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# HURRICANE SANDY EXTENDED DEADLINE

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2011**

For calendar year 2011 or tax year beginning , and ending

Name of foundation <b>The Prentice Foundation, Inc</b>		<b>A Employer identification number</b> 06-1386173
Number and street (or P O box number if mail is not delivered to street address) <b>501 Silverside Road, Suite 123</b>	Room/suite	<b>B Telephone number (see instructions)</b> (800) 839-1754
City or town, state, and ZIP code <b>Wilmington DE 19809</b>		<b>C If exemption application is pending, check here</b> <input type="checkbox"/>
<b>G Check all that apply</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1. Foreign organizations, check here</b> <input type="checkbox"/> <b>2. Foreign organizations meeting the 85% test, check here and attach computation</b> <input type="checkbox"/>
<b>H Check type of organization</b> <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		<b>E If private foundation status was terminated under section 507(b)(1)(A), check here</b> <input type="checkbox"/>
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16)</b> ▶ \$ <b>16,114,373</b>		<b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <input type="checkbox"/>
<b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	263,636	263,636		
	<b>5 a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	421,006			
	<b>b</b> Gross sales price for all assets on line 6a	5,645,036			
	<b>7</b> Capital gain net income (from Part IV, line 2)		420,977		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10 a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	154,461	157,724			
<b>12 Total.</b> Add lines 1 through 11	839,103	842,337			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16 a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)				
	<b>c</b> Other professional fees (attach schedule)	126,121	126,121		
	<b>17</b> Interest	35	35		
	<b>18</b> Taxes (attach schedule) (see instructions)	6,894	1,794		
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications	50			50
	<b>23</b> Other expenses (attach schedule)	76,435	75,118		138
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	209,535	203,068		188
	<b>25</b> Contributions, gifts, grants, paid	1,185,000			1,181,000
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,394,535	203,068		1,181,188	
<b>27 Subtract line 26 from line 12</b>					
<b>a</b> Excess of revenue over expenses and disbursements	-555,432				
<b>b Net investment income</b> (if negative, enter -0-)		639,269			
<b>c Adjusted net income</b> (if negative, enter -0-)					

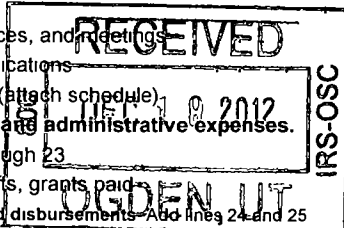
For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011) **2**

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<b>Part II Balance Sheets</b>		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		
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing	176,813				
	<b>2</b> Savings and temporary cash investments	658,586	1,326,159	1,326,159		
	<b>3</b> Accounts receivable <span style="float:right">502,950</span>					
	Less allowance for doubtful accounts		502,950	502,950		
	<b>4</b> Pledges receivable					
	Less allowance for doubtful accounts					
	<b>5</b> Grants receivable					
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	<b>7</b> Other notes and loans receivable (attach schedule)					
	Less allowance for doubtful accounts					
	<b>8</b> Inventories for sale or use					
	<b>9</b> Prepaid expenses and deferred charges					
	<b>10 a</b> Investments—U S and state government obligations (attach schedule)					
	<b>b</b> Investments—corporate stock (attach schedule)	8,983,000	7,966,952	8,332,865		
	<b>c</b> Investments—corporate bonds (attach schedule)	1,675,970	430,767	423,171		
	<b>11</b> Investments—land, buildings, and equipment basis					
Less accumulated depreciation (attach schedule)						
<b>12</b> Investments—mortgage loans						
<b>13</b> Investments—other (attach schedule)	4,605,213	5,628,844	5,529,228			
<b>14</b> Land, buildings, and equipment basis						
Less accumulated depreciation (attach schedule)						
<b>15</b> Other assets (describe )	7,122					
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	16,106,704	15,855,672	16,114,373			
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses					
	<b>18</b> Grants payable					
	<b>19</b> Deferred revenue					
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b> Mortgages and other notes payable (attach schedule)					
	<b>22</b> Other liabilities (describe )	34,682				
	<b>23 Total liabilities</b> (add lines 17 through 22)	34,682	0			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>					
	<b>24</b> Unrestricted					
	<b>25</b> Temporarily restricted					
	<b>26</b> Permanently restricted					
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/>					
	<b>27</b> Capital stock, trust principal, or current funds					
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund					
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	16,072,022	15,855,672			
	<b>30 Total net assets or fund balances</b> (see instructions)	16,072,022	15,855,672			
<b>31 Total liabilities and net assets/fund balances</b> (see instructions)	16,106,704	15,855,672				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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)	<b>1</b>	16,072,022
<b>2</b> Enter amount from Part I, line 27a	<b>2</b>	-555,432
<b>3</b> Other increases not included in line 2 (itemize) <span style="float:right">See attachment to Form 990-PF</span>	<b>3</b>	339,082
<b>4</b> Add lines 1, 2, and 3	<b>4</b>	15,855,672
<b>5</b> Decreases not included in line 2 (itemize)	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	<b>6</b>	15,855,672

**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.)
<b>1a</b> Passthrough K1 Capital Gain				
<b>b</b> Publicly-traded securities				
<b>c</b> Securities litigation income				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>			47,644
<b>b</b> 5,622,730		5,271,703	351,027
<b>c</b> 22,306			22,306
<b>d</b>			
<b>e</b>			

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			47,644
<b>b</b>			351,027
<b>c</b>			22,306
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	420,977
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	<b>3</b>	

**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

See Attachment

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 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))
2010	1,074,613	16,817,161	0.063900
2009	1,166,742	15,453,962	0.075498
2008	1,403,991	20,635,964	0.068036
2007	1,511,723	26,237,461	0.057617
2006	1,439,289	24,625,944	0.058446

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.323497
<b>3</b> 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	<b>3</b>	0.064699
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	17,297,460
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,119,128
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	6,393
<b>7</b> Add lines 5 and 6	<b>7</b>	1,125,521
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	1,181,188

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

1 a 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	6,393
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	6,393
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,393
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,450	
b Exempt foreign organizations—tax withheld at source	6b		
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	9,450	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,057	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 3,057 Refunded <input type="checkbox"/>	11	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CT		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

<b>11</b>	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)	<b>11</b>		X
<b>12</b>	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	<b>12</b>	X	
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<b>13</b>	X	
Website address ▶				
<b>14</b>	The books are in care of ▶ <u>Foundation Source</u>	Telephone no ▶	<u>(800) 839-1754</u>	
	Located at ▶ <u>501 Silverside Road, Suite 123 Wilmington DE</u>	ZIP+4 ▶	<u>19809</u>	
<b>15</b>	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	▶	<b>15</b>	▶ <input type="checkbox"/>
<b>16</b>	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	<b>16</b>	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

**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
<b>1a</b>	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>b</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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	<b>1b</b>	N/A
<b>c</b>	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 2011?	<b>1c</b>	X
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
<b>b</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)	<b>2b</b>	N/A
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2011 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 2011)	<b>3b</b>	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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 2011?	<b>4b</b>	X

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

<b>5a</b> 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions)	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
<b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? Organizations relying on a current notice regarding disaster assistance check here		<input checked="" type="checkbox"/>	<b>5b</b>	X
<b>c</b> 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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			<b>6b</b>	X
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			<b>7b</b>	N/A

**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 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
SEE ATTACHMENT				

**2 Compensation of five highest-paid employees (other than those included on line 1—see 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				
	00			
	00			
	00			
	00			
	00			
	00			
<b>Total number of other employees paid over \$50,000</b>				

**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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total number of others receiving over \$50,000 for professional services</b>		

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	10,574,703
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,065,877
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	5,920,293
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	17,560,873
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	17,560,873
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	263,413
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	17,297,460
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	864,873

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	864,873
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	6,393
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	6,393
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	858,480
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0
<b>5</b>	Add lines 3 and 4	<b>5</b>	858,480
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	858,480

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	1,181,188
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,181,188
<b>5</b>	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 instructions)	<b>5</b>	6,393
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,174,795

**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 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				858,480
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	0			
<b>b</b> From 2007	0			
<b>c</b> From 2008	279,101			
<b>d</b> From 2009	390,082			
<b>e</b> From 2010	243,117			
<b>f</b> Total of lines 3a through e	912,300			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,181,188				
<b>a</b> Applied to 2010, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2011 distributable amount				858,480
<b>e</b> Remaining amount distributed out of corpus	322,708			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,235,008			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions		0		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,235,008			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	0			
<b>b</b> Excess from 2008	279,101			
<b>c</b> Excess from 2009	390,082			
<b>d</b> Excess from 2010	243,117			
<b>e</b> Excess from 2011	322,708			



**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
<b>a</b> Paid during the year See Attachment				1,185,000
<b>Total</b>			▶ <b>3a</b>	1,185,000 *
<b>b</b> Approved for future payment				
<b>Total</b>			▶ <b>3b</b>	0

\* TOTAL Form 990-PF, Part I, Line 25, Column (a) and Part XV, Line 3a \$1,185,000  
 Less grants to private foundations not treated as qualifying distributions \$ 4,000  
 TOTAL Form 990-PF, Part I, Line 25, Column (d) \$1,181,000

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>f</b>						
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities			14	263,636	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property					
<b>b</b>	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory	525990	29	18	420,977	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue <b>a</b> K-1 Pass-Through Inc/Loss	525990	-3,263	14	157,773	
<b>b</b>	Currency loss			01	-49	
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>12</b>	Subtotal Add columns (b), (d), and (e)		-3,234		842,337	0
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)				13	839,103

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

[illegible]



**Form 990-PF, Part I, Line 6 - Gain/Loss from Sale of Assets Other Than Inventory**

	Gross Sales	Cost Basis	Net Gain or Loss
TOTAL:	0	0	29

	Description	Gross Sales Price	Cost Basis	Valuation Method	Expense of Sale & Imprv Cost	Deprec.	Net Gain or Loss
1	NORTH SKY CLEANTECH VENTURES Passthrough UBTI Cap Gain						29
2							
3							
4							
5							
6							
7							
8							
9							
10							

**Form 990-PF, Part I, Line 11 - Other Income**

		<b>TOTAL:</b>		154,461	157,724	0
	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income		
<b>1</b>	ALTERNATIVE INVESTMENTS INSTITUTIONAL, LP K-1 Pass-Through Share of Partnership Income	123,072	123,072	0		
<b>2</b>	GENERATION IM GLOBAL EQUITY FD, LLC K-1 Pass-Through Share of Partnership Income	28,828	28,828	0		
<b>3</b>	NORTH SKY CLEANTECH VENTURES, LP K-1 Pass-Through Share of Partnership Income	2,610	5,873	0		
<b>4</b>	Currency loss	-49	-49	0		
<b>5</b>						
<b>6</b>						
<b>7</b>						
<b>8</b>						
<b>9</b>						
<b>10</b>						



**Form 990-PF, Part I, Line 16c - Other Professional Fees**

		TOTAL:				0	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Investment Management Services	126,121	126,121	0	0			
2								
3								
4								
5								
6								
7								
8								
9								
10								

**Form 990-PF, Part I, Line 18 - Taxes**

TOTAL:		6,894	1,794	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	2011 Excise Tax	5,100	0	0	0
2	Foreign Tax	1,794	1,794	0	0
3					
4					
5					
6					
7					
8					
9					
10					

**Form 990-PF, Part I, Line 23 - Other Expenses**

		<b>TOTAL:</b>					
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose		
1	ALTERNATIVE INVESTMENTS INSTITUTIONAL, LP K-1 Expenses	16,434	16,434	0	0	138	
2	GENERATION IM GLOBAL EQUITY FD, LLC K-1 Expenses	30,119	29,002	0	0	0	
3	NORTH SKY CLEANTECH VENTURES, LP K-1 Expenses	29,499	29,437	0	0	0	
4	Office Supplies	138	0	0	0	138	
5	Bank Charges	245	245	0	0	0	
6							
7							
8							
9							
10							

**Form 990-PF, Part II, Line 10b - Investments - Corporate Stock**

TOTAL:					7,966,952	8,332,865
	Description	Shares	Book Value End of Year	FMV End of Year		
1	AARON'S INC (AAN)	1,486	26,416	39,646		
2	ABB LTD. (ABB)	1,350	29,822	25,421		
3	ACCENTURE PLC (ACN)	716	38,415	38,113		
4	ACI WORLDWIDE INC (ACIW)	900	26,687	25,776		
5	ACXIOM CORPORATION (ACXM)	1,100	17,118	13,431		
6	AEGON N V ORD AMER REG (AEG)	4,940	66,539	19,859		
7	AFCE (AFCE)	700	10,658	10,290		
8	AFFILIATED MANAGERS GROUP (AMG)	345	24,768	33,103		
9	AGRIUM INC (AGU)	1,445	80,119	96,974		
10	AIR PRODS & CHEM INC. (APD)	325	27,062	27,687		
11	AKZO NOBEL NV-ADR (AKZOY.PK)	310	13,007	14,973		
12	ALBEMARLE CP (ALB)	125	6,430	6,439		
13	ALCATEL LUCENT (ALU)	3,770	12,480	5,881		
14	ALLSCRIPTS HEALTHCARE SOLUTIONS (MDRX)	2,640	52,002	50,002		
15	AMAZON COM (AMZN)	511	32,667	88,454		
16	AMERICA MOVIL SA (AMX)	630	14,783	14,238		
17	AMERICAN EAGLES OUTFITTERS INC (AEO)	1,200	16,907	18,348		
18	AMERICAN EXPRESS CO (AXP)	1,007	24,827	47,500		
19	AMERICAN PUBLIC EDUCATION, INC (APEI)	200	7,294	8,656		
20	AMERICAN TOWER REIT INC (AMT)	1,056	32,584	63,371		
21	APPLE INC (AAPL)	265	28,141	107,324		
22	ARM HOLDINGS PLC (ARMH)	819	21,921	22,662		
23	ASCENA RETAIL GROUP, INC. (ASNA)	500	12,280	14,860		
24	ASTELLAS PHARMA INC (ALPMY PK)	480	15,790	19,378		
25	ASTRAZENECA (AZN)	400	18,527	18,516		
26	ATLAS AIR WORLDWIDE HOLDINGS (AAWW)	1,050	39,149	40,352		
27	AXA ADS (AXAHY.PK)	400	10,905	5,144		
28	BAKER HUGHES INTL (BHI)	1,035	48,839	50,342		
29	BANCO DO BRASIL S A SPONSORED ADR (BDORY.PK)	660	12,672	8,316		
30	BANCO SANTANDER BRASIL (BSBR)	880	6,822	7,163		
31	BANK OF AMERICA CORP (BAC)	2,540	38,494	14,122		
32	BARCLAYS PLC ADR (BCS)	570	15,433	6,264		
33	BASF AG SPONS ADR (BASFY PK)	625	38,454	43,581		
34	BERKSHIRE HATHAWAY INC CLASS B (BRK-B)	1,434	95,163	109,413		
35	BOING WIRELESS, INC (WIFI)	1,200	10,030	10,320		
36	BORG WARNER INC (BWA)	920	30,702	58,641		
37	BOTTOMLINE TECHNOLOGIES, INC (EPAY)	500	11,556	11,585		
38	BRINKS CO (BCO)	800	20,195	21,504		
39	BROADRIDGE FINANCIAL SOLUTIONS (BR)	900	17,426	20,295		
40	BROOKFIELD ASSET MANAGEMENT CL A (BAM)	460	11,750	12,641		
41	CANADIAN NATL RAILWAY CO (CNI)	2,263	70,020	177,780		

**Form 990-PF, Part II, Line 10b - Investments - Corporate Stock**

TOTAL:					7,966,952	8,332,865
	Description	Shares	Book Value End of Year	FMV End of Year		
42	CANADIAN PACIFIC RAILWAY LTD (CP)	1,090	57,041	73,760		
43	CANON INC (CAJ)	290	8,465	12,772		
44	CAPITALSOURCE INC (CSE)	4,500	27,423	30,150		
45	CARMAX INC (KMX)	1,868	31,775	56,937		
46	CARREFOUR S.A. (CRRFY PK)	5,060	30,378	22,669		
47	CASH AMER INTL INC (CSH)	700	25,126	32,641		
48	CATERPILLAR INC (CAT)	501	46,361	45,391		
49	CBIZ, INC (CBZ)	4,300	29,372	26,273		
50	CELGENE CORP (CELG)	672	40,873	45,427		
51	CEMEX SA DE CV A ADS (CX)	2,936	29,352	15,825		
52	CITRIX SYSTEMS INC (CTXS)	972	77,933	59,020		
53	CME GROUP, INC (CME)	120	30,547	29,240		
54	CNH GLOBAL NV (CNH)	725	19,288	26,093		
55	CONVERGYS CP (CVG)	2,400	36,751	30,648		
56	COOPER INDUSTRIES PLC (CBE)	800	35,958	43,320		
57	CORE LABRATORIES (CLB)	1,015	72,956	115,658		
58	COVANCE INC (CVD)	592	34,408	27,066		
59	CROWN CASTLE INTL (CCI)	630	24,930	28,224		
60	CYS INVESTMENTS INC. (CYS)	2,800	36,362	36,792		
61	DAI NIPPON PRINTING LTD JAPANSPONSORED ADR (DNPLY.PK)	1,250	20,348	11,825		
62	DAIICHI SANKYO CO LTD SPONSORED ADR LEVEL 1 (DSNKY.PK)	530	9,469	10,367		
63	DEUTSCHE BANK AG (DB)	215	12,887	8,140		
64	DEUTSCHE POST AG (DPSGY PK)	910	16,691	14,032		
65	DEUTSCHE TELE AG ADS (DTEGY PK)	1,520	24,895	17,404		
66	DIAGEO PLC ADS (DEO)	750	50,852	65,565		
67	DIGITAL GENERATION INC (DGIT)	1,200	34,402	14,304		
68	DOLAN MEDIA COMPANY (DM)	2,850	27,138	24,282		
69	ECOLAB INC (ECL)	691	36,648	39,947		
70	ENI S.P.A. (E)	930	41,495	38,381		
71	ENSCO PLC (ESV)	875	52,102	41,055		
72	ENTERTAINMENT PROPERTIES TRUST SBI (EPR)	600	21,063	26,226		
73	ERICSSON L M TEL CO (ERIC)	1,170	12,659	11,852		
74	EXPRESS SCRIPTS HOLDING CO (ESRX)	1,295	66,401	57,874		
75	FEDEX CORPORATION COMMON STOCK (FDX)	818	72,795	68,311		
76	FINNING INTL INC (FINGF PK)	125	3,435	2,706		
77	FLEXTRONICS INTERNATIONAL (FLEX)	1,980	10,237	11,207		
78	FOSTER WHEELER AG (FWLT)	550	18,477	10,527		
79	FRANCE TELECOM ADS (FTE)	1,573	34,784	24,633		
80	FRANKLIN RES INC (BEN)	667	62,260	64,072		
81	FUJIFILM HOLDINGS (FUJIY PK)	950	31,151	22,097		
82	GENERAL MOTORS (GM)	1,151	39,692	23,331		

**Form 990-PF, Part II, Line 10b - Investments - Corporate Stock**

TOTAL:					7,966,952	8,332,865
	Description	Shares	Book Value End of Year	FMV End of Year		
83	GLAXOSMITHKLINE PLC (GSK)	430	24,315	19,621		
84	GLOBAL CASH ACS HLDG (GCA)	3,800	44,773	16,910		
85	GLOBAL PAYMENTS INC (GPN)	600	27,762	28,428		
86	GOLDMAN SACHS GROUP (GS)	320	48,662	28,938		
87	GOOGLE INC CL A (GOOG)	381	190,859	246,087		
88	GOVERNMENT PROPERTIES INCOME REIT (GOV)	1,000	23,850	22,550		
89	GRAINGER W W INC. (GWW)	246	36,797	46,049		
90	GROUPE DANONE ADS (DANOY.PK)	1,535	18,288	19,402		
91	H LUNDBECK A/S UNSPON/ADR (HLUKY PK)	910	13,087	17,081		
92	HATTERAS FINL CPRP (HTS)	750	21,168	19,778		
93	HELEN OF TROY LIMITED - COMMON STOCK (HELE)	600	15,985	18,420		
94	HERCULES TECHNOLOGY GROWTH (HTGC)	2,700	26,151	25,488		
95	HONDA MOTOR CO LTD (HMC)	800	22,111	24,440		
96	HSBC HLDGS PLC ADS (HBC)	240	12,155	9,144		
97	IAC/INTERACTIVE CORP (IACI)	1,300	39,472	55,380		
98	INGERSOL-RAND PLC (IR)	800	28,334	24,376		
99	INTERDIGITAL COMMUNICATIONS CORP (IDCC)	600	26,884	26,142		
100	INTERNATIONAL BUSINESS MACHINES (IBM)	183	22,465	33,650		
101	INTESA SANPAOLO S/ADR (ISNPY PK)	1,150	24,274	11,431		
102	INTUITIVE SURGICAL, INC (ISRG)	93	27,866	43,060		
103	ITALCEMENTI FABRICHERIUNITE SPA ADR (ITALY.PK)	1,240	15,461	7,080		
104	J SAINSBURY PLC S/ADR NEW (JSAIY.PK)	1,110	24,345	20,702		
105	J2 GLOBAL INC (JCOM)	1,540	35,384	43,336		
106	JOHNSON & JOHNSON (JNJ)	568	36,628	37,249		
107	JOHNSON CONTROLS INC (JCI)	2,011	35,220	62,864		
108	KAMAN CORPORATION (KAMN)	1,500	44,532	40,980		
109	KAR AUCTION SERVICES INC (KAR)	2,100	28,346	28,350		
110	KENAMETAL INC (KMT)	757	33,472	27,646		
111	KINDER MORGAN INC (KMI)	2,852	83,621	91,749		
112	KINGFISHER PLC (KGFHY.PK)	1,540	12,157	11,843		
113	KOHL'S CORP (KSS)	499	26,855	24,626		
114	KONINKLIJKE AHOLD (AHONY.PK)	1,148	7,624	15,441		
115	KRAFT FOODS INC (KFT)	1,575	33,773	58,842		
116	LAS VEGAS SANDS CORP (LVS)	1,509	64,895	64,480		
117	LIMITED BRANDS INC (LTD)	970	38,496	39,140		
118	LITTELFUSE, INC (LFUS)	200	8,765	8,596		
119	LOWES COMPANIES INC (LOW)	2,720	73,523	69,034		
120	MANULIFE FIN CORP (MFC)	750	17,026	7,965		
121	MARKS & SPENCER GRP ADR (MAKSY.PK)	1,630	15,559	15,518		
122	MARRIOTT INTERNATIONAL INC CL A (MAR)	2,002	67,579	58,398		
123	MASTERCARD INC (MA)	383	40,316	142,789		

**Form 990-PF, Part II, Line 10b - Investments - Corporate Stock**

TOTAL:					7,966,952	8,332,866
	Description	Shares	Book Value End of Year	FMV End of Year		
124	MDC PARTNERS INC A (MDC-A)	2,300	27,245	31,096		
125	MEDICL PROP TRST, IN (MPW)	1,600	15,866	15,792		
126	MERCK & CO INC. (MRK)	1,494	42,012	56,324		
127	MICHAEL KORS HOLDINGS LIMITED O (KORS)	800	20,028	21,800		
128	MICROSOFT CORPORATION (MSFT)	3,903	101,415	101,322		
129	MILLICOM INTL CELL REG SH (MILCF PK)	297	22,880	29,994		
130	MITSUBISHI TOKYO FIN (MTU)	3,120	36,729	13,073		
131	MIZUHO FINANCIAL GRO (MFG)	4,710	32,941	12,623		
132	MS&AD INS GROUP ADR (MSADY PK)	1,950	39,155	17,726		
133	NABORS INDUSTRIES LTD (NBR)	2,150	49,163	37,281		
134	NELNET INC (NNI)	2,300	45,914	56,281		
135	NEXEN INC (NXY)	2,510	59,783	39,934		
136	NIKE INC-CL B (NKE)	608	56,017	58,593		
137	NIPPON TELEPHONE ADR (NTT)	1,080	24,281	27,356		
138	NISSAN MOTOR LTD ASR (NSANY PK)	380	5,727	6,756		
139	NOBLE CORPORATION (NE)	1,525	63,829	46,086		
140	NORTHWEST BANCSHARES INC (NWBH)	2,100	23,551	26,124		
141	OASIS PETROLEUM CORP (OAS)	1,100	31,608	31,999		
142	OCCIDENTAL PETE CORP (OXY)	1,276	93,969	119,560		
143	ORACLE CORP (ORCL)	3,443	110,091	88,313		
144	OWENS CORNING (NEW) (OC)	1,570	43,399	45,090		
145	PACCAR INC (PCAR)	1,353	61,973	50,697		
146	PARTNERRE LTD COM (PRE)	380	29,693	24,400		
147	PAX WORLD HIGH YIELD BOND-IN (PXHIX)	43,747	343,853	313,667		
148	PEPSICO INC (PEP)	870	40,489	57,725		
149	PETROLEO BRASILEIRO SA- PETRO (PBR-A)	790	29,072	18,557		
150	PFIZER INC. (PFE)	2,530	44,883	54,749		
151	PORTUGAL TELECOM SGPS (PT)	1,450	18,802	8,367		
152	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	2,350	79,458	97,008		
153	POUND STERLING (PDSTERL)	803	803	771		
154	PRAXAIR INC (PX)	435	36,915	46,502		
155	PRECISION CASTPARTS (PCP)	535	73,521	88,163		
156	PRICELINE COM INCORPORATED (PCLN)	107	22,583	50,045		
157	PURE CYCLE CORPORATION (PCYO)	10,900	42,211	20,492		
158	QUALCOMM INC (QCOM)	2,619	108,328	143,258		
159	R R DONNELLEY & SONS CO (RRD)	1,900	30,359	27,417		
160	RENAISSANCE HOLDINGS LTD (RNR)	350	24,545	26,030		
161	SALESFORCE.COM (CRM)	431	42,056	43,729		
162	SANDRIDGE ENERGY INC (SD)	800	6,638	6,528		
163	SANOFI-AVENTIS SPONSORED ADR (SNY)	550	24,098	20,097		
164	SCHLUMBERGER LTD (SLB)	904	76,696	61,752		

**Form 990-PF, Part II, Line 10b - Investments - Corporate Stock**

		TOTAL:		7,966,952		8,332,865	
	Description	Shares	Book Value End of Year	FMV End of Year			
165	SCRIPPS NETWORKS INT (SNI)	731	16,058	31,009			
166	SEVEN & I HOLDINGS C (SVNDY.PK)	270	12,852	14,918			
167	SHERWIN-WILLIAMS CO (SHW)	436	31,008	38,922			
168	SIGMA ALDRICH CORP (SIAL)	696	47,491	43,472			
169	SILGAN HOLDINGS, INC - COMMON STOCK (SLGN)	1,420	32,093	54,869			
170	SIX FLAGS ENTERTAINMENT CORPORATION (SIX)	1,200	35,773	49,488			
171	SK TELECOM ADS ADS (SKM)	730	17,679	9,935			
172	SONY CORP ADR (SNE)	750	30,256	13,530			
173	SOUTHWESTERN ENERGY (SWN)	1,800	68,934	57,492			
174	ST JUDE MED INC (STJ)	861	42,527	29,532			
175	STAGE STORES INC (SSI)	1,325	25,475	18,404			
176	STARWOOD PROPERTY TRUST INC (STWD)	1,200	25,849	22,212			
177	STEINWAY MUSICAL (LVB)	500	14,045	12,520			
178	STMICROELECTRONICS (STM)	2,480	36,317	14,706			
179	SUMITOMO MITSUI FINCL GRP (SMFG)	1,985	27,423	10,937			
180	SUNCOR ENERGY INC (SU)	1,600	62,713	46,128			
181	SWEDISH KRONA (KRONA)	1,441	1,441	1,405			
182	SWISS RE LTD-SPN ADR (SSREY PK)	370	21,349	18,704			
183	SWISSCOM AG S/ADR (SCMWY PK)	340	14,093	12,893			
184	T. ROWE PRICE ASSOCIATES (TROW)	685	33,709	39,011			
185	TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK)	570	13,500	12,569			
186	TALISMAN ENERGY INC (TLM)	1,545	29,086	19,699			
187	TDK CORP (TTDKY.PK)	360	21,158	15,818			
188	TE CONNECTIVITY LTD (TEL)	700	12,188	21,567			
189	TELECOM ITALIA ADR (TI)	2,220	49,040	23,643			
190	TELEFLEX INC. (TFX)	500	28,495	30,645			
191	TELEFONICA S A ADR (TEF)	597	12,679	10,262			
192	TEMPLETON GLOBAL BD (TGBAX)	17,421	231,173	215,494			
193	TENARIS SA-ADR (TS)	1,245	49,185	46,289			
194	TIME WARNER CABLE INC (TWC)	803	48,989	51,047			
195	TJX COMPANIES INC (TJX)	1,012	26,887	65,325			
196	TOKIO MARINE HOLDINGS INC (TKOMY PK)	950	42,933	20,900			
197	TOYOTA MTR CORP (TM)	360	27,463	23,807			
198	UBS AG (UBS)	365	8,693	4,318			
199	UNILEVER N V N Y (UN)	1,800	56,465	61,866			
200	UNILEVER PLC AMER (UL)	576	13,363	19,308			
201	UNITED TECHNOLOGIES CORP (UTX)	650	35,651	47,509			
202	VALUECLICK INC (VCLK)	1,000	16,801	16,290			
203	VIRGIN MEDIA INC (VMED)	1,300	23,542	27,794			
204	VISA INC (V)	1,152	100,673	116,962			
205	VODAFONE GROUP PLC (VOD)	520	11,881	14,576			



**Form 990-PF, Part II, Line 10b - Investments - Corporate Stock**

		<b>TOTAL:</b>		7,966,952	8,332,865
	Description	Shares	Book Value End of Year	FMV End of Year	
206	WALT DISNEY HOLDINGS CO. (DIS)	2,233	45,318	83,738	
207	WEATHERFORD INTL NEW (WFT)	4,225	81,054	61,854	
208	WELLPOINT INC (WLP)	730	26,552	48,363	
209	WELLS FARGO & CO (WFC)	5,072	132,296	139,783	
210	WEST PHARMA SVCS INC (WST)	300	10,840	11,385	
211	WM MORRISON SUPERMARKETS (MSPMKT)	3,020	18,067	15,310	
212	WOLTERS KLUWER S/ADR (WTKWY PK)	622	60,282	10,649	
213	WORLD FUEL SVCS CP (INT)	1,925	61,389	80,812	
214	YARA INTERNATIONAL ASA (YARIY PK)	620	22,776	24,707	

**Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds**

		<b>TOTAL:</b>		430,767	423,171
	Description	Shares	Book Value End of Year	FMV End of Year	
1	ALCOA INC - 6.150% - 02/15/2011 (013817AU5)	11,000	11,493	11,860	
2	AMERICAN EXPRESS CO NT - 6.150% - 08/28/2017 (025816AX7)	9,000	10,267	10,130	
3	AMGEN INC NOTE - 02.500% - 11/15/2016 (031162BL3)	11,000	10,867	11,132	
4	ARROW ELECTRONICS INC - 6.875% - 06/01/2018 (042735AL4)	9,000	10,174	10,166	
5	ATP OIL & GAS CORP SR 2LIEN 11 87500% 05/01/2015 (00208JAE8)	10,000	9,785	6,550	
6	BEAR STEARNS INC-5.70%-11/15/2014 (07385TAJ5)	10,000	11,168	10,898	
7	BELLSOUTH CORP NT - 5.200% - 12/15/2016 (079860AL6)	9,000	10,161	10,287	
8	BLACKROCK INC NOTE 03.50000% 12/10/2014 (09247XAD3)	10,000	10,638	10,678	
9	CENTURYLINK INC NOTE - 6.450% - 06/15/2021 (156700AR7)	12,000	11,889	12,022	
10	CITY NATIONAL CORP NOTE - 5.250% - 09/15/2020 (178566AC9)	10,000	9,925	9,945	
11	CLOROX CO DEL SR NT 5.95000% 10/15/2017 (189054AN9)	9,000	10,603	10,421	
12	DELL - 2.300% - 9/10/2015 (24702RAL5)	10,000	9,990	10,218	
13	DONNELLEY R R & SONS - 5.500% - 05/15/2015 (257867AR2)	11,000	11,699	10,643	
14	GATX CORP NOTE 04.75000% 05/15/2015CALL MAKE WHOLE (361448AJ2)	10,000	10,614	10,659	
15	GENWORTH FINL INC NT - 5.750% - 06/15/2014 (37247DAE6)	11,000	11,732	11,165	
16	HEWLETT-PACKARD CO NOTES 05.50000% 03/01/2018 (428236AS2)	9,000	10,569	10,003	
17	HOME DEPOT INC - 5.400% - 03/01/2016 (437076AP7)	10,000	11,274	11,592	
18	ICAHN ENTERPRISES-8.00%-01/15/2018 (451102AH0)	10,000	10,388	10,375	
19	INT'L LEASE FIN CORP - 5.750% - 05/15/2016 (459745GJ8)	10,000	9,900	9,275	
20	MASCO CORP BD - 6.125% - 10/03/2016 (574599BD7)	12,000	12,315	12,314	
21	MEDTRONIC INC SR NT CV 1 62500% 04/15/2013 (585055AM8)	11,000	11,003	11,083	
22	MERRILL LYNCH & CO - 6.500% - 07/15/2018 (590188JF6)	10,000	10,929	9,704	
23	METLIFE INC - 4.750% - 02/08/2021 (59156RAX6)	11,000	11,440	11,900	
24	MORGAN STANLEY MTN 04.00% 07/30/2020 (61745EZ61)	11,000	11,069	10,511	
25	NASDAQ OMX GROUP 4.0% 01/15/2015 (631103AC2)	10,000	10,304	10,254	
26	NISOURCE FINANCE CORP - 6.800% - 01/15/2019 (65473QAT0)	14,000	16,344	16,398	
27	OWENS CORNING INC - 9.000% - 06/15/2019 (690742AC5)	9,000	10,734	10,737	
28	PITNEY BOWES INC NT 5.00000% 03/15/2015 (724479AG5)	10,000	10,696	10,577	
29	PRUDENTIAL FINL INC - 6.000% - 12/01/2017 (74432QBC8)	10,000	11,200	11,122	
30	REGIONS BANK - 7.500% - 05/15/2018 (75913MAB5)	12,000	12,669	11,880	
31	SIMON PROPERTY GROUP LP NT - 5.750% - 12/01/2015 (828807BP1)	10,000	11,429	11,188	
32	SLM CORP - 5.000% - 10/01/2013 (78442FBG2)	12,000	12,509	12,058	
33	SPRINT NEXTEL CORP 6.8750 10/31/2013 (65332VBH5)	11,000	10,945	10,945	
34	TARGET CORP - 3.875% - 07/15/2020 (87612EAV8)	10,000	10,443	11,048	
35	TESORO CORP 6.250% 11/01/2012 (881609AQ4)	10,000	10,388	10,250	
36	TYCO INTERNATIONAL FINAN 03.37500% 10/15/2015 (902118BN7)	10,000	10,502	10,475	
37	VORNADO RLTY L P NT - 4.250% - 04/01/2015 (929043AF4)	10,000	10,460	10,349	
38	WELLS FARGO & CO NOTE - 3.676% - 06/15/2016 (949746QU8)	10,000	10,413	10,450	
39	ZURICH REINS CENTRE HLDG INC - 7.125% - 10/15/2023 (989822AA9)	11,000	11,839	11,909	

**Form 990-PF, Part II, Line 13 - Investments - Other**

		<b>TOTAL:</b>		5,628,844	5,529,228
	Asset Description	Book Value End of Year	FMV End of Year		
<b>1</b>	ALTERNATIVE INVESTMENTS INSTITUTIONAL, LP	1,961,928	1,956,096		
<b>2</b>	F&C COMMINGLED FUND II LTD	900,000	704,102		
<b>3</b>	GENERATION IM GLOBAL EQUITY FD, LLC	2,192,136	2,177,369		
<b>4</b>	NORTH SKY CLEANTECH VENTURES, LP	574,780	691,661		
<b>5</b>					
<b>6</b>					
<b>7</b>					
<b>8</b>					
<b>9</b>					
<b>10</b>					

**Form 990-PF, Part VII-A, Line 12 - Distribution to a Donor Advised Fund**

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During the taxable year ending December 31, 2011, The Prentice Foundation (the "Foundation") treated a distribution to a donor advised fund over which the Foundation (or disqualified person) had advisory privileges as a qualifying distribution. Donor advised funds are exempt under Internal Revenue Code ("Code") Section 501(c)(3), must be organized and operated exclusively for one or more of the charitable purposes described in Code Section 170(c)(2)(B), and have sole discretion over the funds distributed to them. Consequently, the Foundation is not in a position to explain precisely how the funds will be expended for charitable purposes.

## Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility

	Grantee Name	Street	City	State	Zip Code	Foreign Country	Grant Date	Grant Amount	Grant Purpose	Amt. Expended by Grantee	Any Diversion by Grantee?	Dates of Reports by Grantee	Verification
1	Rolling Dog Farm	PO Box 150	Lancaster	NH	03584		12/6/11	1,000	To support veterinary surgeries.	1,000	To the knowledge of the grantor, no funds have been diverted	11/8/2012	None necessary
2	Animal Farm Foundation, Inc	PO Box 624	Bangall	NY	12506		12/19/11	3,000	To support animal shelters in need	3,000	To the knowledge of the grantor, no funds have been diverted.	11/8/2012	None necessary
3													
4													
5													
6													
7													
8													

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

							TOTAL:					
	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct		
1	Diane M Allison	501 Silverside Road, Ste 123	Wilmington	DE	19809	Secretary	1	0	0	0		
2	Jerry Babicka	501 Silverside Road, Ste 123	Wilmington	DE	19809	Vice President / Director	1	0	0	0		
3	Lynn P Babicka	501 Silverside Road, Ste 123	Wilmington	DE	19809	Vice President / Director	1	0	0	0		
4	David L Godfrey	501 Silverside Road, Ste 123	Wilmington	DE	19809	Treasurer	1	0	0	0		
5	John P. Powers	501 Silverside Road, Ste 123	Wilmington	DE	19809	President / Director	1	0	0	0		
6												
7												
8												
9												
10												

**Form 990-PF, Part XV, Line 3a - Grants Paid During the Year**

<b>Name and Address</b>	<b>Public Charity Status</b>	<b>Purpose</b>	<b>Amount</b>
Abundance Foundation, Inc. 220 Lorax Ln Unit 5, Pittsboro, NC, 27312-8898	509(a)(1)	Pickards Mountain Eco-Institute	\$ 1,000
Alliance for Justice 11 Dupont Cir, Washington, DC, 20036-1207	509(a)(1)	General Support	5,000
Alliance for Sustainable Colorado 1536 Wynkoop St Ste 4A, Denver, CO, 80202-1183	509(a)(1)	Heros of Sustainability Awards and Fundraiser Honoring Deni Hayes	10,000
Alliance for Sustainable Colorado 1536 Wynkoop St Ste 4A, Denver, CO, 80202-1183	509(a)(1)	General Support	41,000
American Cancer Society, Inc 250 Williams Street NW, Atlanta, GA, 30303-1032	509(a)(1)	Relay for Life	1,500
American Heart Association, Inc 7272 Greenville Ave, Dallas, TX, 75231-5129	509(a)(1)	Go Red for Women	11,500
American Heart Association, Inc. 7272 Greenville Ave, Dallas, TX, 75231-5129	509(a)(1)	Circle of Red	5,000
American Society for the Prevention of Cruelty to Animals 520 Eighth Avenue, 7th Floor, New York, NY, 10018	509(a)(1)	General Support	3,000
American Theatre Works, Inc Po Box 510, Dorset, VT, 05251-0510	509(a)(2)	General Support of Dorset Theater Festival	1,500
Animal Farm Foundation, Inc 318 E 51st St, New York, NY, 10022-7803	ER Grant	General Support	3,000
Animal Legal Defense Fund 170 East Cotati Ave., Cotati, CA, 94931	509(a)(1)	General Support	3,000
Animal Welfare Institute 900 Pennsylvania Ave SE, Washington, DC, 20003-2140	509(a)(1)	General Support	1,500
Answer/Rutgers The State Univ of NJ 41 Gordon Road, Suite C, Piscataway, NJ 08854	509(a)(1)	General Support in Memory of Don Wilson	1,000
Aspen Community Foundation 110 E Hallam St, Ste 126, Aspen, CO, 81611-1460	509(a)(1)	Third Generation Fund	20,000
Austin Museum of Art, Inc 3809 W 35th St, Austin, TX, 78703-1001	509(a)(1)	General Support	5,000
Austin Theatre Alliance Po Box 1566, Austin, TX, 78767-1566	509(a)(2)	Paramount Theater	15,000

**Form 990-PF, Part XV, Line 3a - Grants Paid During the Year**

Name and Address	Public Charity Status	Purpose	Amount
Berkshire Humane Society, Inc 214 Barker Rd, Pittsfield, MA, 01201-8036	509(a)(1)	General Support	2,000
Best Friends Animal Sanctuary 5001 Angel Canyon Road, Kanab, Utah 84741	509(a)(1)	General Support	3,000
Big Brothers Big Sisters of Greater Miami 701 Sw 27th Ave Ste 800, Miami, FL, 33135-3000	509(a)(1)	General Support	2,500
Big Brothers Big Sisters of North Texas 450 E John Carpenter Fwy, Irving, TX, 75062-3955	509(a)(1)	Jean Powers Bohart Scholarship Fund	14,000
Black's Annual Gala, Inc. 832 S Greenway Dr, Coral Gables, FL, 33134-4832	509(a)(1)	General Support	30,000
Breakthrough Austin 1050 E 11th St Ste 350, Austin, TX, 78702-1958	509(a)(1)	General Support	1,000
Breast Cancer Research Foundation, Inc 60 E 56th St, 8th Flr, New York, NY, 10022-3204	509(a)(1)	For Work to find Causes of Breast Cancer	5,000
Catholics for Choice 1436 U St NW Ste 301, Washington, DC, 20009-3988	509(a)(1)	General Support	5,000
Center for Biological Diversity, Inc. Po Box 710, Tucson, AZ, 85702-0710	509(a)(1)	Overpopulation and Extinction Crisis Campaign	2,000
Center for Environment and Population 1200 New York Ave NW, Washington, DC, 20005-3928	509(a)(2)	Planning Grant	5,000
Center for Reproductive Rights, Inc. 120 Wall Street, New York, NY, 10005-3904	509(a)(1)	General Support	5,000
Chapel Hill-Carrboro Children's Museum 123-B West Franklin St, Chapel Hill, NC, 27516	509(a)(1)	Kidzu Childen's Museum	10,000
Chapman Partnership, Inc 1550 N Miami Ave 2 Flr Admin, Miami, FL, 33136-2015	509(a)(1)	General Support	5,000
Civil Liberties and Public Policy Program, Hampshire College 893 West St, Amherst, MA, 01002-3372	509(a)(1)	New Leadership Network Initiative	10,000
Clinic for the Rehabilitation of Wildlife Po Box 150, Sanibel, FL, 33957-0150	509(a)(1)	General Support	2,000
Colorado Conservation Voters Education Fund 1536 Wynkoop St, Suite 4-C, Denver, CO, 80202	509(a)(1)	General Support	5,000



**Form 990-PF, Part XV, Line 3a - Grants Paid During the Year**

Name and Address	Public Charity Status	Purpose	Amount
Colorado Environmental Coalition, Inc. 1536 Wynkoop St Ste 5C, Denver, CO, 80202-1183	509(a)(1)	General Support	50,000
Community Foundation Serving Boulder Coun Po Box 1442, Boulder, UT, 84716-1442	509(a)(1)	Collaborative Gift Fund	43,000
Conservation Law Foundation, Inc. 62 Summer St, Boston, MA, 02110-1008	509(a)(1)	General Support	5,000
Conservation Trust for North Carolina 1028 Washington St, Raleigh, NC, 27605-1258	509(a)(2)	General Support	5,000
Cradles to Crayons, Inc Po Box 285, North Quincy, MA, 02171-0005	509(a)(1)	General Support	7,500
Daily Bread Food Bank Po Box 91, Eagleville, TN, 37060-0091	509(a)(1)	General Support	5,000
Denver Foundation 55 Madison Street, 8th Floor, Denver, CO, 80206-5419	509(a)(1)	Eye on the Future Fund	125,000
Disabled Sports Eastern Sierra Po Box 7275, Mammoth Lakes, CA, 93546-7275	509(a)(2)	General Support	4,000
East Chapel Hill Rotary Club Foundation 217 Huntington Dr, Chapel Hill, NC, 27514-2419	509(a)(1)	Rotary Teacher's Store	1,000
ECOMB, Inc 210 2Nd St, Miami Beach, FL, 33139-7142	509(a)(1)	Promote Reduction of Miami's Carbon Footprint	2,000
Education Fund of Family Planning Advocates 17 Elk St, Albany, NY, 12207-1014	509(a)(2)	Clergy for Choice	7,500
Englewood Hospital & Medical Center Foundation 350 Engle St, Englewood, NJ, 07631-1808	509(a)(1)	Breast Cancer Center I/H/O Dr Mindy	5,000
Environment Florida Research and Policy Center, Inc 328 S Jefferson St Ste 620, Chicago, IL, 60661-5611	509(a)(1)	Renewable Energy & Energy Efficiency Work	5,000
Environmental Defense Fund, Inc. 1875 Connecticut Ave NW Suite 600, Washington, DC, 20009	509(a)(1)	General Support	23,000
Environmental Learning Center, Inc. 255 Live Oak Dr, Vero Beach, FL 32963-9676	509(a)(1)	General Support	2,500
ETC Workshop, Inc. 20 Waterside Plz Apt 35G, New York, NY, 10010-2617	509(a)(1)	General Support	46,250

**Form 990-PF, Part XV, Line 3a - Grants Paid During the Year**

<b>Name and Address</b>	<b>Public Charity Status</b>	<b>Purpose</b>	<b>Amount</b>
Farm Sanctuary, Inc. Po Box 150, Watkins Glen, NY, 14891-0150	509(a)(1)	General Support	7,500
Feminist Majority Foundation 433 S Beverly Dr, Beverly Hills, CA, 90212-4401	509(a)(1)	To Keep Abortion Safe and Legal	10,000
Feminist Majority Foundation 433 S Beverly Dr, Beverly Hills, CA, 90212-4401	509(a)(1)	End-of-Year Choices' Organizing Work	5,000
Feminist Majority Foundation 433 S Beverly Dr, Beverly Hills, CA, 90212-4401	509(a)(1)	General Support	1,000
Flathead Spay & Neuter Task Force Po Box 2095, Whitefish, MT, 59937-2095	509(a)(2)	Senior Dog House and rescue	1,000
Florida Audubon Society 444 Brickell Ave Ste 850, Miami, FL, 33131-2407	509(a)(2)	In Support of Audubon's Policy Work to Protect Florida's Environment	5,000
Food Bank of Western Massachusetts Inc 97 North Hatfield Road Hatfield, MA 01038	509(a)(1)	General Support	5,000
Friends of John Coltrane Po Box 2392, High Point, NC, 27261-2392	509(a)(1)	General Support	1,500
Friends of the Jefferson Animal Shelter Po Box 1079, Metairie, LA, 70004-1079	509(a)(1)	General Support- 3K West Bank 3K East Bank	6,000
Friendship School 6505 Ridenour Way E Ste 1B, Eldersburg, MD, 21784-6557	509(a)(1)	Operating Costs	94,000
Gifford Youth Activity Center Foundation, 4875 43rd Ave, Vero Beach, FL, 32967-6327	509(a)(1)	General Support/Sex Education	1,000
Glen Highland Farm, Inc 217 Pegg Rd, Morris, NY, 13808-2185	509(a)(1)	General Support	1,300
Green Chimney Children's Services Po Box 719, Brewster, NY, 10509-0719	509(a)(1)	General Support	2,500
GreenFaith 101 South Third St, Highland Park, NJ, 08904-2563	509(a)(1)	General Support	2,500
Greenpeace Fund, Inc. 702 H St NW Ste 300, Washington, DC, 20001-3876	509(a)(1)	General Support	7,500
Guttmacher Institute, Inc. 125 Maiden Ln Fl 7, New York, NY, 10038-4723	509(a)(1)	General Support	4,500

**Form 990-PF, Part XV, Line 3a - Grants Paid During the Year**

<b>Name and Address</b>	<b>Public Charity Status</b>	<b>Purpose</b>	<b>Amount</b>
Guttmacher Institute, Inc. 125 Maiden Ln Fl 7, New York, NY, 10038-4723	509(a)(1)	State Initiative	20,000
Habitat for Humanity of Gallatin Valley 230 Arden Dr, Belgrade, MT, 59714-8917	509(a)(1)	General Support	5,000
Heartgift Foundation 1010 W 40th St, Austin, TX, 78756-4010	509(a)(1)	General Support	5,000
Hill Country Conservancy, Inc Po Box 163125, Austin, TX, 78716-3125	509(a)(1)	General Support	500
Hope For Africa 5276 Biffle Rd, Stone Mtn, GA, 30088-3801	509(a)(1)	NextAid	1,500
Impact Austin Foundation Po Box 28148, Austin, TX, 78755-8148	509(a)(1)	Impact Austin	1,000
Indian River Hospital Foundation, Inc. 1000 36th St, Vero Beach, FL, 32960-4862	509(a)(2)	Cancer Care and Treatment	10,000
Indian River Land Trust, Inc 80 Royal Palm Pointe Ste 301, Vero Beach, FL, 32960-4228	509(a)(1)	General Support I/H/O Paula Knier and Carolyn Antenen	5,000
IPAS Po Box 5027, Chapel Hill, NC, 27514-5001	509(a)(1)	General Support	2,000
Jane Goodall Institute for Wildlife Research 4245 Fairfax Dr Ste 600, Arlington, VA, 22203-1698	509(a)(1)	General Support	2,500
Johns Island Community Service League 6001 N A-1-A Ste 8133, Indian River Shores, FL, 32963	509(a)(1)	To Further Philanthropic Causes	13,500
Little Lighthouse Foundation, Inc 100 Biscayne Blvd Ste 1607, Miami, FL, 33132-2308	509(a)(1)	General Support	9,500
Make-A-Wish Foundation of Southern Florida 4491 S State Road 7 Ste 201, Davie, FL, 33314-4035	509(a)(2)	I/H/O Recognition of Award given to Jonathan Babicka	1,000
Mental Health America 2000 N Beauregard St, 6th Floor, Alexandria, VA 22311	509(a)(1)	General Support	1,000
MergerWatch 30 Winter St Ste 1004, Boston, MA, 02108-4752	509(a)(1)	MergerWatch Project	500
Mohawk and Hudson River Humane Society 3 Oakland Ave, Menands, NY, 12204-2718	509(a)(2)	General Support	1,000

**Form 990-PF, Part XV, Line 3a - Grants Paid During the Year**

<b>Name and Address</b>	<b>Public Charity Status</b>	<b>Purpose</b>	<b>Amount</b>
Montana Food Bank Network, Inc 5625 Expressway, Missoula, MT, 59808-9071	509(a)(1)	General Support	5,000
Mount Sinai Medical Center Foundation, In 4300 Alton Rd, Miami Beach, FL, 33140-2948	509(a)(1)	General Support	2,500
Ms Foundation for Women, Inc. 12 Metrotech Center, 26th Floor, Brooklyn, NY, 11201	509(a)(1)	General Support	1,000
NARAL Pro-Choice California Foundation 111 Pine Street, Suite 1500, San Francisco, CA, 94111	509(a)(1)	I/H/O Amy Everitt	1,000
National Alliance for Research on Schizophrenia 60 Cuttermill Rd Ste 404, Great Neck, NY, 11021-3104	509(a)(2)	Brain & Behavior Resch Fdn for research to reduce the effect of sedatives on ECT	5,000
National Network of Abortion Funds Po Box 473, Eau Claire, WI, 54702-0473	509(a)(1)	General Support	10,000
National Parks Conservation Association 777 6th St NW Ste 700, Washington, DC, 20001	509(a)(1)	General Support	1,500
National Wildlife Federation, Inc. 11100 Wildlife Center Dr, Reston, VA, 20190-5362	509(a)(2)	Protection of Endangered Species	2,000
New World Symphony 500 17th St, Miami Beach, FL, 33139-1862	509(a)(1)	3 Year Post graduate Fellowship Program of Multidiciplinary training	10,000
North Carolina Center for Public Policy R 5 W Hargett St Rm 701, Raleigh, NC, 27601-1348	509(a)(1)	General Support	1,000
North Carolina Coastal Federation, Inc. 3609 Hwy 24 Ocean, Newport, NC, 28570	509(a)(1)	General Support	3,000
North Carolina Community Foundation 4601 Six Forks Rd Ste 524, Raleigh, NC, 27609-5286	509(a)(1)	General Support	24,000
North Carolina Conservation Network 19 E Martin St Ste 300, Raleigh, NC, 27601-3012	509(a)(1)	General Support	5,000
North Shore Animal League America, Inc. 25 Davis Avenue, Port Washington, NY, 11050	509(a)(1)	General Support	3,000
Ocean Conservancy 1300 19th Street Nw, 8th Floor, Washington, DC, 20036	509(a)(1)	For Work in Florida	5,000
Ohio State University Foundation 1480 W. Lane Avenue, Columbus, OH, 43221	509(a)(1)	General Support	5,000

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Pathways, Inc. 33 Denison Pkwy W, Corning, NY, 14830-2613	509(a)(1)	General Support	1,000
People for Ethical Treatment of Animals 501 Front Street, Norfolk, VA, 23510-1040	509(a)(1)	General Support	1,000
Pets for Vets, Inc. 409 Black Diamond Dr, Wilmington, NC, 28411-8375	509(a)(1)	General Support	1,000
Physicians for Reproductive Choice and Health 55 West 39th Street 10th Floor, New York, NY, 10018-3803	509(a)(1)	General Support	500
Planned Parenthood Federation of America 434 West 33rd St, 11h Floor, New York, NY, 10001-2601	509(a)(1)	Stand With Us Today' Online Project	1,000
Planned Parenthood Federation of America 434 West 33rd St, 11h Floor, New York, NY, 10001-2601	509(a)(1)	Planned Parenthood Affiliate Awards/General Support/Contraception/Abortion Svcs	30,000
Planned Parenthood of Central New Jersey 69 Newman Springs Rd E, Shrewsbury, NJ, 07702-4038	509(a)(1)	I/H/O Phyliss Kinsler's Retirement and to Support Medical Abortions	5,000
Planned Parenthood of Central North Carolina 1765 Dobbins Dr, Chapel Hill, NC, 27514-5876	509(a)(1)	General Support	5,000
Planned Parenthood Gulf Coast 4600 Gulf Freeway, Houston, TX, 77023-3548	509(a)(1)	General Support	10,000
Planned Parenthood of Maryland, Inc. 330 N Howard St, Baltimore, MD, 21201-3610	509(a)(1)	Funds to be used where most needed	5,000
Planned Parenthood of North Florida, Inc 3850 Beach Blvd, Jacksonville, FL, 32207-4757	509(a)(1)	North Florida Justice Fund	2,000
Planned Parenthood of Northern New Englan 128 Lakeside Ave Ste 301, Burlington, VT, 05401-5906	509(a)(1)	General Support	15,000
Planned Parenthood of Northern New Englan 128 Lakeside Ave Ste 301, Burlington, VT, 05401-5906	509(a)(1)	The Laura Fund	5,000
Planned Parenthood of Northern New Englan 128 Lakeside Ave Ste 301, Burlington, VT, 05401-5906	509(a)(1)	New Hampshire Health Centers	10,000
Planned Parenthood of South Florida and The Treasure Coast 2300 N Florida Mango Rd, West Palm Bch, FL, 33409-6416	509(a)(1)	General Support	10,000
Planned Parenthood of Southern New England 345 Whitney Ave, New Haven, CT, 06511-2348	509(a)(2)	Abortion Assistance	10,000

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<b>Name and Address</b>	<b>Public Charity Status</b>	<b>Purpose</b>	<b>Amount</b>
Planned Parenthood Texas Capital Region 201 East Ben White Blvd Bldg B, Austin, TX, 78704-7301	509(a)(1)	General Support	10,000
Planned Parenthood Texas Capital Region 201 East Ben White Blvd Bldg B, Austin, TX, 78704-7301	509(a)(1)	Public Affairs Project	5,000
Reproductive Health Access Project Po Box 21191, New York, NY, 10025-0017	509(a)(1)	General Support	5,000
Rolling Dog Ranch Animal Sanctuary Foundation Po Box 150, Lancaster, NH, 03584-0150	ER Grant	General Support	1,000
SECU Family House at UNC Hospitals 123 Old Mason Farm Rd, Chapel Hill, NC, 27517-4431	509(a)(1)	General Support	3,000
Sinai Hospital of Baltimore, Inc 2401 W Belvedere Ave, Baltimore, MD, 21215-5216	509(a)(1)	Support of Nurses in Maternal Fetal Medicine in honor of Sebastian Prentice Zuskín	5,000
Society for the Prevention of Cruelty to Animals 590 N State Rd, Briarcliff, NY, 10510-1522	509(a)(1)	General support - Westchester	700
Southern Environmental Law Center, Inc 201 W Main St Ste 14, Charlottesville, VA, 22902-5064	509(a)(1)	General Support	15,000
Special Olympics Florida, Inc 1915 Don Wickham Dr, Clermont, FL, 34711-1915	509(a)(1)	Special Olympics Miami-Dade	1,250
The Conservation Fund 1655 Fort Myer Dr Ste 1300, Arlington, VA, 22209-3199	509(a)(1)	General Support	3,000
Tides Foundation Po Box 29903, San Francisco, CA, 94129	509(a)(1)	Non-profit Center Cornerstone Partner	10,000
Triangle Community Foundation 324 Blackwell Ste 1220, Durham, NC, 27701	509(a)(1)	Tomorrow Fund	1,000
Triangle Land Conservancy, Inc. 1101 Haynes St Ste 205, Raleigh, NC, 27604-1455	509(a)(1)	General Support	5,000
Trust Women Foundation, Inc 200 W Douglas Ave, Ste 600, Wichita, KS, 67202-3006	509(a)(1)	Grassroots Outreach & Communications and Public Policy Agenda	10,000
Umlauf Sculpture Garden & Museum 605 Robert E Lee Rd, Austin, TX, 78704-1453	509(a)(1)	General Support	5,000
United Way of Rutland County Vermont, Inc 6 Church St, Rutland, VT, 05701-3411	509(a)(1)	Vermont Disaster Relief Fund	10,000

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<b>Name and Address</b>	<b>Public Charity Status</b>	<b>Purpose</b>	<b>Amount</b>
University of Florida Foundation, Inc. Po Box 14425, Gainesville, FL, 32604-2425	509(a)(1)	Babicka Fellowship	1,500
University of North Carolina at Chapel Hill 104 Airport Drive, Ste 3600, Chapel Hill, NC, 27599	509(a)(1)	Playmakers Repertory Company	6,000
University of Texas at Austin Po Box 250, Austin, TX, 78767-0250	509(a)(1)	Longhorn Foundation	12,000
University of Texas at Austin Po Box 250, Austin, TX, 78767-0250	509(a)(1)	Graduate School of Business - Hermes Society	10,000
Vermont Public Interest Research & Education 141 Main Street, Montpelier, VT, 05602-2905	509(a)(1)	For Environmental Work only	5,000
Vero Beach Museum of Art, Inc. 3001 Riverside Park Dr, Vero Beach, FL, 32963-1874	509(a)(1)	Credit Against 2012 Funding	5,000
Victory Girl Productions Po Box 141, Stockbridge, MA, 01262-0141	509(a)(1)	General Support	1,000
Villalobos Rescue Center Pets in the Hood 18626 Knapp St, Northridge, CA, 91324-3102	509(a)(1)	General Support	2,000
Western Conservation Foundation 1536 Wynkoop St Ste 510, Denver, CO, 80202-1245	509(a)(1)	General Support	48,000
Women's Club of Haworth Po Box 262, Haworth, NJ, 07641-0262	509(a)(2)	General Support I/H/O Kathy Nakashian	500
World Wildlife Fund, Inc 1250 24th St N.W., Washington, DC, 20037-1124	509(a)(1)	Endangered Species Work	2,000
ZooMontana, Inc 2100 S Shiloh Rd, Billings, MT, 59106-3908	509(a)(1)	General Support	1,000
GRAND TOTAL			<u>\$ 1,185,000</u>