DIRECTOR 0.00	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,561,762.
b	Average of monthly cash balances	1b	19,929.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,581,691.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,581,691.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,725.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,557,966.
6	Minimum investment return. Enter 5% of line 5	6	77,898.

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	77,898.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	612.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	612.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	77,286.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	77,286.
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	77,286.

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	15,000.
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	15,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,000.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				77,286.
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	36,500.			
b From 2005	51,281.			
c From 2006	67,583.			
d From 2007	86,166.			
e From 2008				
f Total of lines 3a through e	241,530.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	15,000.			
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				15,000.
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))	62,286.			62,286.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	179,244.			
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	179,244.			
10 Analysis of line 9				
a Excess from 2005	25,495.			
b Excess from 2006	67,583.			
c Excess from 2007	86,166.			
d Excess from 2008				
e Excess from 2009				

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

N/A

1. a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

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

	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 the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

MRS. CYNTHIA R. PRENTICE, (210)698-9773
52 ARNOLD PALMER, SAN ANTONIO, TX 782571723

b The form in which applications should be submitted and information and materials they should include
DETAILED DESCRIPTION OF ORGANIZATION AND ITS PURPOSE

c Any submission deadlines

NONE

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

LIMITED TO PURPOSE OF PROVIDING CARE TO ANIMALS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i> ETOSHA RESCUE AND ADOPTION P.O. BOX 1688 SEGUIN, TX 78155	NONE	501 (C) 3	ANIMAL CARE	5,000.
HILL COUNTRY ANIMAL LEAGUE 115 W BANDERA RD BOERNE, TX 78006	NONE	501 (C) 3	ANIMAL CARE	10,000.
Total				15,000.
<i>b Approved for future payment</i>				
NONE				
Total				0.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS-CHARLES SCHWAB	43,761.	0.	43,761.
TOTAL TO FM 990-PF, PART I, LN 4	43,761.	0.	43,761.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	2,591.	2,591.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,591.	2,591.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FISHER INVESTMENTS-INVESTMENT MANAGEMENT FEES	15,753.	15,753.		0.
TO FORM 990-PF, PG 1, LN 16C	15,753.	15,753.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	4
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DESCRIPTION	AMOUNT
TAX REFUNDS	7,257.
ROUNDING	1.
TOTAL TO FORM 990-PF, PART III, LINE 3	7,258.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE #1	1,004,725.	1,128,818.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,004,725.	1,128,818.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE #2	COST	493,743.	531,832.
TOTAL TO FORM 990-PF, PART II, LINE 13		493,743.	531,832.

DUPLICATE STATEMENT

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
November 1-30, 2010

16-0455526

Accounting Method
Equities, First In First Out (FIFO)

Schedule #1

Investment Detail - Equities

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
					Holding Days	Holding Days	Holding Period
A X A SPONSORED ADR F	450.0000	14.3973	6,478.79	<1%	(6,729.43)	0.00%	0.00
SPONSORED ADR	450.0000	29.3516	13,208.22	08/04/08	(6,729.43)	848	Long-Term
ADR REP 1 ORD							
SYMBOL: AXAHY							
ABB LTD ADR F (M)	950.0000	19.3600	18,392.00	1%	(2,842.46)	0.00%	0.00
SPONSORED ADR	650.0000	26.6277	17,308.02	07/31/08	(4,724.02)	852	Long-Term
1 ADR REP 1 REG SH	300.0000	13.0881	3,926.44	03/12/09	1,881.56	628	Long-Term
SYMBOL: ABB							
Cost Basis			21,234.46				
ADOBE SYSTEMS INC (M)	350.0000	27.8000	9,730.00	<1%	(1,695.06)	0.00%	0.00
SYMBOL: ADBE	350.0000	32.6430	11,425.06	05/07/10	(1,695.06)	207	Short-Term
AMERICA MOVIL SAB L ADRF (M)	225.0000	56.4600	12,703.50	<1%	1,335.90	0.46%	58.44
SPONSORED ADR	225.0000	50.5226	11,367.60	07/30/08	1,335.90	853	Long-Term
1 ADR REP 20 L SHS							
SYMBOL: AMX							
ANADARKO PETROLEUM CORP (M)	425.0000	64.1600	27,268.00	2%	18,191.05	0.56%	153.00
SYMBOL: APC	425.0000	21.3575	9,076.95	10/06/03	18,191.05	2612	Long-Term
ANGLO AMERN PLC ADS F	575.0000	21.9624	12,628.38	<1%	7,108.32	0.00%	0.00
UNSPONSORED ADR	575.0000	9.6001	5,520.06	01/29/09	7,108.32	670	Long-Term
1 ADR REP 1/2 ORD							
SYMBOL: AAUKY							
APPLIED MATERIALS INC (M)	1,945.0000	12.4250	24,166.63	1%	2,512.70	2.25%	544.60
SYMBOL: AMAT	1,050.0000	9.1373	9,594.25	02/25/09	3,452.00	643	Long-Term
	895.0000	13.4745	12,059.68	05/11/10	(939.30)	203	Short-Term
Cost Basis			21,653.93				

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Footnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

DUPLICATE STATEMENT

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

76-0455526

Account Number
8768-5275

Statement Period

November 1-30, 2010

Investment Detail - Equities (continued)

Schedule 1

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis		Holding Days		Holding Period
BAIDU INC ADR F (M)	160.0000	105.0500	16,808.00	1%	10,528.48	0.00%	0.00
ONSORED ADR	160.0000	39.2469	6,279.52	10/29/09	10,528.48	397	Long-Term
1 ADR REPS 10 CL A ORD							
SYMBOL: BIDU							
BANCO BRADESCO NEW ADR F (M)	725.0000	20.0600	14,543.50	<1%	(1,046.85)	0.00%	0.00
SPONSORED ADR	725.0000	21.5039	15,590.35	11/01/10	(1,046.85)	29	Short-Term
1 ADR REP 1 PFD SH							
SYMBOL: BBD							
BANCO SANTANDER SA ADR F (M)	1,228.0000	9.6200	11,813.36	<1%	(10,908.10)	6.93%	819.10
SPONSORED ADR	1,199.8131	18.5976	22,313.69	08/04/08	(10,771.49)	848	Long-Term
1 ADR REPS 1 ORD	13.1868	16.1274	212.67	10/13/09	(85.81)	413	Long-Term
SYMBOL: STD	15.0000	13.0066	195.10	10/12/10	(50.80)	49	Short-Term
Cost Basis			22,721.46				
BANK OF NOVA SCOTIA F (M)	385.0000	51.9500	20,000.75	1%	3,753.26	3.64%	729.50
SYMBOL: BNS	385.0000	42.2012	16,247.49	09/11/09	3,753.26	445	Long-Term
1SF SE ADR F	425.0000	75.1367	31,933.10	2%	8,586.95	0.00%	0.00
SPONSORED ADR	225.0000	63.9318	14,384.67	07/31/08	2,521.09	852	Long-Term
1 ADR REPS 1 ORD	125.0000	31.7260	3,965.76	03/13/09	5,426.33	627	Long-Term
SYMBOL: BASFY	75.0000	66.6096	4,995.72	10/12/10	639.53	49	Short-Term
Cost Basis			23,346.15				
BHP BILLITON LTD ADR F (M)	325.0000	82.4000	26,780.00	2%	5,968.06	0.00%	0.00
SPONSORED ADR	250.0000	71.1624	17,790.60	08/01/08	2,809.40	851	Long-Term
1 ADR REP 2 ORD	75.0000	40.2845	3,021.34	01/16/09	3,158.66	683	Long-Term
SYMBOL: BHP							
Cost Basis			20,811.94				

G000012230311

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Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
November 1-30, 2010

76-0455526

Schedule #1

Investment Detail - Equities (continued)

Accounting Method
Equities First In First Out [FIFO]

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Holding Days	Annual Income Holding Period
BNP PARIBAS ADR F	360.0000	29.6798	10,684.73	<1%	(4,109.01)	0.00%		0.00
SPONSORED ADR	225.0000	50.1233	11,277.76	07/31/08	(4,599.80)	852		Long-Term
ADR REP 1/2 ORD	135.0000	26.0442	3,515.98	06/04/10	490.79	179		Short-Term
SYMBOL: BNPQY								
Cost Basis			14,793.74					
BOEING CO (M)	245.0000	63.7700	15,623.65	<1%	(874.89)	2.63%		411.60
SYMBOL: BA	245.0000	67.3409	16,498.54	06/23/10	(874.89)	160		Short-Term
CARNIVAL CORP NEW F (M)	425.0000	41.3100	17,556.75	1%	8,537.79	0.96%		170.00
PAIRED STK	425.0000	21.2210	9,018.96	02/09/09	8,537.79	659		Long-Term
SPECIAL VTG TR								
SYMBOL: CCL								
CATERPILLAR INC (M)	300.0000	84.6000	25,380.00	2%	3,991.73	2.08%		528.00
SYMBOL: CAT	300.0000	71.2942	21,388.27	07/30/08	3,991.73	853		Long-Term
CENOVUS ENERGY INC F (M)	225.0000	28.7700	6,473.25	<1%	245.04	0.67%		43.77
SYMBOL: CVE	125.0000	35.1712	4,396.40	07/30/08	(800.15)	853		Long-Term
	100.0000	18.3181	1,831.81	03/12/09	1,045.19	628		Long-Term
Cost Basis			6,228.21					
CHEUNG KONG HLDG ADR F	675.0000	14.7831	9,978.59	<1%	556.09	0.00%		0.00
1 ADR REP 1 ORD	675.0000	13.9592	9,422.50	08/01/08	556.09	851		Long-Term
SYMBOL: CHEUY								
CISCO SYSTEMS INC (M)	1,050.0000	19.1600	20,118.00	1%	(1,428.89)	0.00%		0.00
SYMBOL: CSCO	775.0000	22.3872	17,350.10	07/31/08	(2,501.10)	852		Long-Term
	275.0000	15.2610	4,196.79	01/30/09	1,072.21	669		Long-Term
Cost Basis			21,546.89					

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Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
November 1-30, 2010

76-0455526

Investment Detail - Equities (continued)

Schedule # 1

Accounting Method
Equities: First In First Out (FIFO)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis			Holding Days	Holding Period
CNOOC LIMITED ADR F (M)	83.0000	215.3000	17,869.90	1%	(230.03)	0.00%	0.00
UNSPONSORED ADR	83.0000	218.0714	18,099.93	11/16/10	(230.03)	14	Short-Term
1 ADR REP 100 CL H ORD							
SYMBOL: CEO							
CREDIT SUISSE GRP ADR F (M)	450.0000	37.0300	16,663.50	<1%	(1,856.95)	0.00%	0.00
SPONSORED ADR	275.0000	51.8810	14,267.29	08/05/08	(4,084.04)	847	Long-Term
1 ADR REP 1 ORD	175.0000	24.3037	4,253.16	03/12/09	2,227.09	628	Long-Term
SYMBOL: CS							
Cost Basis			18,520.45				
CUMMINS INC (M)	350.0000	97.1200	33,992.00	2%	21,623.54	1.08%	367.50
SYMBOL: CMI	350.0000	35.3384	12,368.46	06/03/09	21,623.54	545	Long-Term
DOVER CORPORATION (M)	375.0000	54.8100	20,553.75	1%	9,744.27	2.00%	412.50
SYMBOL: DOV	375.0000	28.8252	10,809.48	04/02/09	9,744.27	607	Long-Term
E M C CORP MASS (M)	975.0000	21.4900	20,952.75	1%	8,391.88	0.00%	0.00
SYMBOL: EMC	625.0000	14.0511	8,781.96	07/29/08	4,649.29	854	Long-Term
	350.0000	10.7968	3,778.91	03/12/09	3,742.59	628	Long-Term
Cost Basis			12,560.87				
EMERSON ELECTRIC CO (M)	240.0000	55.0700	13,216.80	<1%	1,618.40	2.50%	331.20
SYMBOL: EMR	240.0000	48.3266	11,598.40	05/06/10	1,618.40	208	Short-Term
FORTUNE BRANDS INC (M)	400.0000	59.0900	23,636.00	1%	10,579.12	1.28%	304.00
SYMBOL: FO	400.0000	32.6422	13,056.88	04/08/09	10,579.12	601	Long-Term
FREEMONT MCMORAN COPPER (M)	300.0000	101.3200	30,396.00	2%	11,259.47	1.18%	360.00
SYMBOL: FCX	175.0000	83.5332	14,618.92	08/04/08	3,112.68	848	Long-Term
	125.0000	36.1456	4,518.21	03/12/09	8,146.79	628	Long-Term
Cost Basis			19,136.53				

DUPLICATE STATEMENT

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
November 1-30, 2010

Charles SCHWAB
INSTITUTIONAL

76-0455526

Schedule # 1

Accounting Method
Equities: First In First Out (FIFO)

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income	Holding Days	Holding Period
GENERAL ELECTRIC COMPANY (M) SYMBOL: GE	675.0000 675.0000	15.8300 28.3476	10,685.25 19,134.67	<1% 08/01/08	(8,449.42) (8,449.42)	3.03% 851	324.00		Long-Term
GLAXOSMITHKLINE PLC ADRF (M) SPONSORED ADR 1 ADR REP 2 ORD SYMBOL: GSK	200.0000 200.0000	38.2800 48.4945	7,656.00 9,698.91	<1% 08/05/08	(2,042.91) (2,042.91)	5.30% 847	405.89		Long-Term
HEWLETT-PACKARD COMPANY (M) SYMBOL: HPQ	375.0000 250.0000 125.0000	41.9300 44.8756 28.8926	15,723.75 11,218.92 3,611.58	<1% 07/30/08 03/12/09	893.25 (736.42) 1,629.67	0.76% 853 628	120.00		Long-Term
<i>Cost Basis</i>			14,830.50						
HONDA MOTOR CO LTD ADR F (M) SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: HMC	500.0000 300.0000 200.0000	36.2300 20.5755 21.7417	18,115.00 6,172.67 4,348.35	1% 12/22/08 03/12/09	7,593.98 4,696.33 2,897.65	0.39% 708 628	71.30		Long-Term
<i>Cost Basis</i>			10,521.02						
ONEYWELL INTERNATIONAL (M) SYMBOL: HON	200.0000 200.0000	49.7100 51.1403	9,942.00 10,228.07	<1% 08/01/08	(286.07) (286.07)	2.43% 851	242.00		Long-Term
INTEL CORP (M) SYMBOL: INTC	800.0000 600.0000 200.0000	21.1575 19.8814 18.3294	16,926.00 11,928.85 3,665.88	1% 01/16/08 01/23/08	1,331.27 765.65 565.62	2.97% 1049 1042	504.00		Long-Term
<i>Cost Basis</i>			15,594.73						
JOHNSON & JOHNSON (M) SYMBOL: JNJ	230.0000 155.0000 75.0000	61.5500 68.7309 57.8934	14,156.50 10,653.29 4,342.01	<1% 07/31/08 01/30/09	(838.80) (1,113.04) 274.24	3.50% 852 669	496.80		Long-Term
<i>Cost Basis</i>			14,995.30						

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CTBM2801-001223 399856

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DUPLICATE STATEMENT

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
November 1-30, 2010

76-0455526

Schedule # 1

Accounting Method
Equities: First In First Out [FIFO]

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income	Holding Days	Holding Period
MICROSOFT CORP (M) MBOL: MSFT	875.0000 725.0000 150.0000	25.2575 26.0632 19.5672	22,100.31 18,895.85 2,935.09	1% 07/29/08 01/16/09	269.37 (584.16) 853.54	2.53% 854 683	560.00 Long-Term Long-Term		
<i>Cost Basis</i>			21,830.94						
MITSUBISHI UFJ FINL ADRF (M) SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: MTU	2,025.0000 1,050.0000 975.0000	4.7100 7.8992 4.9487	9,537.75 8,294.19 4,825.06	<1% 08/07/08 10/12/10	(3,581.50) (3,348.69) (232.81)	0.00% 845 49	0.00 Long-Term Short-Term		
<i>Cost Basis</i>			13,119.25						
MOSAIC COMPANY (M) SYMBOL: MOS	180.0000 180.0000	67.6300 65.6011	12,173.40 11,808.20	<1% 11/16/10	365.20 365.20	0.29% 14	36.00 Short-Term		
NATIONAL OILWELL VARCO (M) SYMBOL: NOV	320.0000 320.0000	61.2900 57.2015	19,612.80 18,304.49	1% 11/16/10	1,308.31 1,308.31	0.65% 14	128.00 Short-Term		
NESTLE S A REG B ADR F 1 ADR REPS 1 ORD YMBOL: NSRGY	400.0000 275.0000 125.0000	54.7306 44.5035 34.5659	21,892.24 12,238.46 4,320.74	1% 07/30/08 01/30/09	5,333.04 2,812.46 2,520.59	0.00% 853 669	0.00 Long-Term Long-Term		
<i>Cost Basis</i>			16,559.20						
NORDSTROM INC (M) SYMBOL: JWN	575.0000 575.0000	42.8000 22.9196	24,610.00 13,178.78	1% 06/02/09	11,431.22 11,431.22	1.86% 546	460.00 Long-Term		
NORFOLK SOUTHERN CORP (M) SYMBOL: NSC	325.0000 325.0000	60.1700 39.3340	19,555.25 12,783.58	1% 06/01/09	6,771.67 6,771.67	2.39% 547	468.00 Long-Term		
OCCIDENTAL PETE CORP (M) SYMBOL: OXY	400.0000 350.0000 50.0000	88.1700 79.3994 54.0974	35,268.00 27,789.82 2,704.87	2% 07/31/08 01/16/09	4,773.31 3,069.68 1,703.63	1.72% 852 683	608.00 Long-Term Long-Term		
<i>Cost Basis</i>			30,494.69						

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Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
November 1-30, 2010

76-0455526

Schedule # 1

Investment Detail - Equities (continued)

Accounting Method
Equities First In First Out [FIFO]

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis			Holding Days	Holding Period
ORACLE CORPORATION (M)	975.0000	27.0450	26,368.88	2%	6,334.84	0.73%	195.00
SYMBOL: ORCL	825.0000	21.2284	17,513.47	07/30/08	4,798.66	853	Long-Term
	150.0000	16.8038	2,520.57	01/16/09	1,536.18	683	Long-Term
<i>Cost Basis</i>			20,034.04				
P P G INDUSTRIES INC (M)	275.0000	77.9600	21,439.00	1%	9,931.56	2.82%	605.00
SYMBOL: PPG	275.0000	41.8452	11,507.44	04/02/09	9,931.56	607	Long-Term
PANASONIC CORP ADR F (M)	625.0000	14.3200	8,950.00	<1%	(4,317.50)	0.00%	0.00
SPONSORED ADR	625.0000	21.2280	13,267.50	08/04/08	(4,317.50)	848	Long-Term
1 ADR REP 1 ORD							
SYMBOL: PC							
PETROLEO BRASILEIRO ADRF (M)	500.0000	32.4400	16,220.00	<1%	(7,421.70)	0.50%	82.29
SPONSORED ADR	350.0000	56.1962	19,668.67	07/31/08	(8,314.67)	852	Long-Term
1 ADR REP 2 COMMON	150.0000	26.4868	3,973.03	01/30/09	892.97	669	Long-Term
SYMBOL: PBR							
<i>Cost Basis</i>			23,641.70				
PNC FINL SERVICES GP INC (M)	290.0000	53.8500	15,616.50	<1%	(2,900.76)	0.74%	116.00
SYMBOL: PNC	290.0000	63.8526	18,517.26	04/08/10	(2,900.76)	236	Short-Term
POLO RALPH LAUREN CL A (M)	225.0000	109.2400	24,579.00	1%	11,441.91	0.36%	90.00
CLASS A	225.0000	58.3870	13,137.09	06/03/09	11,441.91	545	Long-Term
SYMBOL: RL							
PROCTER & GAMBLE (M)	175.0000	61.0700	10,687.25	<1%	(863.60)	3.15%	337.26
SYMBOL: PG	175.0000	66.0048	11,550.85	08/04/08	(863.60)	848	Long-Term
RIO TINTO PLC SPON ADR F (M)	240.0000	64.1300	15,391.20	<1%	(10,057.35)	0.00%	0.00
SPONSORED ADR	240.0000	106.0356	25,448.55	07/30/08	(10,057.35)	853	Long-Term
1 ADR REPS 1 ORD							
SYMBOL: RIO							

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Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period

November 1-30, 2010

76-0455526

Schedule # 1

Accounting Method
Equities: First In First Out (FIFO)

Investment Detail - Equities (continued)

Equities (continued)	Quantity Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income	Holding Days	Holding Period
ROCHE HLDG LTD SPON ADRF	575.0000	34.5641	19,874.36	1%	(4,893.55)	0.00%	0.00		0.00
ADR REPS 1/4	450.0000	45.2829	20,377.33	07/30/08	(4,823.48)	853	Long-Term		Long-Term
GENUSSHEIN ORD	125.0000	35.1246	4,390.58	01/30/09	(70.07)	669	Long-Term		Long-Term
SYMBOL: RHHBY									
Cost Basis			24,767.91						
SCHLUMBERGER LTD F (M)	400.0000	77.3400	30,936.00	2%	(4,761.98)	1.08%	336.00		336.00
SYMBOL: SLB	325.0000	100.6585	32,714.03	08/01/08	(7,578.53)	851	Long-Term		Long-Term
	75.0000	39.7860	2,983.95	01/16/09	2,816.55	683	Long-Term		Long-Term
Cost Basis			35,697.98						
SIEMENS A G ADR F (M)	295.0000	109.8000	32,391.00	2%	(166.84)	0.00%	0.00		0.00
1 ADR REP 1 ORD	245.0000	121.1013	29,669.83	08/05/08	(2,768.83)	847	Long-Term		Long-Term
SYMBOL: SI	50.0000	57.7602	2,888.01	01/16/09	2,601.99	683	Long-Term		Long-Term
Cost Basis			32,557.84						
SONY CORP ADR NEW F (M)	200.0000	35.4800	7,096.00	<1%	(632.59)	0.00%	0.00		0.00
1 ADR REP 1 ORD	200.0000	38.6429	7,728.59	08/07/08	(632.59)	845	Long-Term		Long-Term
SYMBOL: SNE									
ARGET CORPORATION (M)	250.0000	56.9400	14,235.00	<1%	6,000.82	1.75%	250.00		250.00
SYMBOL: TGT	250.0000	32.9367	8,234.18	12/22/08	6,000.82	708	Long-Term		Long-Term
TIME WARNER INC NEW (M)	486.0000	29.4900	14,332.14	<1%	2,577.91	2.88%	413.10		413.10
SYMBOL: TWX	291.0000	19.8829	5,785.94	12/22/08	2,795.65	708	Long-Term		Long-Term
	195.0000	30.6066	5,968.29	06/04/10	(217.74)	179	Short-Term		Short-Term
Cost Basis			11,754.23						
TRANSOCEAN INC NEW F (M)	120.0000	67.0300	8,043.60	<1%	(7,913.23)	0.00%	0.00		0.00
SYMBOL: RIG	120.0000	132.9735	15,956.83	07/29/08	(7,913.23)	854	Long-Term		Long-Term

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DUPLICATE STATEMENT

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
November 1-30, 2010

76-0455526

Investment Detail - Equities (continued)

Schedule # 1

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired	Gain or (Loss)	Holding Days	Holding Period
UNILEVER N Y SHS NEWF (M)	675.0000	28.3800	19,156.50	1%	326.24	0.00%	0.00
Y REGISTRY SHARES	500.0000	29.8912	14,945.64	07/29/08	(755.64)	854	Long-Term
NEW YORK SH REP 1 ORD	175.0000	22.1978	3,884.62	01/30/09	1,081.88	669	Long-Term
SYMBOL UN							
Cost Basis			18,830.26				
UNITED TECHNOLOGIES CORP (M)	300.0000	75.2700	22,581.00	1%	3,779.79	2.25%	510.00
SYMBOL: UTX	250.0000	65.0751	16,268.78	07/31/08	2,548.72	852	Long-Term
	50.0000	50.6486	2,532.43	01/16/09	1,231.07	683	Long-Term
Cost Basis			18,801.21				
VALE SA ADR F (M)	500.0000	31.6800	15,840.00	<1%	676.80	0.00%	0.00
SPONSORED ADR	500.0000	30.3264	15,163.20	07/30/08	676.80	853	Long-Term
1 ADR REP 1 ORD							
SYMBOL: VALE							
Cost Basis			16,227.00	<1%	(353.32)	2.23%	363.00
WAL-MART STORES INC (M)	300.0000	54.0900	16,227.00	<1%	(837.47)	851	Long-Term
SYMBOL: WMT	225.0000	57.8120	13,007.72	08/01/08	484.15	669	Long-Term
	75.0000	47.6346	3,572.60	01/30/09	16,580.32		
Cost Basis			16,580.32				
WELLS FARGO & CO NEW (M)	535.0000	27.2100	14,557.35	<1%	(376.92)	0.73%	107.00
SYMBOL: WFC	535.0000	27.9145	14,934.27	08/09/10	(376.92)	113	Short-Term
Total Equities	30,642,000		1,128,817.71	67%	124,092.83		13,061.85
		Total Cost Basis:	1,004,724.88				

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

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Schwab One® Account of
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Account Number
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Statement Period
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76-0455526

Schedule # 2

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

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Holding Days	Holding Period
	Units Purchased	Cost Per Share	Cost Basis	Acquired			
Cost Basis							
ISHARES IBXX INVESTOP (M)	2,810.0000	110.1200	309,437.20	18%	17,928.48		
CXX \$ INVESTOP CORP	1,205.0000	101.1325	121,864.70	07/31/08	10,829.90	852	Long-Term
BOND FUND	235.0000	101.1834	23,778.10	01/16/09	2,100.10	683	Long-Term
SYMBOL: LQD	215.0000	98.5419	21,186.52	06/19/09	2,489.28	529	Long-Term
	500.0000	103.3016	51,650.80	08/14/09	3,409.20	473	Long-Term
	655.0000	111.4940	73,028.60	09/17/10	(900.00)	74	Short-Term
			291,508.72				
Cost Basis							
ISHARES MSCIEMRG MKT FD (M)	1,175.0000	44.7800	52,616.50	3%	7,677.17		
EMERGING MARKETS INDX FD	975.0000	41.3381	40,304.73	08/04/08	3,355.77	848	Long-Term
SYMBOL: EEM	200.0000	23.1730	4,634.60	01/16/09	4,321.40	683	Long-Term
			44,939.33				
Cost Basis							
ISHARES TR BARCLAYS BOND (M)	495.0000	97.6500	48,336.75	3%	4,249.69		
BARCLAYS 7-10 YEAR	320.0000	88.1652	28,212.87	07/31/08	3,035.13	852	Long-Term
TREASURY BOND FUND	175.0000	90.7096	15,874.19	08/14/09	1,214.56	473	Long-Term
SYMBOL: IEF			44,087.06				
Cost Basis							
ISHARES TR BARCLAYS TIPS (M)	650.0000	109.4800	71,162.00	4%	6,324.84		
JND FUND	550.0000	99.6144	54,787.97	01/15/09	5,426.03	684	Long-Term
SYMBOL: TIP	100.0000	100.4919	10,049.19	08/14/09	898.81	473	Long-Term
			64,837.16				
Cost Basis							
ISHARES TRUST (M)	565.0000	88.9900	50,279.35	3%	1,908.28		
IBOX \$ HIGH YIELD CORP	250.0000	93.4632	23,365.80	07/31/08	(1,118.30)	852	Long-Term
BOND FUND	230.0000	75.4594	17,355.67	01/15/09	3,112.03	684	Long-Term
SYMBOL: HYG	85.0000	89.9952	7,649.60	10/12/10	(85.45)	49	Short-Term
			48,371.07				
Cost Basis							
Total Other Assets	5,695.0000		531,631.60	32%	38,088.46		
			Total Cost Basis:				
			493,743.34				

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