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HURRICANE SANDY EXTENDED DEADL

Form 990-PF

Return of Private Foundation

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

2011

OMB No 1545-0052

Department of the Treasury Note The foundation may be able to use a copy of this return to satisfy state reporting requirements Internal Revenue Service

		endar year 2011 or tax year beginning	, aı	nd ending		
					A Employer identification number	
		entice Foundation, Inc and street (or P O box number if mail is not delivered to street ac		15	06-1386173	
			acress)	Room/suite	B Telephone number (see instructions)	
		verside Road, Suite 123			(800) 839-1754	_
	•	• •			C If exemption application is pending, check here ▶	· 🔲
	ming			19809	_	_
G	Che		al return of a former p	oublic charity	D 1. Foreign organizations, check here	
			ended return		2. Foreign organizations meeting the 85% test,	_
			ne change		check here and attach computation	· 🗀
ᄲ		ck type of organization \boxed{X} Section 501(c)(3) exe			E If private foundation status was terminated	
느	Sec	tion 4947(a)(1) nonexempt charitable trust	Other taxable private	foundation	under section 507(b)(1)(A), check here ▶	
1	Fair	market value of all assets at end J Accounting		Accrual	F If the foundation is in a 60-month termination	
	of ye	ear (from Part II, col (c),			under section 507(b)(1)(B), check here ▶	
		16) ▶ \$ 16,114,373 (Part I, column (d) must be on cash bas	ıs)		
Pa	rt I	Analysis of Revenue and Expenses (The total of	(a) Revenue and	(b) Net investm	(d) Disbursement ent (c) Adjusted net for charitable	s
		amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	expenses per books	income	income purposes	
	-		DOOKS		(cash basis only)	
	1	Contributions, gifts, grants, etc , received (attach schedule)				!
	2	Check ► X if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	263,636	263	3,636	
	1.	Gross rents				
ne	, ,	Net rental income or (loss)	404.000			
Revenue	0 8	Net gain or (loss) from sale of assets not on line 10	421,006	······································	- 	
Š	,	Gross sales price for all assets on line 6a 5,645,036		400	077	
œ	8	Capital gain net income (from Part IV, line 2)		420	0,977	_
	9	Net short-term capital gain Income modifications			· · · · · · · · · · · · · · · · · · ·	
		Gross sales less returns and allowances				_
		D Less Cost of goods sold				
		Gross profit or (loss) (attach schedule)				-
	11	Other income (attach schedule)	154,461	157	7,724	
	12	Total. Add lines 1 through 11	-			\dashv
	13	Compensation of officers, directors, trustees, etc	839,103	842	2,337	!
xpenses	14	Other employee salaries and wages				
ë	15	Pension plans, employee benefits				—
ă		Legal fees (attach schedule)				
e H		Accounting fees (attach schedule)	···			
		Other professional fees (attach schedule)	126,121	126	5,121	
Administrativ	17	Interest	35		35	
nistrat	18	Taxes (attach schedule) (see instructions)	6,894	•	1,794	
듩	19	Depreciation (attach schedule) and depletion				
ğ	20	Occupancy				_
۷		Travel, conferences, and rejectings				_
and /	22	Printing and publications	50			50
	23	Other expenses (attach schedule)	76,435	75	5,118	138
perating	24	Other expenses (attach schedule), 7 7112 Total operating and administrative expenses. Add lines 13 through 23		-		
ra		Add lines 13 through 23	209,535	203	3,068	188
þ		Contributions, giffs, grants paid Total expenses and disbursements Add lines 24-and 25	1,185,000		1,181,0)00
J	26	Total expenses and disbursements-Add lines 24 and 25	1,394,535	203	3,068 1,181,1	188
	27	Subtract line 26 from line 12				1
		Excess of revenue over expenses and disbursements	-555,432			
	b	Net investment income (if negative, enter -0-)		639	9,269	
	C	Adjusted net income (if negative, enter -0-)				\Box

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011) Z

1 Cash non-interest-bearing 176,813 2 3 avrags and temporary cash investments 502,950 502	Pa	rt II	Balance Sheets Attached schedules and amounts in the description column	Beginning of year	End o	of year
2 Savings and temporary cash investments 502,950 1,326,159 1,326,159 3 Accounts receivable 502,950 502,950 502,950 4 Picdges receivable 502,950 502,950 502,950 502,950 4 Picdges receivable 502,950			should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
3 Accounts receivable		1	ŭ ,	176,813		
a Accounts receivable ► 502,950 Less allowance for doubtful accounts ► 502,950 4 Piedges receivable ← 100 per 100 p		2	Savings and temporary cash investments	658,586	1,326,159	1,326,159
Less allowance for doubtful accounts		3	Accounts receivable 502,950			
A Pledges receivable					502,950	502,950
Less allowance for doubtful accounts 5 Grants receivable 6 Roceavables due from officers, directors, trustees, and other disqualified persons (attach schedule) 7 Other notes and loans receivable (attach schedule) 8 Preparal expenses and deferred charges 9 Preparal expenses and deferred charges 10 a investments—Us and state government obligations (attach schedule) 10 investments—Corporate stock (tatach schedule) 10 investments—Corporate stock (tatach schedule) 10 investments—Corporate stock (tatach schedule) 11 investments—Corporate stock (tatach schedule) 12 investments—Corporate stock (tatach schedule) 13 investments—Corporate stock (tatach schedule) 14 Lend, buildings, and equipment basis 15 Less accomulated depreciation (tatach schedule) 16 Other assets (describe less) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 19 Corporate development basis 20 Loans from officers, directors, flustless, and other disqualified persons 21 Investments—corporate stock (stech schedule) 22 Other labitities (describe less) 23 Total liabilities (describe less) 24 Other labitities (describe less) 25 Total payable and accrued expenses 26 Grants payable 27 Corporate developed to the schedule) 28 Total restricted 29 Corporate developed to the schedule) 20 Corporate developed to the schedule) 21 Total restricted 22 Corporate developed to the schedule) 23 Total liabilities (describe less of this described persons 24 Corporate developed to the schedule) 26 Total accompleted lines 21 through 26 and lines 30 and 31. 27 Captal stock, trust propagal, or correct funds 28 Pacid-an or capital surplus, or land, bidg, and equipment fund 29 Pacid-an or capital surplus, or land, bidg, and equipment fund 20 Pacid-an or capital surplus, or land, bidg, and equipment fund and complete lines 22 through 31. 28 Total real assets for fund balances (see instructions) 30 Total flat ballities and net assets/fund balances (see instructions) 31 Total real assets or fund balances (see instructions) 32 Total liabilities and net		4				
6 Receavables due from officers, directors, trustees, and other discqualified persons (attach schedule) (see instructions) 7 Other roines and iosins receivable (attach schedule)			Less allowance for doubtful accounts			
disqualified persons (attach schedule) See instructions		5	Grants receivable			
Commonstrated constraints Less actions and constraints Less actions Less						
Less allowance for doubtful accounts ■						
8 Inventores for sale or use		7	Other notes and loans receivable (attach schedule)			
9 Prepaid expenses and deferred charges 10 a Investments—US and state government obligations (attach schedule) b Investments—corporate stock (attach schedule) c Investments—and, buildings, and equipment basis ▶ Less accumulated deprecation (attach schedule) 12 Investments—and, buildings, and equipment basis ▶ Less accumulated deprecation (attach schedule) 13 Investments—and, clatach schedule) 14 Land, buildings, and equipment basis ▶ Less accumulated deprecation (attach schedule) 15 Other assets (deschote) ▶ 16 Total assets (or be completed by all filters—see the instructions Also, see page 1, item) 17 Accounts payable and accrued expenses 18 Grants payable 19 Defered reverue 20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable (attach schedule) 22 Other kabilities (add lines 17 through 22) 23 Total Itabilities (add lines 17 through 22) 24 Uncestinated 25 Temporarily restricted 26 Permanently restricted 27 Expendations that do not follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. 27 Capital stock, trust principal, or current funds 28 Payad-nor capital supplus, or land, bldg , and equipment fund 29 Retained earnings, accumulated mome, endowment, or other funds 30 Total intellibilities and net assets/fund balances (see instructions) 31 Total liabilities and net assets/fund balances (see instructions) 31 Total liabilities and net assets/fund balances (see instructions) 31 Total liabilities and net assets/fund balances (see instructions) 31 Total liabilities and net assets or fund balances (see instructions) 31 Total liabilities and net assets/fund balances (see instructions) 32 Pearlill Analysis of Changes in Net Assets or Fund Balances 33 Total liabilities and net assets/fund balances (see instructions) 34 Expensive the fund balances (see instructions) 35 Decreases not included in line 2 (temize) ▶ See attachment to Form 990-PF 31 3 339,082 32 Checreases not included in line 2 (temize) ▶ See attachment to Form 990-PF 33 1						
b Investments—corporate stock (attach schedule)	ţ	8				
b Investments—corporate stock (attach schedule)	Š	9	Prepaid expenses and deferred charges			
C Investments—corporate bonds (attach schedule) 11 Investments—and, buildings, and equipment basis ► Less accumulated deprecation (attach schedule) 12 Investments—mortgage loans 13 Investments—mortgage loans 13 Investments—cother (attach schedule) 14 Land, buildings, and equipment basis ► Less accumulated deprecation (attach schedule) 15 Other assets (describe ► 16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred reverue 20 Lears from filters, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable (attach schedule) 22 Other liabilities (describe ► 23 Total liabilities (add lines 17 through 22) 24 Unrestricted 25 Temporanly restricted 26 Permanently restricted 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 20 Investricted 20 Investricted 21 Total liabilities and net assets/fund balances (see instructions) 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total interactions or fund balances (see instructions) 10 Total inclusions or fund balances (see instructions) 11 Total inabilities and net assets/fund balances (see instructions) 20 Total ret assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year fligure reported on prior year's return) 20 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) 5 See attachment to Form 990-PF 3 3 39,082 4 Total retains on the control of	Ą	10 a	Investments—US and state government obligations (attach schedule)			
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1		c	Investments—corporate bonds (attach schedule)	1,675,970	430,767	
Less accumulated deprecation (attach schedule) 12 Investments—other (attach schedule) 13 Investments—other (attach schedule) 14 Land, buildings, and equipment basis ▶ 15 Other assets (describe ▶ 16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Loans from officers, directors, fusitees, and other disqualified persons 21 Mortgages and other notes payable (attach schedule) 22 Other labilities (describe ▶ 23 Total liabilities (add lines 17 through 22) 34,682 4 Unrestricted 5 Toundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. 24 Unrestricted 5 Toundations that do not follow SFAS 117, check here and complete lines 24 through 31. 27 Capital stock, trust principal, or current funds 28 Pard-in or capital surplus, or land, bldg , and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 29 Retained earnings, accumulated income, endowment, or other funds 21 Total liabilities and net assets fund balances (see instructions) 29 Total act assets or fund balances (see instructions) 30 Total and assets or fund balances as beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) 20 Enter amount from Part I, line 27a 30 Tother increases not included in line 2 (itemize) ▶ See attachment to Form 990-PF 31 Total Add lines 1, 2, and 3 32 Decreases not included in line 2 (itemize) ▶ See attachment to Form 990-PF 33 Total of the state of the		11	Investments—land, buildings, and equipment basis		,	
13 Investments—other (attach schedule)			· · · · · · · · · · · · · · · · · · ·			
14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶ 15 Other assets (describe ▶ 16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item 1) 16,106,704 15,855,672 16,114,373 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Loans from officers, directors, fustees, and other disqualified persons 4 Mortgages and other notes payable (attach schedule) 20 Other liabilities (describe ▶) 34,682 20 Total liabilities (add lines 17 through 22) 34,682 0 0		12	Investments—mortgage loans			
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Less accumulated depreciation (attach schedule) Other assets (describe		14	Land, buildings, and equipment basis ▶			•
Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) 16,106,704 15,855,672 16,114,373 17, Accounts payable and accrued expenses 18, Grants payable 19 Deferred revenue 20 Loans from officers, directors, frustees, and other disqualified persons 21 Mortgages and other notes payable (attach schedule) 22 Officer labilities (describe ▶) 23 Total liabilities (add lines 17 through 22) 34,682 0 Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 20 Retained earnings, accumulated income, endowment, or other funds 30 Total liabilities and net assets/fund balances (see instructions) 10,072,022 15,855,672 10,106,704 15,855,672 10,106,704 10,106			Less accumulated depreciation (attach schedule)			
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19 Deferred revenue 20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable (attach schedule) 22 Other liabilities (describe ►		17	Accounts payable and accrued expenses			
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Total liabilities (add lines 17 through 22) 34,682 0	_	22	Other liabilities (describe ▶)	34,682		
and complete lines 24 through 26 and lines 30 and 31. 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg , and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see instructions) 31 Total liabilities and net assets/fund balances (see instructions) 4 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 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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) 5 Decreases not included in line 2 (itemize)		23	Total liabilities (add lines 17 through 22)	34,682	0	
Permanently restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg , and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see instructions) 31 Total liabilities and net assets/fund balances (see instructions) 4 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) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5 See attachment to Form 990-PF 5 Total net assets fund balance 2 (itemize) 5 See attachment to Form 990-PF 7 Total net assets or fund balance 3 (itemize) 7 Total net assets not included in line 2 (itemize) 8 See attachment to Form 990-PF 9 Total net assets not included in line 2 (itemize) 9 Total net assets	ses					
Permanently restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg , and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see instructions) 31 Total liabilities and net assets/fund balances (see instructions) 4 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) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5 See attachment to Form 990-PF 5 Total net assets fund balance 2 (itemize) 5 See attachment to Form 990-PF 7 Total net assets or fund balance 3 (itemize) 7 Total net assets not included in line 2 (itemize) 8 See attachment to Form 990-PF 9 Total net assets not included in line 2 (itemize) 9 Total net assets	ĭ	24	-			
Permanently restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg , and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see instructions) 31 Total liabilities and net assets/fund balances (see instructions) 4 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) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5 See attachment to Form 990-PF 5 Total net assets fund balance 2 (itemize) 5 See attachment to Form 990-PF 7 Total net assets or fund balance 3 (itemize) 7 Total net assets not included in line 2 (itemize) 8 See attachment to Form 990-PF 9 Total net assets not included in line 2 (itemize) 9 Total net assets	ä	25	Temporarily restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg , and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see instructions) 31 Total liabilities and net assets/fund balances (see instructions) 40 Total net assets or fund balances (see instructions) 51 Total net assets or fund balances (see instructions) 61 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) 71 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) 72 Enter amount from Part I, line 27a 73 Other increases not included in line 2 (itemize) 74 See attachment to Form 990-PF 75 Add lines 1, 2, and 3 75 Decreases not included in line 2 (itemize) 75 Decreases not included in line 2 (itemize) 75 Decreases not included in line 2 (itemize) 75 Total net assets or fund balances (see instructions) 86 Total net assets or fund balances (see instructions) 87 Total net assets or fund balances (see instructions) 88 Paid-in or capital surplus, or current funds 89 Total net assets or fund balances (see instructions) 80 (must agree with end-of-year figure reported on prior year's return) 80 (must agree with end-of-year figure reported on prior year's return) 80 (must agree with end-of-year figure reported on prior year's return) 81 (16,072,022) 82 (15,855,672) 83 (39,082) 84 (15,855,672) 85 (16,072,022) 86 (17,072,022) 87 (17,072,022) 88 (17,072,022) 89 (17		26	Permanently restricted			
and complete lines 27 through 31. 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg , and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see instructions) 31 Total liabilities and net assets/fund balances (see instructions) 4 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) 4 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) 5 Enter amount from Part I, line 27a 6 Other increases not included in line 2 (itemize) 7 See attachment to Form 990-PF 8 Add lines 1, 2, and 3 8 Decreases not included in line 2 (itemize) 8 See attachment to Form 990-PF 9 See attachment to Form 990-PF			Foundations that do not follow SFAS 117, check here			
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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ► See attachment to Form 990-PF 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 5 Total not accept the first temperature of the line 2 (itemize) ► 6 Total not accept the first line (itemize) ► 6 Total not accept the first line (itemize) ► 7 Total not accept the first line (itemize) ► 8 Total not accept the first line (itemize) ► 9 Total not accept the first line (itemize) ► 9 Total not accept the first line (itemize) ► 1 16,072,022 2 -555,432 3 339,082 4 15,855,672 5 Total not accept the first line (itemize) ► 1 16,072,022 2 -555,432 3 339,082	Ē		and complete lines 27 through 31.			
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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ► See attachment to Form 990-PF 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 5 Total not accept the first temperature of the line 2 (itemize) ► 6 Total not accept the first line (itemize) ► 6 Total not accept the first line (itemize) ► 7 Total not accept the first line (itemize) ► 8 Total not accept the first line (itemize) ► 9 Total not accept the first line (itemize) ► 9 Total not accept the first line (itemize) ► 1 16,072,022 2 -555,432 3 339,082 4 15,855,672 5 Total not accept the first line (itemize) ► 1 16,072,022 2 -555,432 3 339,082	0	27	Capital stock, trust principal, or current funds			
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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ► See attachment to Form 990-PF 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 5 Total not accept the first temperature of the line 2 (itemize) ► 6 Total not accept the first line (itemize) ► 6 Total not accept the first line (itemize) ► 7 Total not accept the first line (itemize) ► 8 Total not accept the first line (itemize) ► 9 Total not accept the first line (itemize) ► 9 Total not accept the first line (itemize) ► 1 16,072,022 2 -555,432 3 339,082 4 15,855,672 5 Total not accept the first line (itemize) ► 1 16,072,022 2 -555,432 3 339,082	ets	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ► See attachment to Form 990-PF 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 5 Total not accept the first temperature of the line 2 (itemize) ► 6 Total not accept the first line (itemize) ► 6 Total not accept the first line (itemize) ► 7 Total not accept the first line (itemize) ► 8 Total not accept the first line (itemize) ► 9 Total not accept the first line (itemize) ► 9 Total not accept the first line (itemize) ► 1 16,072,022 2 -555,432 3 339,082 4 15,855,672 5 Total not accept the first line (itemize) ► 1 16,072,022 2 -555,432 3 339,082	SS	29	Retained earnings, accumulated income, endowment, or other funds	16,072,022	15,855,672	
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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ► See attachment to Form 990-PF 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 5 Total not accept the first temperature of the line 2 (itemize) ► 6 Total not accept the first line (itemize) ► 6 Total not accept the first line (itemize) ► 7 Total not accept the first line (itemize) ► 8 Total not accept the first line (itemize) ► 9 Total not accept the first line (itemize) ► 9 Total not accept the first line (itemize) ► 1 16,072,022 2 -555,432 3 339,082 4 15,855,672 5 Total not accept the first line (itemize) ► 1 16,072,022 2 -555,432 3 339,082	Ä	30	Total net assets or fund balances (see instructions)			
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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ► See attachment to Form 990-PF 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 5 Total not accept the first temperature of the line 2 (itemize) ► 6 Total not accept the first line (itemize) ► 6 Total not accept the first line (itemize) ► 7 Total not accept the first line (itemize) ► 8 Total not accept the first line (itemize) ► 9 Total not accept the first line (itemize) ► 9 Total not accept the first line (itemize) ► 1 16,072,022 2 -555,432 3 339,082 4 15,855,672 5 Total not accept the first line (itemize) ► 1 16,072,022 2 -555,432 3 339,082	ē	31	Total liabilities and net assets/fund balances (see			
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) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) Add lines 1, 2, and 3 Decreases not included in line 2 (itemize) Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with 1 16,072,022 2 -555,432 3 339,082 4 15,855,672 5 Decreases not included in line 2 (itemize) 5 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with 1 16,072,022			instructions)	16,106,704	15,855,672	
end-of-year figure reported on prior year's return) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5 Total and another (itemize) 6 Total and another (itemize) 1 16,072,022 2 -555,432 3 339,082 4 15,855,672 5 Total and another (itemize) 5						
2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) See attachment to Form 990-PF 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5 6 Tatal and account of add halos (itemize) 5 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7	1			30 (must agree with	\Box	
3 Other increases not included in line 2 (itemize) ► See attachment to Form 990-PF 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 5 Tatal and an analysis of the section of t			, , , ,		1	16,072,022
4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 6 Total and a second finite 2 (itemize) ► 7 Total and a second finite 2 (itemize) ►	2				2	
4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 6 Total and account of find line 2 (itemize) ►	3	Other	increases not included in line 2 (itemize) See attachment to Forr	n 990-PF	3	
5 Decreases not included in line 2 (itemize) > 5	4	Add lii	nes 1, 2, and 3		4	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 6 15.855.672					5	
	6	Total r	net assets or fund balances at end of year (line 4 minus line 5)—Part II, co	olumn (b), line 30	6	15.855.672

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

8 Enter qualifying distributions from Part XII, line 4

the Part VI instructions

1,181,188

8

Fo	rm	990-PF (2011) The Prentice Foundation, Inc					06-138	<u>6173</u>	Pa	ge 4
P	ar	t VI Excise Tax Based on Investment Income (Section 4940)(a), 4	940(b),	4940(e), or 4948-	-see	instruc	tions	;)	
1	а	Exempt operating foundations described in section 4940(d)(2), check here								
		Date of ruling or determination letter(attach copy of letter i	_		I				1	
	b	Domestic foundations that meet the section 4940(e) requirements in Part V, che	ck	•	´ }	1		6	,393	
		here ► X and enter 1% of Part I, line 27b								
	С	All other domestic foundations enter 2% of line 27b Exempt foreign organization	ns ente	r 4%	J					i
_		of Part I, line 12, col (b)				_				
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundation	ons onl	y Other	s enter -0-)	2			0	
3 4		Add lines 1 and 2		h. O45		3		6	,393	
5		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundation. Tax based on investment income. Subtract line 4 from line 3. If zero or less, e		-	rs enter -u-)	_45			,393	
6		Credits/Payments	illei -u	-		3	 		,383	1
Ŭ		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	l	9,450					į
	_	Exempt foreign organizations—tax withheld at source	6b	 	5,400					
		Tax paid with application for extension of time to file (Form 8868)	6c		Ö	ĺ				1
		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	n 2220	ıs attacl	hed	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	overp	aid	•	10		3	,057	
1		Enter the amount of line 10 to be Credited to 2012 estimated tax		3,057	Refunded ►	11			0	
P	ar	VII-A Statements Regarding Activities						L	-	
1	а	During the tax year, did the foundation attempt to influence any national, state, or	or local	legislati	on or did it				Yes	No
	_	participate or intervene in any political campaign?						1a		_X_
	b	Did it spend more than \$100 during the year (either directly or indirectly) for poli	tical pu	rposes ((see page 19 of the					
		instructions for definition)?						1b		_X_
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities	and c	opies of	any materials					į
		published or distributed by the foundation in connection with the activities Did the foundation file Form 1120-POL for this year?						4-		
		Enter the amount (if any) of tax on political expenditures (section 4955) imposed	d durin	the ver	ar.			1c		<u> X</u>
	u	(1) On the foundation \triangleright \$(2) On foundation	•							! 1
	е	Enter the reimbursement (if any) paid by the foundation during the year for politic	-							
		on foundation managers > \$								
2		Has the foundation engaged in any activities that have not previously been repo	rted to	the IRS	?			2		X
		If "Yes," attach a detailed description of the activities								l
3	;	Has the foundation made any changes, not previously reported to the IRS, in its	gover	ning inst	rument, articles					
		of incorporation, or bylaws, or other similar instruments? If "Yes," attach a confo			he changes			3		_X_
4		Did the foundation have unrelated business gross income of \$1,000 or more du	ring the	e year?				4a		<u> </u>
_		If "Yes," has it filed a tax return on Form 990-T for this year?	_ 41-	^				4b	N/A	Y
J	'	Was there a liquidation, termination, dissolution, or substantial contraction durin	g tne y	ear				5		X
6		If "Yes," attach the statement required by General Instruction T Are the requirements of section 508(e) (relating to sections 4941 through 4945)	estiefi	ad author						
J		 By language in the governing instrument, or 	oausile	ou citile!						
		 By state legislation that effectively amends the governing instrument so that 	no mai	ndatory (directions			1		,
		that conflict with the state law remain in the governing instrument?		iddio.y (anconono			6	X	
7	'	Did the foundation have at least \$5,000 in assets at any time during the year?	of "Yes	s," comp	lete Part II, col. (c), a	and Pa	art XV	7	X	
8		Enter the states to which the foundation reports or with which it is registered (se		-	•					
		CT								
	b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990)-PF to	the Atto	rney		· -			
		General (or designate) of each state as required by General Instruction G? If "N						8b	Χ	
9	1	is the foundation claiming status as a private operating foundation within the me								
		or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see	ınstruc	tions for	Part XIV)? If "Yes,"					
44	,	complete Part XIV	_44 •		ata diakin			9		_X_
10	•	Did any persons become substantial contributors during the tax year? If "Yes," a their names and addresses	aπach a	a schedu	ue listing			4.		
		uicii names anu audiesses						1 10		I I

Form	990-PF (2011) The Prentice Foundation, Inc 06-138	3173	P	age 5
Par	t VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		
12	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)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address			
14	The books are in care of ► Foundation Source Telephone no ► (800) 839-17	54		
	Located at ► 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ► 19809			<u></u>
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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority		Yes	No
	over a bank, securities, or other financial account in a foreign country?	16		<u>X</u>
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of			1
D-	the foreign country			
Pa	rt 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)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No"			
	if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes X No			
b	after termination of government service, if terminating within 90 days) If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations			
U	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	110	14//	
С	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts,			İ
	that were not corrected before the first day of the tax year beginning in 2011?	1c	1	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))			
а	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?			
_	If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)			
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)		NI/A	
_	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here	2b	N/A	
С	the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business			ļ
	enterprise at any time during the year?			
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		1	
	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)	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable		ļ. <u> </u>	
	purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	•	Х

Form	m 990-PF (2011) The Prentic	ce Foundation, Inc							06-138	<u>6173</u>	P	age 6
Pa	art VII-B Statements Re	garding Activitie	s fo	or Which Form	1 47	20 May Be Re	quired	(continued,)			
5a	During the year did the founds (1) Carry on propaganda, o (2) Influence the outcome on, directly or indirectly,	r otherwise attempt to if any specific public e	influ election	ience legislation (s on (see section 49				Yes Yes	X No			The second secon
	(3) Provide a grant to an ind(4) Provide a grant to an orin section 509(a)(1), (2)	ganization other than	a ch	arıtable, etc , orga	nıza			Yes	X No			
	(5) Provide for any purpose educational purposes, of							X Yes	☐ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the ti	ansa	ictions fail to quali	fy ur	nder the exceptio	ns describ	ed in				
	Regulations section 53 4945	or in a current notice i	egar	dıng dısaster assı	stan	ce (see instructio	ns)?		_	5b_	Х	
С	Organizations relying on a cull f the answer is "Yes" to ques tax because it maintained explif "Yes," attach the statement	tion 5a(4), does the fore	ounda y for	ation claim exemp the grant?	tion			Yes	X No			
6a	Did the foundation, during the premiums on a personal beneated		nds, c	directly or indirectly	y, to	pay		Yes	X No			
b	Did the foundation, during the If "Yes" to 6b, file Form 8870	year, pay premiums,	direc	ctly or indirectly, o	n a p	personal benefit o	ontract?			6b_		X
7a	At any time during the tax year	ar, was the foundation	a pa	irty to a prohibited	tax	shelter transaction	n?	Yes	X No	<u> </u>		
	If "Yes," did the foundation re									7b	N/A	
Р		About Officers,	Dire	ectors, Truste	es,	Foundation	Manage	ers, Highly	Paid En	iploy	ees,	
_	and Contrac		4!		1.41.			41				
	List all officers, directors (a) Name and addr		(b)	Title, and average nours per week	(c) Compensation not paid, enter	(d) (emplo	Contributions to yee benefit plan	ıs (e		se acco	
SE	E ATTACHMENT		ae	voted to position		-0-)	and dete	erred compensa	tion			
												
	Community of five his			/-4b4b4b-		in alread and the	. 4	- !				
	Compensation of five hig enter "NONE."		ees	tomer man mo	ose				· · · · · · · · · · · · · · · · · · ·			
(a	a) Name and address of each emplo	yee paid more than \$50,	000	(b) Title, and avera hours per week devoted to position	.	(c) Compensation	,	I) Contributions employee benet lans and deferra compensation	fit (e ed		se acco	
NC	ONE				00							
					00					_		
		·			00							
			<u></u>		00		_					
					00							
To	otal number of other employe	ees paid over \$50,0	100						F	orm 9	90-PF	(2011)

Form 990-PF (2011)	111011111111111111111111111111111111111		06-1386173 Page 7
Part VIII	Information About Officers, Directors, Trustees,	Foundation Managers, Highly Paid	d Employees,
	and Contractors (continued)		
3 Five highes	t-paid independent contractors for professional services (se	e instructions). If none, enter "NONE."	,
(a) Na	ame 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	•	· .
Part IX-A	Summary of Direct Charitable Activities		
List the foundation'		at atabatical information arigh as	
	s four largest direct chantable activities during the tax year. Include releval inizations and other beneficianes served, conferences convened, research		Expenses
1			
	•••••••••••		
2			
3			
~		•	
Part IX-B	Summary of Program-Related Investments (see	instructions)	
	rgest program-related investments made by the foundation during the tax y	<u> </u>	Amount
1			
	•••••		
2		*	
All other program-re	elated investments. See instructions		
3			
Total. Add lines	1 through 3	•	l o

Pai	rt X	Minimum Investment Return (All domestic foundations must com	plete this part. Fo	oreign f	ounda	ations,
		see instructions)				
1	Fair m	arket value of assets not used (or held for use) directly in carrying out charitable, etc	,	1		
	purpos					
а	Averag	ge monthly fair market value of securities		L	1a	10,574,703
b	Avera	ge of monthly cash balances		L	1b	1,065,877
С	Fair m	arket value of all other assets (see instructions)		L	1c	5,920,293
d	Total	(add lines 1a, b, and c)			1d	17,560,873
е	Reduc	tion claimed for blockage or other factors reported on lines 1a and		į		
	1c (att	ach detailed explanation)	1e			
2	Acquis	sition indebtedness applicable to line 1 assets			2	
3	Subtra	ct line 2 from line 1d		L	3	17,560,873
4	Cash	deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see				
	ınstruc	ctions)			4	263,413
5	Net va	llue of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Par	t V, line 4	L	5	17,297,460
6		um investment return. Enter 5% of line 5			6	864,873
Par	t 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 p	oart)		
1	Minim	um investment return from Part X, line 6			1	864,873
2a	Tax or	n investment income for 2011 from Part VI, line 5	2a	6,393 0		
b	Incom	e tax for 2011 (This does not include the tax from Part VI)	2b	0		
С	Add lır	nes 2a and 2b			2c	6,393
3	Distrib	utable amount before adjustments Subtract line 2c from line 1			3	858,480
4	Recov	eries of amounts treated as qualifying distributions			4	. 0
5	Add Iır	nes 3 and 4			5	858,480
6	Deduc	tion from distributable amount (see instructions)			6	
7	Distril	butable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII,		1		
	line 1				7	858,480
Par	t XII	Qualifying Distributions (see instructions)				
1				1		
' a		nts paid (including administrative expenses) to accomplish charitable, etc., purposes ises, contributions, gifts, etc.—total from Part I, column (d), line 26		i ·	1a	1,181,188
b	**	am-related investments—total from Part IX-B		-	1b	1,161,166
2	•	nts paid to acquire assets used (or held for use) directly in carrying out charitable, etc		ŀ	 	
-	purpos		• •		2	0
3		nts set aside for specific charitable projects that satisfy the		ŀ		
а		ility test (prior IRS approval required)			3a	
b		distribution test (attach the required schedule)		ŀ	3b	
4		ying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and P	art VIII. line 4	ŀ	4	1,181,188
5		ations that qualify under section 4940(e) for the reduced rate of tax on net investmer	•	ŀ	-7-	1,101,100
•		e Enter 1% of Part I, line 27b (see instructions)	ıı	ļ	5	6,393
6		ted qualifying distributions. Subtract line 5 from line 4		ł	6	1,174,795
•	-	The amount on line 6 will be used in Part V, column (b), in subsequent years when	calculating whether	the found		1,174,795
	11016.	qualifies for the section 4940(e) reduction of tax in those years	calculating whether	ine iouila	auun	

e Remaining amount distributed out of corpus 322,708	Рa	rt	XIII Undistributed Incon	ne (see instructions)				
2 Undistributed income, if any, as of the end of 2011 a Enter amount for 2010 only b Total for prior years 20	1			om Part XI,				2011
a Enter amount for 2010 only b Total for prore years 20, 20, 20	2			of the and of 2011				000,460
b Total for pnor years 20		•	•	of the end of 2011				
3 Excess distributions carryover, if any, to 2011			•	20 20			<u> </u>	
a From 2006		D	· · · · · · · · · · · · · · · · · · ·			<u> </u>		
b From 2007	-	_		r any, to 2011				
C From 2008								
d From 2009 390,082 e From 2010 243,117 f Total of lines 3a through e 912,300		D		0		See Attachment		
e From 2010		С						
f Total of lines 3a through e 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,181,188 a Applied to 2010, but not more than line 2a b Applied to undistributed income of prory years (Election required—see instructions) c Treated as distributions out of corpus (Election required—see instructions) d Applied to 2011 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2011 (// an amount appears in column (//, the same amount must be shown in column (a)) 6 Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Priory years' undistributed income Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which ha notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b Taxable amount—see instructions e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions f Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount must be distributed income for 2011 Subtract line 4a from line 2a Taxable amount must be distributed income for 2011 Subtract line 4a from line 2a Taxable amount must be distributed income for 2011 Subtract line 4a from line 2a Taxable amount must be distributed income for 2011 Subtract line 4a from line 2a Taxable amount must be distributions out of corpus to satisfy requirements imposed by section 1700/(1)(F) or 4942(a)(3) (see instructions) 8 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 8 1 Analysis of line 9 2 Excess from 2008 279,101 243,117		d	From 2009					
4. Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,181,188 a Applied to 2010, but not more than line 2a b Applied to undistributed income of prior years (Election required—see instructions) c Treated as distributions out of corpus (Election required—see instructions) d Applied to 2011 distributed amount e Remaining amount distributed out of corpus Excess distributions carryover applied to 2011 (If an amount appears in column (af), the same amount must be shown in column (a)) Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b Taxable amount—see instructions e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions of Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions of Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions O Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions O Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions O Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions O Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions O Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions O Undistributed income for 2011 Subtract line And and 5 from line 1 This amount must be distributed in 2012 O Undistributed income for 2011 Subtract line And and 5 from line 5 or line 7 (see instructions) O Undistributed income for 2011 Subtract line And and 5 from line 5 or line 7 (see instructions) O Undistributed income for 2011 Subtract line And and 5 from line 5 or line 7 (see instru		е	From 2010	243,117				
x II, line 4 ▶ \$ 1.181.188 a Applied to 2010, but not more than line 2a b Applied to undistributed micome of prior years (Election required—see instructions) c Treated as distributions out of corpus (Election required—see instructions) d Applied to 2011 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) c Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6 from line 6 Taxable amount—see instructions e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 Amounts treated as distributions out of corpus to satisty requirements imposed by action 170(b)(1)(F) or 4942(g)(3) (see instructions) 8 Excess from 2007 9 Excess from 2007 0 b Excess from 2007 0 b Excess from 2007 0 b Excess from 2007 0 c Excess from 2008 279, 101 C Excess from 2007 0 b Excess from 2007 0 d Excess from 2009 0 d Excess from 2007 0 d Excess from 2009 0 d Excess from 2009 0 d Excess from 2007 0 d Excess from 2009 0 d Excess from 2000		f	Total of lines 3a through e		912,300			
a Applied to 2010, but not more than line 2a b Applied to undistributed income of prior years (Election required—see instructions) c Treated as distributions out of corpus (Election required—see instructions) d Applied to 2011 distributable amount e Remaining amount distributed out of corpus Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been insurance of or which a notice of deficiency has been insurance and or which a notice of deficiency has been insurance and the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b Taxable amount—see instructions e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions f Undistributed income for 2011 Subtract lines 4a da 4f from line 1 This amount must be distributed in 2012 A mounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(a)(3) (see instructions) 8 Excess distributions carryover for 2012. Subtract line 5 and 8 from line 6a 1,235,008 1,235,008 2,1	4		Qualifying distributions for 2011	from Part				
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Remaining amount distributed out of corpus 322,708			required—see instructions)					
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Instructions		C						
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 1,235,008 10 Analysis of line 9 a Excess from 2007				ıt—see				
lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 1,235,008 10 Analysis of line 9 a Excess from 2007 b Excess from 2008 C Excess from 2009 d Excess from 2009 d Excess from 2010 243,117		_		0.14				
be distributed in 2012 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 1,235,008 10 Analysis of line 9 a Excess from 2007		T						
Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a Analysis of line 9 Excess from 2007 DEXCESS from 2008 Excess from 2008 CEXCESS from 2009 DEXCESS from 2010 Amounts treated as distributions out of corpus departments imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) DEXCESS distributions carryover from 2006 10 Analysis of line 9 Excess from 2007 DEXCESS from 2008 279,101 CEXCESS from 2010 Excess from 2010 Amounts treated as distributions out of corpus departments imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) DEXCESS distributions carryover from 2012. 1,235,008				amount must				•
corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) 8	_							0
section 170(b)(1)(F) or 4942(g)(3) (see instructions) 8	7							
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 1,235,008 10 Analysis of line 9 a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 243,117			• •	, ,				
not applied on line 5 or line 7 (see instructions) 9	_							
9	8		•					
Subtract lines 7 and 8 from line 6a 1,235,008 10 Analysis of line 9 a Excess from 2007 0 b Excess from 2008 279,101 c Excess from 2009 390,082 d Excess from 2010 243,117	_				0			
10 Analysis of line 9 a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 243,117	9		_					
a Excess from 2007 0 b Excess from 2008 279,101 c Excess from 2009 390,082 d Excess from 2010 243,117				6a	1,235,008			
b Excess from 2008 279,101 c Excess from 2009 390,082 d Excess from 2010 243,117			•	ı				
c Excess from 2009 d Excess from 2010 243,117		а	Excess from 2007	0				
d Excess from 2010 243,117		b	Excess from 2008					
		С	Excess from 2009	390,082				
e Excess from 2011 322,708		d	Excess from 2010	243,117				
		е	Excess from 2011	322,708				

Form	1990-PF (2011) The Prentice Foundation, Inc.	<u> </u>			06-1386	6173 Page 10
	t XIV Private Operating Foundations (s			uestion 9)		N/A
1 a	If the foundation has received a ruling or determination foundation, and the ruling is effective for 2011, entitled the ruling is effective for 2011, enti			•		
b	Check box to indicate whether the foundation is a	private operating fou	ndation described in	n section	4942(J)(3) or	4942(J)(5)
2 a	Enter the lesser of the adjusted net	Tax year	-	Prior 3 years		
	income from Part I or the minimum investment return from Part X for each	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
	year listed	0				0
b	85% of line 2a	0	0	0	0	0
С	Qualifying distributions from Part XII, line 4 for each year listed	0				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities		ï.			0
е	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 a	Complete 3a, b, or c for the alternative test relied upon "Assets" alternative test—enter					
	(1) Value of all assets					0
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	_				
_	"Support" alternative test—enter	0				0
C	(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			:		0
	organizations as provided in section 4942(j)(3)(B)(III)					0
	(3) Largest amount of support from an exempt organization					0
	(4) Gross investment income		·			0
Pa	t XV Supplementary Information (Cor assets at any time during the ye			ndation had \$5,	,000 or more in	
1	Information Regarding Foundation Manag	ers:				
а	List any managers of the foundation who have cor			•	the foundation	
	before the close of any tax year (but only if they ha	ive contributed more	than \$5,000) (See	section 507(d)(2))		
<u>NO</u>						
D	List any managers of the foundation who own 10% ownership of a partnership or other entity) of which				ortion of the	
NO						
2	Information Regarding Contribution, Gran Check here ► X if the foundation only makes unsolicited requests for funds. If the foundation may other conditions, complete items 2a, b, c, and d	contributions to pres	selected charitable	organizations and d		
a	The name, address, and telephone number of the	person to whom app	lications should be	addressed	·· <u>·</u>	
b	The form in which applications should be submitte	d and information an	d materials they sh	ould include		
С	Any submission deadlines					
d	Any restrictions or limitations on awards, such as b factors	oy geographical area	s, charitable fields,	kinds of institutions,	or other	

06-1386173

Part XV	Supplementary	Information ((continued)	,
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Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
a Paid during the year	Or Substantial Contributor			
See Attachment				1,185,000
Total			. ▶ 3a	1,185,000
b Approved for future payment	•			
• то	TAL Form 990-PF, Part	I, Line 25, Co	lumn (a) and Part XV, Line 3a	\$1,185,000
Les	s grants to private four	dations not tr	eated as qualifying distribution	ns <u>\$ 4,000</u>
то	AL Form 990-PF, Part	I, Line 25, Co	lumn (d)	\$1,181,000
Total			. ► 3b	0

Form 990-P	F (2011) The Prentice Foundation, Inc				06-138	6173 Page 12
Part XV	-A Analysis of Income-Producing Activ	vities				
Enter gro	ss amounts unless otherwise indicated	Unrelated bus	iness income	Excluded by section	on 512, 513, or 514	(e)
	am service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
				·		
f						
	es and contracts from government agencies					
_	ership dues and assessments					
	st on savings and temporary cash investments				_	
4 Divide	nds and interest from securities			14	263,636	
5 Net re	ntal income or (loss) from real estate					
a De	bt-financed property					
	t debt-financed property					
	ntal income or (loss) from personal property	ļ			····	
	investment income					
	or (loss) from sales of assets other than inventory	525990	29	18	420,977	
	come or (loss) from special events profit or (loss) from sales of inventory					
	revenue a K-1 Pass-Through Inc/Loss	525990	-3,263	14	157,773	
	urrency loss	525550	-5,200	01	-49	
· · ·						
_						
~						
e						
e	tal Add columns (b), (d), and (e)		-3,234		842,337	
e	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e)		-3,234		842,337 13	839,103
e	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations)					
e	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activities		of Exempt P	urposes	13	
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Pounn (e) of Part X	urposes VI-A contributed ii	13	839,103
e	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activities	e is reported in coli	of Exempt Pounn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Pounn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Pounn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Pounn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Pounn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Pounn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Pounn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Pounn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Pounn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Pounn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Poumn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Poumn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Poumn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Poumn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Poumn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Poumn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Poumn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Poumn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Poumn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Poumn (e) of Part X	urposes VI-A contributed ii	13	839,103
e12 Subto 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations) -B Relationship of Activities to the Activiti	e is reported in coli	of Exempt Poumn (e) of Part X	urposes VI-A contributed ii	13	839,103

Form 9	90-PF (11101101100	e Foundation,				06-1386173		ge 13
Part	XVII	ln	formation Rega	arding Trans	sfers To and Transaction	ns and Re	ationships Wi	th Noncharitable		
			cempt Organiza							
ır		on 5	01(c) of the Code		ngage in any of the following ection 501(c)(3) organization				Yes	No
() b () ()	1) Cas 2) Oth other to 1) Sal 2) Puo 3) Re	sh ner a rans les o rcha ntal	assets actions of assets to a none ses of assets fror of facilities, equip	charitable exe n a noncharita ment, or othei	able exempt organization	nization of		1a(1a(1b(1b(2) 1) 2) 3)	X X X X
() () c S d If	5) Loa 6) Per haring the ar alue o	ans of the	facilities, equipme er to any of the at e goods, other ass	or membersh ent, mailing list pove is "Yes," sets, or service	nip or fundraising solicitations ts, other assets, or paid emp complete the following sche es given by the reporting fou ement, show in column (d) th	loyees dule Colum ndation If th	e foundation rec	eived less than fair	5) 6) c arket market	X X X
(a) Lii	ne no	(t) Amount involved	(c) Name o	of noncharitable exempt organization	(d) De	scription of transfers,	transactions, and sharing	arranger	nents
						-				
	-		- · · · -							
			••							
		-		 						
										
	\rightarrow								 	
				 	-					
				 				.		
	-									
										
	+									
d	lescrib	ed i		of the Code (o	ated with, or related to, one of ther than section 501(c)(3)) of			ions Yes	X No	
		(a) Name of organization)	(b) Type of organization	on	(c)	Description of relationship)	
Sig Her	n Ö	rrect, a	Mond complete Declaration of	of preparer (other than	this return, including accompanying schedule taxpayer) is based on all information of whice	n preparer has any	knowledge	May the IRS discus		
			ture of officer or truste			<u> </u>				
Paid	ı		Print/Type preparer's n	ame	Preparer's signature		Date	Check If	V	

Jeffrey D. Haskell

Jeffrey D Haskell

► Foundation Source

Firm's address > 55 Walls Drive, Fairfield, CT 06824

Preparer

Use Only

P01345770

(800) 839-1754

self-employed

Phone no

Firm's EIN > 51-0398347

11/14/2012

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

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

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

TOTAL:	154,461	157,724		o۲
	(a)	(g)	(0)	
	Revenue	Net Investment	Adjusted	
Description	per Books	Income	Net Income	_
ALTERNATIVE INVESTMENTS INSTITIONAL, LP K-1 Pass-Through Share of Partnership Income	123,072	123,072	0	0
2 GENERATION IM GLOBAL EQUITY FD, LLC K-1 Pass-Through Share of Partnership Income	28,828	28,828	0	0
3 NORTH SKY CLEANTECH VENTURES, LP K-1 Pass-Through Share of Partnership Income	2,610	5,873	0	0
	-49	49)	
		•		
				_
				_
				1

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

-1 1-1	
(d) Charitable Purpose	
(c) Adjusted Net Income	
121 126,121 (c) (d) (d) (d) (d) (d) (d) (d) (d) (d) (d	
(a) Expenses per Books 126,121	
TOTAL: Description Investment Management Services	
	10087654

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

	0	0			- 1	- 1	- 1	,	- 1	
(d) Charitable Purpose										
(c) Adjusted Net Income	0	0								
(b) Net Investment Income	0	1,794								
(a) Expenses per Books	5,100	1,794								
Description										
·	2011 Excise Tax	Foreign Tax								10
	(a) (b) (c) Expenses per Net Investment Adjusted Net Books Income Income	(a) (b) (c) Expenses per Description Net Investment Books Income Income 5,100 Adjusted Net Income Income Income	(a) (b) (c) Expenses per Books Net Investment Income	(a) (b) (c) Expenses per Net Investment Adjusted Net Books Income Income 5,100 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	(a) (b) (c) Expenses per Books Net Investment Income	(a) (b) (c) Expenses per Books Net Investment Income	(a) (b) (c) Expenses per Books Net Investment Income	(a) (b) (c) Expenses per Books Net Investment Income	(a) (b) (c) Expenses per Net Investment Adjusted Net Books Income Income 1,794 1,794 0	(a) (b) (c) Expenses per Books Net Investment Income

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

		TOTAL:	76,435	75,118	0	138
			(a)	(q)		(Q)
			Expenses per	Net Investment	Adjusted Net	Charitable
	Description		Books	Income		Purpose
-	ALTERNATIVE INVESTMENTS INSTITUTIONAL, LP K-1 Expenses		16,434	16,434	0	
7	2 GENERATION IM GLOBAL EQUITY FD, LLC K-1 Expenses		30,119	29,002	0	
က	3 NORTH SKY CLEANTECH VENTURES, LP K-1 Expenses		29,499	29,437	0	
4	4 Office Supplies		138	0	0	138
2	5 Bank Charges		245	245	0	
ဖ						
7						
8						
6						
10						

The Prentice Foundation, Inc

	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)	006	26,687	25,776
5	ACXIOM CORPORATION (ACXM)	1,100	17,118	13,431
9	AEGON N V ORD AMER REG (AEG)	4,940	66,539	19,859
_	AFCE (AFCE)	700	10,658	10,290
8	AFFILIATED MANAGERS GROUP (AMG)	345	24,768	33,103
1	AGRIUM INC (AGU)	1,445	80,119	96,974
9	AIR PRODS & CHEM INC. (APD)	325	27,062	27,687
=	AKZO NOBEL NV-ADR (AKZOY.PK)	310	13,007	14,973
12	ALBEMARLE CP (ALB)	125	6,430	6,439
_	ALCATEL LUCENT (ALU)	3,770	12,480	5,881
	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		1,007	24,827	47,500
19	AMERICAN PUBLIC EDUCATION INC (APEI)	200	7,294	8,656
		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
	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
76	ATLAS AIR WORLDWIDE HOLDINGS (AAWW)	1,050	39,149	40,352
27	AXA ADS (AXAHY.PK)	400	10,905	5,144
78	BAKER HUGHES INTL (BHI)	1,035	48,839	50,342
59	BANCO DO BRASIL S A SPONSORED ADR (BDORY.PK)	099	12,672	8,316
စ္က	BANCO SANTANDER BRASIL (BSBR)	880	6,822	7,163
સ	BANK OF AMERICA CORP (BAC)	2,540	38,494	14,122
32	BARCLAYS PLC ADR (BCS)	929	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	BOINGO WIRELESS, INC (WIFI)	1,200	10,030	10,320
36	BORG WARNER INC (BWA)	920	30,702	58,641
37	BOTTOMLINE TECHNOLOGIES, INC (EPAY)	200	11,556	11,585
38		800	20,195	21,504
39	BROADRIDGE FINANCIAL SOLUTIONS (BR)	006	17,426	20,295
용	BROOKFIELD ASSET MANAGEMENT CL A (BAM)	460	11,750	12,641
!	VIIIO) OO MAAN II OO II TANKII OO OO II TANKII OO OO II TANKII OO O	2 263	70 07	177 780

	Book Value	/alrie	EMV,
Description	Shares End of Year	Value	End of Year
42 CANADIAN PACIFIC RAILWAY LTD (CP)	06	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)	200	25,126	32,641
-	501	46,361	45,391
49 CBIZ, INC (CBZ)	4,300	29,372	26,273
$\overline{}$	672	40,873	45,427
т —	2,936	29,352	15,825
1 –	972	77,933	59,020
-	120	30,547	29,240
	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 INVESTEMENTS INC. (CYS)	2,800	36,362	36,792
61 DAI NIPPON PRINTING LTD JAPANSPONSORED ADR (DNPLY.PK)	1,250	20,348	11,825
	530	9,469	10,367
	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 ENISP.A. (E)	930	41,495	38,381
71 ENSCO PLC (ESV)	875	52,102	41,055
72 ENTERTAINMENT PROPERTIES TRUST SBI (EPR)	009	21,063	26,226
73 ERICSSON L M TEL CO (ERIC)	1,170	12,659	11,852
ပ္ပ	1,295	66,401	57,874
75 FEDEX CORPORATION COMMON STOCK (FDX)	818	72,795	68,311
FINNING INTL INC (FINGE 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
	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
OENEDAL MOTODS (GM)	1 151	30,602	72 23

83 GLAXOSMITHKLINE PLC (GSK) 84 GLOBAL CASH ACS HLDG (GCA)			Book Value	FMV
	Description	Shares	End of Year	End of Year
		430	24,315	19,621
	DG (GCA)	3,800	44,773	16,910
85 GLOBAL PAYMENTS INC (GPN)	C (GPN)	009	27,762	28,428
86 GOLDMAN SACHS GROUP (GS)	JUP (GS)	320	48,662	28,938
87 GOOGLE INC CL A (GOOG)	06)	381	190,859	246,087
	GOVERNMENT PROPERTIES INCOME REIT (GOV)	1,000	23,850	22,550
89 GRAINGER WWINC. (GWW)	3WW)	246	36,797	46,049
90 GROUPE DANONE ADS (DANOY.P	(DANOY.PK)	1,535	18,288	19,402
	PON/ADR (HLUKY PK)	910	13,087	17,081
92 HATTERAS FINL CPRP (HTS)	(HTS)	750	21,168	19,778
93 HELEN OF TROY LIMITED - COMM	ED - COMMON STOCK (HELE)	009	15,985	18,420
94 HERCULES TECHNOLOGY GROWTH (HTGC)	OGY GROWTH (HTGC)	2,700	26,151	25,488
95 HONDA MOTOR CO LTD (HMC)	C (HMC)	800	22,111	24,440
96 HSBC HLDGS PLC ADS (HBC)	(HBC)	240	12,155	9,144
97 IAC/INTERACTIVE CORP (IACI)	P (IACI)	1,300	39,472	55,380
98 INGERSOL-RAND PLC (IR)	(IR)	800	28,334	24,376
99 INTERDIGITAL COMMUNICATIONS	NICATIONS CORP (IDCC)	009	26,884	26,142
100 INTERNATIONAL BUSINESS MACHINES (IBM)	JESS MACHINES (IBM)	183	22,465	33,650
101 INTESA SANPAOLO S/ADR (ISNPY	NDR (ISNPY PK)	1,150	24,274	11,431
102 INTUITIVE SURGICAL, INC (ISRG)		83	27,866	43,060
103 ITALCEMENTI FABRICHERIUNITE	HERIUNITE SPA ADR (ITALY.PK)	1,240	15,461	7,080
104 J SAINSBURY PLC S/ADR NEW (JSAIY.PK)	JR NEW (JSAIY.PK)	1,110	24,345	20,702
105 J2 GLOBAL INC (JCOM)		1,540	35,384	43,336
106 JOHNSON & JOHNSON (JNJ)	(LNL)	268	36,628	37,249
107 JOHNSON CONTROLS INC (JCI)	INC (JCI)	2,011	35,220	62,864
108 KAMAN CORPORATION (KAMN)	I (KAMN)	1,500	44,532	40,980
109 KAR AUCTION SERVICES INC (KAR)	ES INC (KAR)	2,100	28,346	28,350
110 KENNAMETAL INC (KMT	1)	757	33,472	27,646
111 KINDER MORGAN INC (KMI)	KMI)	2,852	83,621	91,749
112 KINGFISHER PLC (KGFHY.PK)	HY.PK)	1,540	12,157	11,843
113 KOHLS CORP (KSS)		499	26,855	24,626
114 KONINKLIJKE AHOLD (AHONY.PK)	AHONY.PK)	1,148	7,624	15,441
115 KRAFT FOODS INC (KFT)	1)	1,575	33,773	58,842
116 LAS VEGAS SANDS CORP (LVS)	RP (LVS)	1,509	64,895	64,480
117 LIMITED BRANDS INC (LTD)	LTD)	970	38,496	39,140
118 LITTELFUSE, INC (LFUS)	(S)	200	8,765	8,596
119 LOWES COMPANIES INC (LOW)	C (LOW)	2,720	73,523	69,034
120 MANULIFE FIN CORP (MFC)	AFC)	750	17,026	7,965
121 MARKS & SPENCER GRP ADR (MAKSY.PK)	RP ADR (MAKSY.PK)	1,630	15,559	15,518
122 MARRIOTT INTERNATIONAL INC	DNAL INC. CL A (MAR)	2,002	67,579	58,398
123 MASTERCARD INC (MA)		383	40,316	142,789

		Book Value	-
Description	Shares En	End of Year	End of Year
124 MDC PARTNERS INC A (MDC-A)	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 (MIICF 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
	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)	809	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
	1,525	63,829	46,086
140 NORTHWEST BANCSHARES INC (NWBI)	2,100	23,551	26,124
	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	20,697
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)	062	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	800'26
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 PONNELLEY & SONS CO (RRD)	1,900	30,359	27,417
160 RENAISSANCERE 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

(SMI) Shares (SMI) 731 VNDY.PK) 270 SHW) 436 AL) 696 COMMON STOCK (SLGN) 1,200 NT CORPORATION (SIX) 730 (M) 730 (M) 730 (SWN) 1,200 (SWN) 1,200 (STWD) 1,200 STM) 1,200 STM) 1,200 STM) 1,200 STM) 1,200 STM 1,200 STM 1,500 N 1,500 N 1,500 N 1,500 N 1,500 N 1,500 N 1,545 N 1,741 SSC 1,242 N 1,242 N 2,220 SC 2,220 SC 500 SC 1,245 SC 1,245	Book Value End of Year 16,058 12,852 31,008 47,491 47,491 32,093 35,773 17,679 30,256 68,934 42,527 25,475 25,849 14,045	End of Year 31,009 14,918 38,922 43,472 43,472 54,869 6935 57,492 29,532 29,532 12,520 12,520 14,706
SCRIPPS NETWORKS INT (SNI) SEKENE A I HOLDINGS C (SVNDY, PK) SEEVEN A I HOLDINGS C (SVNDY, PK) SEEVEN A I HOLDINGS C (SVNDY, PK) SIGHAM ALDRICH CORP (SIAL) SIGHAM ALDRICH CORP (SIAL) SIGHAM ALDRICH CORP (SIAL) SIX FLAGS ENTERTAINMENT CORPORATION (SIX) SIX FLAGS ENTERTAINMENT CORPORATION (SIX) SIX FLAGS ENTERTAINMENT CORPORATION (SIX) SET TELECOM ADS ADS (SKM) SET JUDE MED INC (STJ) STAGE STORES INC (SIX) STAGE STORES INC	16,058 12,852 31,008 47,491 32,093 35,773 17,679 30,256 68,934 42,527 25,475 25,475 25,449 14,045	31,009 14,918 38,922 43,472 54,869 9,935 13,530 57,492 29,532 18,404 12,520 12,520
SEVEN & I HOLDINGS C (SVNDY. PK) SHERWINI-WILLIAMS CO (SHW) SIGMA ALDRICH CORP (SIGN) SIGMA ALDRICH CORP (SIGN) SIGMA ALDRICH CORP (SIGN) SIST FLAGS ENTER TAINMENT CORPORATION (SIX) SIX FLAGS ENTER TAINMENT CORPORATION (SIX) SONY CORP ADS (SKM) SONY CORP ADS (SKM) SONY CORP ADS (SKM) STAGE STORES INC (STJ) STAGE STORE (STROW) STAGE S	12,852 31,008 47,491 32,093 35,773 17,679 30,256 68,934 42,527 25,475 25,849 14,045	14,918 38,922 43,472 54,869 49,488 9,935 13,530 57,492 29,532 12,520 12,520 14,706
SHERWIN-WILLIAMS CO (SHW) SIGMA ALDRICH CORP (SIAL) SIGMA ALDRICH CORP (SIAL) SILGAN HOLDINGS, INC - COMMON STOCK (SLGN) SILGAN HOLDINGS, INC - COMMON STOCK (SLGN) SIT FLACOM ADS ADS (SKM) SONT CORP ADR (SNE) SOUTHWESTERN ENERGY (SWN) STACK STORES INC (SIS) STANDE MED INC (STJ) STACE STORES INC (SIS) STENNWOOD PROPERTY TRUST INC (STWD) STRICKOELECTRONICS (STM) STRICKOELECTRONICS (STM) STRICKOELECTRONICS (STM) STRICKOELECTRONICS (STW) SWEDISH KRONA (KRONA) SWISSCOM AG SKADR (SCMWY PK) TALSMAN ENERGY INC (TLM) TOR CORP (TTDKY.PK) TELECOM ITALIA ADR (TT) TELECOM ITALIA ADR (TS) TERMELETONICA SA ADR (TT) TEMBELETONICA SA ADR (TS) TERMELETONICA SA ADR (TS)	31,008 47,491 32,093 35,773 17,679 30,256 68,934 42,527 25,475 25,849 14,045	38,922 43,472 54,869 49,488 9,935 57,492 29,532 18,404 18,404 12,520 17,520
SIGMA ALDRICH CORP (SIAL) SILGAN HOLDINGS, INC - COMMON STOCK (SLGN) SILGAN HOLDINGS, INC - COMMON STOCK (SLGN) SIX FLAGS ENTERTAINMENT CORPORATION (SIX) SX TELECOM ADS ADS (SKM) SONY CORP ADR (SNE) SONY CORP ADR (SNE) SOUTHWESTERN ENERGY (SWN) ST JUDE MED INC (STJ) ST JUDE MED INC (TLM) THELSOM AND (STREY PK) TALISMAN ENERGY INC (TLM) TOK CORP (TTDKY.PK) TELECOM ITALIA ADR (TE) TELECONICA SA ADR (TE) TEMPLETON GLOBAL BD (TGBAX) THEMPLETON GLOBAL BD (TGBAX) THEMPLETON GLOBAL BD (TWC)	47,491 32,093 35,773 17,679 30,256 68,934 42,527 25,475 25,849 14,045	43,472 54,869 49,488 9,935 13,530 57,492 29,532 18,404 18,404 12,520 17,520
SILGAN HOLDINGS, INC - COMMON STOCK (SLGN) SIX FLAGS ENTERTAINMENT CORPORATION (SIX) SIX FLAGS ENTERTAINMENT CORPORATION (SIX) SONY CORP ADR (SNE) SONY CORP ADR (SNE) SOUTHWESTERN ENERGY (SWN) ST JUDE MED INC (SJ) ST JUDE MED INC (SJ) ST ARWOOD PROPERTY TRUST INC (STWD) STARWOOD PROPERTY TRUST INC (TRUN) TRUST ON TALISMAN ENERGY INC (TLM) TO K CORP (TTDKY.PK) TELECOMI TALIA ADR (TE) TELECOMI TALIA BD (TGBAX) TELECOMI TALIA ADR (TE) TELECOMI TALIA BD (TGBAX) TELECOMI TALIA ADR (TE) TELECOMI TALIA SAADR (TE) TELECOMI TALIA ADR (TE) TELECOMI TALIA ADR (TE) TELECOMI TALIA SAADR (TE)	32,093 35,773 17,679 30,256 68,934 42,527 25,475 25,849 14,045	54,869 49,488 9,935 13,530 57,492 29,532 18,404 12,520 17,66
SIX FLAGS ENTERTAINMENT CORPORATION (SIX) SK TELECOM ADS ADS (SKM) SONY CORP ADR (SNE) SONY CORP ADR (SNE) SOUTHWESTERN ENERGY (SWN) STACK STORES INC (STJ) STARWOOD PROPERTY TRUST INC (STWD) STARWOOD WISCAL (LVB) STARWOOD WISCAL (LVB) STARWOOD ROPERTY TRUST INC (STWD) STARWOOD MITSUI FINCL GRP (SMFG) TOWE PRICE ASSOCIATES (TROW) TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK) TALISMAN ENERGY INC (TLM) TOWE PRICE ASSOCIATES (TROW) TALISMAN ENERGY INC (TLM) TELECOM ITALIA ADR (TE) TELECOM ITALIA ADR (TE) TELECOM ITALIA ADR (TEF) TELECOM ITALIA ADR (TEF) TELECOM ITALIA ADR (TEF) TELECOM ITALIA ADR (TEF) TELEFONICA S A-ADR (TS) TEMPLETON GLOBAL BD (TGBAX) TEMPLETON GLOBAL BD (TGBAX) TIME WARNER CABLE INC (TWC)	35,773 17,679 30,256 68,934 42,527 25,475 25,849 14,045	49,488 9,935 13,530 57,492 29,532 18,404 12,520 12,520
SK TELECOM ADS ADS (SKM) SONY CORP ADR (SNE) SOUTHWESTERN ENERGY (SWN) STAUDE MED INC (STJ) STAGE STORES INC (SSI) STARWOOD PROPERTY TRUST INC (STWD) STEINWAY MUSICAL (LVB) STARWOOD PROPERTY TRUST INC (STWD) STARWOOD PROPERTY TRUST INC (STWD) STARWOOD PROPERTY TRUST INC (STWD) STARWOOD ROPERTY TRUST INC (STWD) STARWOOD ROPERTY TRUST INC (STWD) STARWOOD ROPERTY TRUST INC (STWD) STARWOOD MISUI FINCL GRP (SMFG) SUMITOMO MITSUI FINCL GRP (SMFG) SUMITOMO MITSUI FINCL GRP (SWFG) SUMITOMO MITSUI FINC (TRU) T. ROWE PRICE ASSOCIATES (TROW) TAKEDA PHARMACEUTICAL CO LTD (TRYY.PK) TELECOM ITALIA ADR (TI) TELECOM ITALIA ADR (TIF) TELECOMICA S ADR (TIF) TEMPLETON GLOBAL BD (TGBAX) TEMPLETON GLOBAL BD (TGBAX) TIME WARNER CABLE INC (TWC)	17,679 30,256 68,934 42,527 25,475 25,849 14,045	9,935 13,530 57,492 29,532 18,404 12,520 12,520 14,706
SONY CORP ADR (SNE) SOUTHWESTERN ENERGY (SWN) ST JUDE MED INC (STJ) STAGE STORES INC (STJ) STAGE STORES INC (STJ) STARWOOD PROPERTY TRUST INC (STWD) STARWOOD PROPERTY TRUST INC (STWD) STEINWAY MUSICAL (LVB) STARWOOD PROPERTY TRUST INC (STW) STEINWAY MUSICAL (CVB) STARWOOD PROPERTY TRUST INC (STW) SUMICORELECTRONICS (STW) SWIESCOM AG (SADR (SSREY PK) SWIESCOM AG SYADR (SREY PK) SWISSCOM AG SYADR (STROW) TAKEDA PHARMACEUTICAL CO LTD (TRPYY.PK) TALISMAN ENERGY INC (TLM) TALISMAN ENERGY INC (TLM) TONC CORP (TTDKY.PK) TELECOM ITALIA ADR (TF) TELECOM ITALIA ADR (TF) TELEFONICA S A ADR (TE) TELEFONICA S A ADR (TE) TELEFONICA S AADR (TE) TELEFONICA S AADR (TS)	30,256 68,934 42,527 25,475 25,849 14,045	13,530 57,492 29,532 18,404 12,520 14,706
SOUTHWESTERN ENERGY (SWN) St JUDE MED INC (STJ). STAGE STORES INC (SSI) STAGE STORES INC (SSI) STARWOOD PROPERTY TRUST INC (STWD) STEINWAY MUSICAL (LVB) STARWOOD PROPERTY TRUST INC (STW) STAINCROELECTRONICS (STM) SUNICOR ENERGY INC (SU) SWIEDISH KRONA (KRONA) SWIEDISH KRONA (KRONA) SWIESCOM AG S/ADR (SCMWY PK) TALISMAN ENERGY INC (TLM) TALISMAN ENERGY INC (TLM) TELECON ITALIA ADR (TE) TELECON ITALIA ADR (TE) TELEFCONICA S A ADR (TE) TELEFONICA S A ADR (TE) TELEFONICA S A ADR (TE) TELEFONICA S AADR (TS) TELEFONICA S AADR (TS) TENARIS SA-ADR (TS) TENARIS SA-ADR (TS)	68,934 42,527 25,475 25,849 14,045 36,317	57,492 29,532 18,404 22,212 12,520 14,706
ST JUDE MED INC (STJ) STAGE STORES INC (SSJ) STARWOOD PROPERTY TRUST INC (STWD) STEINWAY MUSICAL (LVB) STARICROELECTRONICS (STM) SUMITOMO MITSUI FINCL GRP (SMFG) SUNCOR ENERGY INC (SUJ) SWEDISH KRONA (KRONA) SWISS RE LTD-SPN ADR (SSREY PK) SWISS RE LTD-SPN ADR (SSREY PK) SWISS OM AG S/ADR (SCMWY PK) TALISMAN ENERGY INC (TLM) TALISMAN ENERGY INC (TLM) TELECOM ITALIA ADR (TF) TELECOM ITALIA ADR (TF) TELEFONICA S A ADR (TEF) TELEFONICA S A ADR (TS) TENARIS SA-ADR (TS)	42,527 25,475 25,849 14,045 36,317	29,532 18,404 22,212 12,520 14,706
STAGE STORES INC (SSI) STARWOOD PROPERTY TRUST INC (STWD) STEINWAY MUSICAL (LVB) STARWOOD PROPERTY TRUST INC (STM) SUMICROELECTRONICS (STM) SUMICROELECTRONICS (STM) SUMICROELECTRONIC (SU) SUMICROELECTRONIC (SU) SUMICROELECTRONIC (SU) SUMICRORE ENERGY INC (SU) SWISS COM AC S/ADR (SCRWY PK) TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK) TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK) TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK) TALISMAN ENERGY INC (TLM) TELECOM ITALIA ADR (TI) TELEFLEX INC. (TFX) TELEFLEX INC. (TFX) TELEFLEX INC. (TFX) TELEFLEX INC. (TFX) TELEFONICA S A ADR (TEF) TELEFONICA S A ADR (TEF) TEMPLETON GLOBAL BD (TGBAX) TEMPLETON GLOBAL BD (TWC)	25,475 25,849 14,045 36,317	18,404 22,212 12,520 14,706
STARWOOD PROPERTY TRUST INC (STWD) STEINWAY MUSICAL (LVB) STEINWAY MUSICAL (LVB) STAMICROELECTRONICS (STM) STAMICROELECTRONICS (STM) STAMICROELECTRONICS (STM) SUMITOMO MITSUI FINCL GRP (SMFG) SUMISS RE LTD-SPN ADR (SSREY PK) SWISS COM AG SYADR (SCMWY PK) TAKEDISH KRONA (KRONA) TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK) TELEFONNECTIVITY LTD (TEL) TELEFONICA S A ADR (TF) TELEFONICA S A ADR (TFF) TEMPLETON GLOBAL BD (TGBAX) TENARIS SA-ADR (TS)	25.849 14,045 36,317	22,212 12,520 14,706
STEINWAY MUSICAL (LVB) STRINCROELECTRONICS (STM) STMICROELECTRONICS (STM) SUMITOMO MITSUI FINCL GRP (SMFG) SUNCOR ENERGY INC (SU) SWEDISH KRONA (KRONA) SWEDISH KRONA (KRONA) SWISS RE LTD-SPN ADR (SSREY PK) SWISS COM AG S/ADR (SCMWY PK) TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK) TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK) TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK) TELECONNECTIVITY LTD (TEL) TELECON ITALIA ADR (TI) TELEFONICA S A ADR (TEF) TEMPLETON GLOBAL BD (TGBAX) TELEFONICA S SA-ADR (TS) TENARIS SA-ADR (TS) TIME WARNER CABLE INC (TWC)	14,045	12,520 14,706
STMICROELECTRONICS (STM) SUMITOMO MITSUI FINCL GRP (SMFG) SUNCOR ENERGY INC (SU) SWEDISH KRONA (KRONA) SWISS RE LTD-SPN ADR (SSREY PK) SWISS RE LTD-SPN ADR (SREY PK) SWISSCOM AG S/ADR (SCMWY PK) T. ROWE PRICE ASSOCIATES (TROW) T. ROWE PRICE ASSOCIATES (TROW) T. ROWE PRICE ASSOCIATES (TROW) TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK) TALISMAN ENERGY INC (TLM) TALISMAN ENERGY INC (TLM) TELECOM ITALIA ADR (TI) TELECOM ITALIA ADR (TI) TELECOM ITALIA ADR (TE) TELEFONICA S A ADR (TS) TENARIS SA-ADR (TS) TIME WARNER CABLE INC (TWC)	36,317	14,706
SUNITOMO MITSUI FINCL GRP (SMFG) SUNCOR ENERGY INC (SU) SWEDISH KRONA (KRONA) SWISS RE LTD-SPN ADR (SSREY PK) SWISS COM AG S/ADR (SCMWY PK) TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK) TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK) TALISMAN ENERGY INC (TLM) TOK CORP (TTDKY.PK) TELECOM ITALIA ADR (TI) TELECOM ITALIA ADR (TE) TELEFONICA S A ADR (TS)	21 700	
SUNCOR ENERGY INC (SU) SWEDISH KRONA (KRONA) SWEDISH KRONA (KRONA) SWISS RE LTD-SPN ADR (SSREY PK) SWISS COM AG S/ADR (SCMWY PK) TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK) TALISMAN ENERGY INC (TLM) TALISMAN ENERGY INC (TLM) TELECOM ITALIA ADR (TI) TELECOM ITALIA ADR (TE) TELEFLEX INC. (TFX) TELEFLEX INC. (TFX) TELEFONICA S A ADR (TEF) TELEFONICA S A ADR (TEF) TELEFONICA S A ADR (TS) TENARIS SA-ADR (TS)	27,423	10,937
SWEDISH KRONA (KRONA) SWISS RE LTD-SPN ADR (SSREY PK) SWISSCOM AG S/ADR (SCMWY PK) T. ROWE PRICE ASSOCIATES (TROW) TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK) TALISMAN ENERGY INC (TLM) TALISMAN ENERGY INC (TLM) TALISMAN ENERGY INC (TLM) TELECOM ITALIA ADR (TI) TELECOM ITALIA ADR (TI) TELEFONICA S A ADR (TEF) TELEFONICA S A ADR (TEF) TELEFONICA S A ADR (TEF) TEMPLETON GLOBAL BD (TGBAX) TEMPLETON GLOBAL BD (TWC) TIME WARNER CABLE INC (TWC)	62,713	46,128
SWISS RE LTD-SPN ADR (SSREY PK) SWISSCOM AG S/ADR (SCMWY PK) T. ROWE PRICE ASSOCIATES (TROW) T. ROWE PRICE ASSOCIATES (TROW) TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK) TALISMAN ENERGY INC (TLM) TDK CORP (TTDKY.PK) TELECOM ITALIA ADR (TI) TELECOM ITALIA ADR (TI) TELEFONICA S A ADR (TEF) TELEFONICA S A ADR (TEF) TEMPLETON GLOBAL BD (TGBAX) TEMPLETON GLOBAL BD (TGBAX) TEMPLETON GLOBAL BL (TVC)	1,441	1,405
SWISSCOM AG S/ADR (SCMWY PK) T. ROWE PRICE ASSOCIATES (TROW) TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK) TALISMAN ENERGY INC (TLM) TOK CORP (TTDKY.PK) TE CONNECTIVITY LTD (TEL) TELECOM ITALIA ADR (TI) TELEFONICA S A ADR (TEF) TELEFONICA S A ADR (TEF) TELEFONICA S A ADR (TEF) TEMPLETON GLOBAL BD (TGBAX) TEMPLETON GLOBAL BD (TWC) TENARIS SA-ADR (TS) TIME WARNER CABLE INC (TWC)	21,349	18,704
T. ROWE PRICE ASSOCIATES (TROW) TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK) TALISMAN ENERGY INC (TLM) TDK CORP (TTDKY.PK) TE CONNECTIVITY LTD (TEL) TELECOM ITALIA ADR (TI) TELEFONICA S A ADR (TEF) TELEFONICA S A ADR (TEF) TELEFONICA S A ADR (TEF) TEMPLETON GLOBAL BD (TGBAX) TEMPLETON GLOBAL BD (TWC) TIME WARNER CABLE INC (TWC)	14,093	12,893
TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK) TALISMAN ENERGY INC (TLM) TDK CORP (TTDKY.PK) TE CONNECTIVITY LTD (TEL) TELECOM ITALIA ADR (TI) TELEFCONICA S A ADR (TEF) TELEFONICA S A ADR (TEF) TEMPLETON GLOBAL BD (TGBAX) TEMPLETON GLOBAL BD (TS) TIME WARNER CABLE INC (TWC)	33,709	39,011
TALISMAN ENERGY INC (TLM) TDK CORP (TTDKY.PK) TE CONNECTIVITY LTD (TEL) TELECOM ITALIA ADR (TI) TELEFONICA S A ADR (TEF) TELEFONICA S A ADR (TEF) TELEFONICA S A ADR (TEF) TEMPLETON GLOBAL BD (TGBAX) TEMPLETON GLOBAL BIO (TWC)	13,500	12,569
TDK CORP (TTDKY.PK) TE CONNECTIVITY LTD (TEL) TELECOM ITALIA ADR (TI) TELEFLEX INC. (TFX) TELEFONICA S A ADR (TEF) TELEFONICA S A ADR (TEF) TEMPLETON GLOBAL BD (TGBAX) TEMPLETON GLOBAL BD (TWC)	29,086	19,699
TE CONNECTIVITY LTD (TEL) TELECOM ITALIA ADR (TI) TELEFLEX INC. (TFX) TELEFONICA S A ADR (TEF) TEMPLETON GLOBAL BD (TGBAX) TEMPLETON GLOBAL BD (TGBAX) TENARIS SA-ADR (TS) TIME WARNER CABLE INC (TWC)	21,158	15,818
TELECOM ITALIA ADR (TI) TELEFLEX INC. (TFX) TELEFONICA S ADR (TEF) TEMPLETON GLOBAL BD (TGBAX) TEMPLETON GLOBAL BD (TGBAX) TEMPLETON GLOBAL BD (TGBAX) TIME WARNER SA-ADR (TS)	12,188	21,567
TELEFLEX INC. (TFX) TELEFONICA S A ADR (TEF) TEMPLETON GLOBAL BD (TGBAX) TENARIS SA-ADR (TS) TIME WARNER CABLE INC (TWC)	49,040	23,643
TELEFONICA S A ADR (TEF) TEMPLETON GLOBAL BD (TGBAX) TENARIS SA-ADR (TS) TIME WARNER CABLE INC (TWC)	28,495	30,645
TEMPLETON GLOBAL BD (TGBAX) TENARIS SA-ADR (TS) TIME WARNER CABLE INC (TWC)	12,679	10,262
TENARIS SA-ADR (TS) TIME WARNER CABLE INC (TWC)	231,173	215,494
	49,185	46,289
	48,989	51,047
195 TJX COMPANIES INC (TJX)	26,887	65,325
196 TOKIO MARINE HOLDINGS INC (TKOMY PK)	42,933	20,900
197 TOYOTA MTR CORP (TM) 360	27,463	23,807
198 UBS AG (UBS)	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
VIRGIN MEDIA INC (VMED)	23,542	27,794
	100,673	116,962
205 VODAFONE GROUP PLC (VOD) 520	11,881	14,576

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

		TOTAL:	430,767	423,171
Description		Shares	Book Value End of Year	FMV End of Year
		11,000	11,493	11,860
2 AMERICAN EXPRESS CO NT - 6.150% - 08/28/2017 (025816AX7)25816AX7)	000'6	10,267	10,130
AMGEN INC NOTE - 02.500% - 11/7	3)	11,000	10,867	11,132
ARROW ELECTRONICS INC - 6.875	42735AL4)	9,000	10,174	10,166
5 ATP OIL & GAS CORP SR 2LIEN 11 87500% 05/01/2015 (00208JAE8)	15 (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)	AL6)	000'6	10,161	10,287
8 BLACKROCK INC NOTE 03.50000% 12/10/2014 (09247XAD3)	7XAD3)	10,000	10,638	10,678
9 CENTURYLINK INC NOTE - 6 450% - 06/15/2021 (156700AR7	700AR7)	12,000	11,889	12,022
10 CITY NATIONAL CORP NOTE - 5 250% - 09/15/2020 (178566AC9)	178566AC9)	10,000	9,925	9,945
11 CLOROX CO DEL SR NT 5 95000% 10/15/2017 (189054AN9)	4AN9)	000'6	10,603	10,421
12 DELL - 2 300% - 9/10/2015 (24702RAL5)		10,000	066'6	10,218
13 DONNELLEY R & SONS - 5 500% - 05/15/2015 (257867AR2)	367AR2)	11,000	11,699	10,643
14 GATX CORP NOTE 04 75000% 05/15/2015CALL MAKE WHOLE	E WHOLE (361448AJ2)	10,000	10,614	10,659
15 GENWORTH FINL INC NT - 5.750% - 06/15/2014 (37247DAE6)	17DAE6)	11,000	11,732	11,165
16 HEWLETT-PACKARD CO NOTES 05.50000% 03/01/2018 (428236AS2)	118 (428236AS2)	000'6	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)	GJ8)	10,000	006'6	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 (585055AMB)	5055AM8)	11,000	11,003	11,083
22 MERRILL LYNCH & CO - 6 500% - 07/15/2018 (590188JF6)	JF6)	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)	261)	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)	473QAT0)	14,000	16,344	16,398
27 OWENS CORNING INC - 9 000% - 06/15/2019 (690742AC5)	AC5)	000'6	10,734	10,737
28 PITNEY BOWES INC NT 5 00000% 03/15/2015 (724479AG5)	9AG5)	10,000	10,696	10,577
29 PRUDENTIAL FINL INC - 6.000% - 12/01/2017 (74432QBC8)	BC8)	10,000	11,200	11,122
_		12,000	12,669	11,880
31 SIMON PROPERTY GROUP LP NT - 5 750% - 12/01/2015 (828807BP1	015 (828807BP1)	10,000	11,429	11,188
32 SLM CORP - 5.000% - 10/01/2013 (7842FBG2)		12,000	12,509	12,058
33 SPRINT NEXTEL CORP 6 8750 10/31/2013 (65332VBH5)	H5)	11,000	10,945	10,945
34 TARGET CORP - 3.875% - 07/15/2020 (87612EAV8)		10,000	10,443	11,048
		10,000	10,388	10,250
36 TYCO INTERNATIONAL FINAN 03.37500% 10/15/2015 (902118BN7)	(902118BN7)	10,000	10,502	10,475
37 VORNADO RLTY L P NT - 4 250% - 04/01/2015 (929043AF4)	3AF4)	10,000	10,460	10,349
38 WELLS FARGO & CO NOTE - 3 676% - 06/15/2016 (949746QUB)	9746QU8)	10,000	10,413	10,450
39 ZURICH REINS CENTRE HLDG INC - 7 125% - 10/15/2023 (989822AA9)	:023 (989822AA9)	11,000	11,839	11,909

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

	TOTAL:	5,628,844	5,529,228
	Book Value	/alue	FMV
Asset Description	End of Year	Year	End of Year
1 ALTERNATIVE INVESTMENTS INSTITIONAL, LP		1,961,928	1,956,096
2 F&C COMMINGLED FUND II LTD		000'006	704,102
3 GENERATION IM GLOBAL EQUITY FD, LLC		2,192,136	2,177,369
4 NORTH SKY CLEANTECH VENTURES, LP		574,780	691,661
9			
9			
8			
6			
01			

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

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 ar 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.

The Prentice Foundation, Inc.	

				 -		 -		
Verification	None necessary	None necessary						
		11/8/2012						
Any Diversion by Grantee?	To the knowledge of the grantor, no funds have been diverted	To the knowledge of the grantor, no funds have been diverted.						
Amt. Expended by Grantee	1,000	3,000						
Grant Purpose	To support veterinary surgeries.	To support animal shelters in need						
Grant Amount	1,000	3,000						
Grant Date	12/6/11	12/19/11		-				
Foreign Country								
Zip Code	03584	12506						
State	풀	ž						
City	Lancaster	Bangall						
Street	PO Box 150	PO Box 624						
Grantee Name		Animal Farm Foundation, Inc						
	Street City State Code Country Date Amount Purpose by Grantee by Grantee Dates of Strantee Dates of Strantee Street Code Country Date Amount Purpose by Grantee Dates Dates Amount Purpose by Grantee Dates	Street City State Code Country Date Amount Purpose by Grantee by Grantee by Grantee hy G	Grantee Street City State Code Country Date Amount Purpose by Grantee Boundation, Inc Foundation, Inc Foundation, Inc Foundation, Inc Foundation, Inc Foundation, Inc Foundation inc Found	Grantee Street City State Code Country Date Amount Grant Grant Beports Reling Dog Farm PO Box 150 Lancaster NH 03584 12/6/11 1,000 To support 1,000 To the grant from by Grantee hy Grantee by Grantee by Grantee by Grantee by Grantee hy Grantee	Grantee Street City State Code Country Date Amount Purpose by Grantee By Gran	Rolling Dog Farm PO Box 150 Lancaster NH 03584 Annual Farm PO Box 624 Bangall NY 12506 Roundation, Inc	Grante Street Crty State Code Country Date Rolling Dog Farm PO Box 150 Lancaster NH 03584 12/e/i1 1,000 To support 1,000 To the PO Box 624 Bangall NY 12:56 12/19/11 3,000 To support animal Farm PO Box 624 Bangall NY 12:56 12/19/11 3,000 To support animal been diverted	Street City C

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

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	Expense Acct										
٥	Benefits	0	0	0	0	0					
0	Comp	0	0	0	0	0	_			. <u> </u>	
TOTAL:	Avg Hrs				1	-					
TC	Title	Secretary	Vice President / Director	Vice President / Director	Treasurer	President / Director					
	Zıp Code	19809	19809	19809	19809	19809				!	
	State	DE	DE	DE	DE	DE					
	City	Wilmington	Wilmington	Wilmington	Wilmington	Wilmington					
	Street	501 Silverside Road, Ste 123									
	Name	i	2 Jerry Babicka	e.							
,		1	2	3	4	2	9	2	ω	6	5

Name and Address	Public Charity Status	Purpose	Amount
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

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

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 Miamı'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

Name and Address	Public Charity Status	Purpose	Amount
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 rescuet	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

Name and Address	Public Charity Status	Purpose	Amount
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

Name and Address	Public Charity Status	Purpose	Amount
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 Multidiciplanary 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

Name and Address	Public Charity Status	Purpose	Amount
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

Name and Address	Public Charity Status	Purpose	Amount
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 Zuskin	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 Mıami-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

Name and Address	Public Charity Status	Purpose	Amount
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)	Longhom 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 Gırl 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			1,185,000