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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE PRENTICE FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

1805 OSCEOLA STREET

A Employer identification number

20-2557712

B Telephone number

716-250-7500

City or town, state, and ZIP code

JACKSONVILLE, FL 32204

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeC If exemption application is pending, check here ► D 1. Foreign organizations, check here ► Foreign organizations meeting the 85% test,
2. check here and attach computation ► E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ► H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) ► \$ 12,624,957. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,500.		N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				STATEMENT 1
	3 Dividends and interest from securities	41.	41.		STATEMENT 2
	5a Gross rents	278,321.	278,321.		
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	306,613.			
	7 Capital gain net income (from Part IV, line 2)		306,613.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales, less returns and allowances				
	b Less Cost of goods sold	5,441,653.			
	c Gross profit or (loss)				
Operating and Administrative Expenses	11 Other income				
	12 Total. Add lines 1 through 11	587,475.	584,975.		
	13 Compensation of officers, directors, trustees, etc	130,000.	0.		104,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	STMT 3	4,578.	0.	3,434.
	b Accounting fees	STMT 4	5,250.	0.	0.
	c Other professional fees				
	17 Interest		32.	32.	0.
	18 Taxes	STMT 5	14,075.	856.	5,490.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		5,811.	0.	5,811.
	22 Printing and publications				
	23 Other expenses	STMT 6	64,551.	63,661.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		224,297.	64,549.	118,735.
	25 Contributions, gifts, grants paid		551,708.		551,708.
	26 Total expenses and disbursements. Add lines 24 and 25		776,005.	64,549.	670,443.
Net Assets	27 Subtract line 26 from line 12:		<188,530.►		
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		520,426.		
	c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		229,873.	194,025.	194,025.
3	Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations				
b	Investments - corporate stock	STMT 8	7,151,705.	7,304,161.	8,741,944.
c	Investments - corporate bonds	STMT 9	3,741,436.	3,439,015.	3,682,628.
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►	STATEMENT 10)	4,000.	6,360.	6,360.
16	Total assets (to be completed by all filers)		11,127,014.	10,943,561.	12,624,957.
Liabilities					
17	Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable				
22	Other liabilities (describe ►	STATEMENT 11)	0.	5,077.	
			0.	5,077.	
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances					
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
25	Unrestricted				
26	Temporarily restricted				
27	Permanently restricted				
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
29	Capital stock, trust principal, or current funds		11,038,451.	11,038,451.	
30	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
31	Retained earnings, accumulated income, endowment, or other funds		88,563.	<99,967.	
32	Total net assets or fund balances		11,127,014.	10,938,484.	
33	Total liabilities and net assets/fund balances		11,127,014.	10,943,561.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,127,014.
2	Enter amount from Part I, line 27a	2	<188,530.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	10,938,484.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,938,484.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ASSOCIATED TRUST CO ST - SEE ATTACHED	P	VARIOUS	12/31/11
b	ASSOCIATED TRUST CO ST - SEE ATTACHED	P	VARIOUS	12/31/11
c	ASSOCIATED TRUST CO LT - SEE ATTACHED	P	VARIOUS	12/31/11
d	ASSOCIATED TRUST CO CAPITAL GAIN			
e	DISTRIBUTIONS	P	VARIOUS	12/31/11
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	568,997.		618,580.	<49,583.>
b	675,228.		671,928.	3,300.
c	4,115,645.		3,844,532.	271,113.
d				
e	81,783.			81,783.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<49,583.>
b				3,300.
c				271,113.
d				
e				81,783.
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	306,613.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	475,294.	12,779,913.	.037191
2009	499,362.	11,759,813.	.042463
2008	78,266.	10,064,537.	.007776
2007	0.	3,668,816.	.000000
2006			

2 Total of line 1, column (d)

2 .087430

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 .021858

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 12,805,636.

5 Multiply line 4 by line 3

5 279,906.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 5,204.

7 Add lines 5 and 6

7 285,110.

8 Enter qualifying distributions from Part XII, line 4

8 632,637.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	5,204.
Date of ruling or determination letter: _____				
1b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.	
3	Add lines 1 and 2	3	5,204.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,204.	
6	Credits/Payments:	6a	6,360.	
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6b		
b	Exempt foreign organizations - tax withheld at source	6c		
c	Tax paid with application for extension of time to file (Form 8868)	6d		
d	Backup withholding erroneously withheld	7	6,360.	
7	Total credits and payments. Add lines 6a through 6d	8	30.	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	9		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	10	1,126.	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	11	0.	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 1,126. Refunded ►			

Part VII-A | Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year?
If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► IL

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a	<input checked="" type="checkbox"/>	
1b	<input checked="" type="checkbox"/>	
1c	<input checked="" type="checkbox"/>	
2	<input checked="" type="checkbox"/>	
3	<input checked="" type="checkbox"/>	
4a	<input checked="" type="checkbox"/>	
4b	<input type="checkbox"/>	
5	<input checked="" type="checkbox"/>	
6	<input checked="" type="checkbox"/>	
7	<input checked="" type="checkbox"/>	
8b	<input checked="" type="checkbox"/>	
9	<input checked="" type="checkbox"/>	
10	<input checked="" type="checkbox"/>	

Part VII-A: Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► BRYANT PRENTICE Located at ► 1805 OSCEOLA STREET, JACKSONVILLE, FL	Telephone no. ► 716-250-7500 ZIP+4 ► 32204
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 over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ►	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	N/A	

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

5a During the year did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<i>If "Yes" to 6b, file Form 8870.</i>		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes" did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		130,000.	0.	0.

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

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

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

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Form 990-PF (2011)

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

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

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

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

►

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1		
SEE STATEMENT 13		551,708.
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,803,894.
b	Average of monthly cash balances	1b	196,752.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,000,646.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	13,000,646.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	195,010.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,805,636.
6	Minimum investment return. Enter 5% of line 5	6	640,282.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	640,282.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,204.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,204.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	635,078.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	635,078.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	635,078.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	670,443.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	<37,806.>
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	632,637.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,204.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	627,433.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				635,078.
2 Undistributed income, if any, as of the end of 2011			632,637.	
a Enter amount for 2010 only		0.		
b Total for prior years:				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 632,637.			632,637.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount	0.			0.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b	0.			
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed	0.			
d Subtract line 6c from line 6b. Taxable amount - see instructions	0.			
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.	0.			
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012	0.			635,078.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in

09/23/07

4942(1)(3) or

4942(i)(5)

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

- a **Assets'** alternative test - enter:
 - (1) Value of all assets
 - (2) Value of assets qualifying under section 4942(j)(3)(B)(i)
- b **"Endowment"** alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
- c **"Support"** alternative test - enter:
 - (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
 - (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
 - (3) Largest amount of support from an exempt organization
 - (4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

6 Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CANISIUS COLLEGE BUFFALO, NY 14208	NONE	EXEMPT	ADMINISTRATION OF THE SCHOLARSHIP PROGRAM AND AWARD	209,077.
UNIVERSITY OF BUFFALO FOUNDATION BUFFALO, NY 14260	NONE	EXEMPT	ADMINISTRATION OF THE SCHOLARSHIP PROGRAM AND AWARD	342,631.
Total			► 3a	551,708.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income	
		(a) Business code	(b) Amount		
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				03	41.
4 Dividends and interest from securities				03	278,321.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					306,613.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)			0.	278,362.	306,613.
13 Total. Add line 12, columns (b), (d), and (e)				13	584,975.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash
(2) Other assets
b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising so

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

	Yes	No
1a(1)	X	
1a(2)	X	
1b(1)	X	
1b(2)	X	
1b(3)	X	
1b(4)	X	
1b(5)	X	
1b(6)	X	
1c		X

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee		Date	Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JEFFREY ARNOL		10/10/12	P00082023	
	Firm's name ► KESSLER, ORLEAN, SILVER & CO. P.C.			Firm's EIN ► 36-3117333	
	Firm's address ► 1101 LAKE COOK ROAD, SUITE C DEERFIELD, IL 60015			Phone no. (847) 580-4100	

2011 Tax Information Statement

Account Number: 61G114004
 Recipient's Tax ID Number: XX-XXX7712
 Payer's Federal ID Number: 30-0219031
 Questions? (920)433-3231
 Corrected 2nd TIN notice

Payer's Name and Address:
 ASSOCIATED TRUST COMPANY, NA
 PO BOX 12800
 GREEN BAY, WI 54307-2800

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Ref: 4AG

Recipient's Name and Address:
 PRENTICE FAMILY FOUNDATION
 BRYANT PRENTICE III, AUTHORIZED
 1805 OSCEOLA STREET
 JACKSONVILLE, FL 32204-4607

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition (Box 1a)	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
							Noncovered (Box 6 is checked)
31337A6KT8	395.4600 FEDERAL HOME LOAN MTG SER 3814 CLA 3.000 10/15/2023	08/12/2011	02/11/2011	395.46	393.36	2.10	0.00
31337A6KT8	437.2200 FEDERAL HOME LOAN MTG SER 3814 CLA 3.000 10/15/2023	09/15/2011	02/11/2011	437.22	434.90	2.32	0.00
31337A6KT8	494.4100 FEDERAL HOME LOAN MTG SER 3814 CLA 3.000 10/15/2023	10/15/2011	02/11/2011	494.41	491.78	2.63	0.00
31337A6KT8	578.9400 FEDERAL HOME LOAN MTG SER 3814 CLA 3.000 10/15/2023	11/15/2011	02/11/2011	578.94	575.86	3.08	0.00
31337A6KT8	811.9400 FEDERAL HOME LOAN MTG SER 3814 CLA 3.000 10/15/2023	12/15/2011	02/11/2011	811.94	807.63	4.31	0.00
413875AK1	35000.0000 HARRIS CORP 5.950 12/01/2017	11/10/2011	01/28/2011	41,133.05	39,584.30	1,548.75	0.00
45245E109	812.0000 IMAX CORP COM	03/10/2011		22,899.50	11,982.68	10,916.82	0.00
45245E109	3303.0000 IMAX CORP COM	03/11/2011	09/10/2010	93,056.90	48,694.35	44,362.55	0.00
45245E109	94.0000 IMAX CORP COM	03/14/2011	09/10/2010	2,608.92	1,385.79	1,223.13	0.00
5944918104	4000.0000 MICROSOFT CORP COM	05/10/2011		101,354.45	105,447.25	-4,092.80	0.00
881624209	1150.0000 TEVA PHARMACEUTICAL IND ADR	05/05/2011		54,054.03	60,184.60	-6,130.57	0.00
88732JAX6	50000.0000 TIME WARNER CABLE INC 4.125 02/15/2021 CALLABLE 11/15/20 @ 100	05/17/2011	11/09/2010	48,165.00	49,684.50	-1,519.50	0.00
92826C839	175,0000 VISA INC - CLASS A SHARES	03/01/2011	05/21/2010	12,738.90	12,898.18	-159.28	0.00
Total Short Term Sales Reported on 1099-B Report on Form 8949, Part I, with Box B checked				675,227.80	671,928.15	3,299.65	0.00
Long Term 15% Sales Reported on 1099-B							

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 1805 OSCEOLA STREET
 JACKSONVILLE, FL 32204-4607

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Ref: 4A6

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition (Box 2)	Sales Price of Stocks Bonds, etc. (Box 3)	Cost or Other Basis (Box 4)	Net Gain or Loss (Box 5)	Federal Income Tax Withheld
							(Box 6 is checked)
88579Y101	475.0000 3M COMPANY COM	07/14/2011	06/08/2010	45,036.73	35,405.03	9,631.70	0.00
88579Y101	375.0000 3M COMPANY COM	08/12/2011	06/08/2010	30,439.59	27,951.34	2,488.25	0.00
88579Y101	795.0000 3M COMPANY COM	09/14/2011		63,420.31	59,694.91	3,725.40	0.00
002824100	3775.0000 ABBOTT LABS COM	03/08/2011		183,915.61	171,944.32	11,971.29	0.00
031162100	1100.0000 AMGEN INC COM	01/04/2011		62,516.35	65,183.17	-2,666.82	0.00
031162100	2475.0000 AMGEN INC COM	03/01/2011		128,272.58	124,558.87	3,713.71	0.00
037411105	400.0000 APACHE CORP COM	01/03/2011	10/02/2009	48,347.90	36,194.16	12,153.74	0.00
037833100	145.0000 APPLE COMPUTER INC COM	01/04/2011	11/30/2009	47,762.93	29,063.19	18,699.74	0.00
045141NK0	100000.0000 ASHWABENON WI TAXABLE PROM NTS 2.25 06/01/2013	12/21/2011	10/02/2009	101,450.00	100,000.00	1,450.00	0.00
079860AG7	75000.0000 BELL SOUTH CORP NT 5.200 09/15/2014	02/11/2011	05/28/2009	81,795.00	77,655.00	4,140.00	0.00
151020104	300.0000 CELGENE CORP COM	07/14/2011		18,208.64	17,654.99	553.65	0.00
151020104	450.0000 CELGENE CORP COM	10/10/2011		29,837.09	25,392.67	4,444.42	0.00
166764100	150.0000 CHEVRONTEXACO CORP COM	09/15/2011	05/13/2010	14,769.46	11,906.54	2,862.92	0.00
219350105	1000.0000 CORNING INC COM	07/14/2011		16,555.58	17,879.55	-1,323.97	0.00
219350105	4650.0000 CORNING INC COM	08/12/2011	02/05/2010	65,959.91	82,417.07	-16,457.16	0.00
219350105	2650.0000 CORNING INC COM	10/20/2011	02/05/2010	34,613.37	46,968.86	-12,355.49	0.00
219350105	5900.0000 CORNING INC COM	10/27/2011		89,476.50	103,561.93	-14,085.43	0.00
231021106	400.0000 CUMMINS INC COM	01/10/2011		44,478.21	19,281.01	25,197.20	0.00

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 Payer's Federal ID Number: 30-0219031
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2nd TIN notice

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Ref: 4AG

Recipient's Name and Address:
 PRENTICE FAMILY FOUNDATION
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 1805 OSCEOLA STREET
 JACKSONVILLE, FL 32204-4607

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition (Box 1a)	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
231021106	300,0000 CUMMINS INC COM	01/11/2011	11/20/2009	33,585.93	13,862.37	19,723.56	0.00
235851102	675,0000 DANAHER CORP COM	03/30/2011	10/27/2009	35,017.31	23,336.88	11,680.43	0.00
235851102	300,0000 DANAHER CORP COM	06/23/2011	10/27/2009	15,405.08	10,371.94	5,033.14	0.00
23B851102	425,0000 DANAHER CORP COM	07/14/2011	10/27/2009	22,369.15	14,693.59	7,675.56	0.00
25570F104	1325,0000 DISCOVERY COMMUNICATIONS INC CL A	05/03/2011		59,021.39	28,782.10	30,239.29	0.00
25470F104	300,0000 DISCOVERY COMMUNICATIONS INC CL A	07/14/2011	05/05/2009	12,442.65	6,320.02	6,122.63	0.00
25470F104	1500,0000 DISCOVERY COMMUNICATIONS INC CL A	10/07/2011		57,031.00	31,491.29	25,539.71	0.00
31331JSM6	100000,0000 FEDERAL FARM CREDIT BANK 3.55 06/18/2018 CALLABLE 06/18/13 @100	07/12/2011	06/24/2010	102,500.00	100,000.00	2,500.00	0.00
36967HAL1	100000,0000 GENERAL ELEC CAP CORP 1.80 03/11/2011	03/11/2011	04/27/2009	100,000.00	100,925.00	-925.00	0.00
370334104	5225,0000 GENERAL MILLS INC COM	01/04/2011		185,821.90	137,375.19	48,446.71	0.00
375558103	500,0000 GILEAD SCIENCES INC COM	06/23/2011	05/13/2010	19,682.12	19,815.90	-133.78	0.00
375558103	400,0000 GILEAD SCIENCES INC COM	07/14/2011	05/13/2010	16,514.08	15,852.72	661.36	0.00
375558103	500,0000 GILEAD SCIENCES INC COM	09/15/2011	05/13/2010	19,792.11	19,815.90	-23.79	0.00
38141GEU4	50000,0000 GOLDMAN SACHS GROUP 5.625 01/15/2017	07/08/2011	04/09/2009	53,174.50	44,610.14	8,564.36	0.00
38146FAH4	100000,0000 GOLDMAN SACHS GROUP INC 1.70 3/15/2011	03/15/2011	04/08/2009	100,000.00	100,499.00	-499.00	0.00

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2011 Tax Information Statement

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Ref: 4AG

Recipient's Name and Address:
PRENTICE FAMILY FOUNDATION
BRYANT PRENTICE III, AUTHORIZED
1805 OSCEOLA STREET
JACKSONVILLE, FL 32204-4607

Account Number: 61G114004
Recipient's Tax ID Number: XX-XXX7712
Payer's Federal ID Number: 30-0219031
Questions? (920)433-3231

Corrected
 2nd TIN notice

Payer's Name and Address:
ASSOCIATED TRUST COMPANY, NA
PO BOX 12800
GREEN BAY, WI 54307-2800

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition (Box 1a)	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
38259P508	135.0000 GOOGLE INC CL A COM	06/21/2011		66,508.08	68,610.98	-2,102.90	0.00
452308109	825.0000 ILLINOIS TOOL WORKS INC COM	05/23/2011		46,418.89	39,361.35	7,057.54	0.00
452308109	500.0000 ILLINOIS TOOL WORKS INC COM	06/23/2011	05/19/2010	27,065.23	23,698.15	3,367.08	0.00
452308109	675.0000 ILLINOIS TOOL WORKS INC COM	07/14/2011		38,476.35	31,168.50	7,307.85	0.00
452308109	2575.0000 ILLINOIS TOOL WORKS INC COM	08/10/2011	02/11/2010	112,153.51	112,615.28	-461.77	0.00
458140100	7175.0000 INTEL CORP COM	01/04/2011		151,086.00	148,118.38	2,967.62	0.00
46625H100	4055.0000 J P MORGAN CHASE & CO COM	03/01/2011		185,635.55	170,111.79	15,523.76	0.00
481247AA2	100000.0000 JPMORGAN CHASE & CO 3.125 12/01/2011	09/15/2011	04/08/2009	100,532.00	103,508.00	-2,976.00	0.00
594918104	4125.0000 MICROSOFT CORP COM	05/03/2011		106,022.41	81,170.73	24,851.68	0.00
594918104	1875.0000 MICROSOFT CORP COM	05/10/2011		47,509.90	29,907.14	17,602.76	0.00
66359F103	2175.0000 NABORS INDUSTRIES LTD SHS	03/30/2011		65,173.06	43,318.22	21,854.84	0.00
629842105	5271.4810 NAKOMA ABSOLUTE RETURN FD	01/06/2011	06/18/2009	100,000.00	114,180.27	-14,180.27	0.00
629842105	5321.9800 NAKOMA ABSOLUTE RETURN FD	01/26/2011		100,000.00	114,723.85	-14,723.85	0.00
629842105	5350.4550 NAKOMA ABSOLUTE RETURN FD	02/02/2011		100,000.00	113,820.25	-13,820.25	0.00
629842105	5135.2620 NAKOMA ABSOLUTE RETURN FD	02/16/2011	04/24/2009	95,669.93	107,275.63	-11,605.70	0.00
718172109	300.0000 PHILIP MORRIS INTERNATIONAL INC COM	09/15/2011		20,416.40	14,089.18	6,327.22	0.00
760975102	1925.0000 RESEARCH IN MOTION LTD COM	04/29/2011		93,400.55	129,120.89	-35,720.34	0.00
78008HX96	50000.0000 ROYAL BK CANADA 2.10 07/29/2013	10/28/2011	04/21/2010	51,066.50	49,999.00	1,067.50	0.00

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2011 Tax Information Statement

Account Number: 61G114004
 Recipient's Tax ID Number: XXXXX7712
 Payer's Federal ID Number: 30-0219031
 Questions? (920)433-3231

Corrected
 2nd TIN notice

Payer's Name and Address:
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 BRYANT PRENTICE III, AUTHORIZED
 1805 OSCEOLA STREET
 JACKSONVILLE, FL 32204-4607

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Ref: 4AG

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition (Box 1a)	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis (Box 4)	Net Gain or Loss (Box 4)	Federal Income Tax Withheld
							Income
74144T108	200.0000 T ROWE PRICE GROUP INC COM	09/15/2011	02/02/2010	10,400.80	10,226.94	173.86	0.00
74144T108	775.0000 T ROWE PRICE GROUP INC COM	10/27/2011	02/02/2010	43,974.20	39,629.37	4,344.83	0.00
881624209	2775.0000 TEVA PHARMACEUTICAL IND ADR	05/05/2011		130,434.71	139,731.36	-9,296.65	0.00
887317303	2325.0000 TIME WARNER INC	03/08/2011		84,762.75	62,891.70	21,871.05	0.00
887317303	1050.0000 TIME WARNER INC	03/10/2011		37,507.59	26,351.54	11,156.06	0.00
902973304	2050.0000 US BANCORP DEL NEW COM	05/23/2011		51,079.07	48,992.96	2,086.11	0.00
902973304	825.0000 US BANCORP DEL NEW COM	06/23/2011	09/01/2009	19,820.24	17,792.94	2,027.30	0.00
902973304	600.0000 US BANCORP DEL NEW COM	07/14/2011		14,889.31	13,714.22	1,175.09	0.00
902973304	2200.0000 US BANCORP DEL NEW COM	09/14/2011	09/01/2009	51,974.00	47,447.84	4,526.16	0.00
912828KP4	110000.0000 US TREASURY NOTE 1.375 05/15/2012	07/12/2011	06/09/2009	111,095.70	109,557.62	1,538.08	0.00
92826C839	850.0000 VISA INC - CLASS A SHARES	01/06/2011	10/09/2009	62,223.28	62,084.60	138.68	0.00
92826C839	675.0000 VISA INC - CLASS A SHARES	03/01/2011	10/09/2009	49,135.74	49,302.47	-166.73	0.00
936772102	52.4110 WASATCH ADVISORS FDS INC SMALL CAP GROWTH FD	11/21/2011	10/15/2009	2,000.00	1,546.65	453.35	0.00
Total Long Term 15% Sales Reported on 1099-B				4,115,644.73	3,844,532.45	271,112.29	0.00
Report on Form 8949, Part II, with Box B checked							

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	41.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	41.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	119,121.	0.	119,121.
INTEREST	156,065.	0.	156,065.
INTEREST - US	3,135.	0.	3,135.
TOTAL TO FM 990-PF, PART I, LN 4	278,321.	0.	278,321.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,578.	0.		3,434.
TO FM 990-PF, PG 1, LN 16A	4,578.	0.		3,434.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,250.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	5,250.	0.		0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEE	10.	0.		10.
PAYROLL TAXES	6,850.	0.		5,480.
FEDERAL TAX	6,359.	0.		0.
FOREIGN TAX PAID	856.	856.		0.
TO FORM 990-PF, PG 1, LN 18	14,075.	856.		5,490.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	601.	0.		0.
INVESTMENT EXPENSE	63,619.	63,619.		0.
BANK FEES	42.	42.		0.
TELEPHONE	199.	0.		0.
PENALTIES	90.	0.		0.
TO FORM 990-PF, PG 1, LN 23	64,551.	63,661.		0.

FOOTNOTES

STATEMENT

7

DISCLOSURE RE: SET ASIDES FOR FUTURE DISTRIBUTIONS

THE FOUNDATION ELECTED TO SET ASIDE FUNDS IN THE AMOUNT OF \$131,612 TO BE DISTRIBUTED IN FUTURE YEARS. FOR THE YEAR DECEMBER 31, 2010 THE FOUNDATION ELECTED TO TREAT \$28,551 TOWARD THE SET ASIDE. FOR THE YEAR DECEMBER 31, 2011 THE FOUNDATION ELECTS TO TREAT \$37,806 TOWARD THE SET ASIDE. THE BALANCE OF THE SET ASIDE (\$58,308) WILL BE PAID WITHIN 60 MONTHS OF BEING SET ASIDE.

THE PRENTICE FAMILY FOUNDATION

20-2557712

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET
		VALUE
EQUITIES	7,304,161.	8,741,944.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,304,161.	8,741,944.

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET
		VALUE
FIXED INCOME INVESTMENTS	3,439,015.	3,682,628.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,439,015.	3,682,628.

FORM 990-PF

OTHER ASSETS

STATEMENT 10

DESCRIPTION	BEGINNING OF	END OF YEAR BOOK VALUE	FAIR MARKET
	YR BOOK VALUE		VALUE
PREPAID FEDERAL INCOME TAX	4,000.	6,360.	6,360.
TO FORM 990-PF, PART II, LINE 15	4,000.	6,360.	6,360.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL INCOME TAX PAYABLE	0.	2,481.
PAYROLL TAX LIABILITY	0.	2,596.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	5,077.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRYANT H. PRENTICE, III 1805 OSCEOLA STREET JACKSONVILLE, FL 32204	PRESIDENT 5.00	0.	0.	0.
JOAN P. PRENTICE 1805 OSCEOLA STREET JACKSONVILLE, FL 32204	VICE PRES. 5.00	0.	0.	0.
COLETTE P. PIKE 1539 FOXHALL ROAD NW, WASHINGTON , DC 20007	SECRETARY 5.00	0.	0.	0.
MARC C. HUTCHINSON 1092 MCCUE COURT GREAT FALLS, VA 22066	TREASURER 5.00	25,000.	0.	0.
GAIL JOHNSTONE 284 RIVER MIST BUFFALO, NY 14202	EXECUTIVE DIREC 40.00	80,000.	0.	0.
ROBERT ZAK MERCHANTS MUTUAL 250 MAIN STREET BUFFALO, NY 14202	DIRECTOR 5.00	25,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		130,000.	0.	0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 13

ACTIVITY ONE

SCHOLARSHIP PROGRAM FOR INDIVIDUALS WHO ARE OR PLAN TO PURSUE POST SECONDARY SCHOOL EDUCATION.

SCHOLARSHIPS MAY BE AWARDED FOR TWO YEAR JUNIOR COLLEGES, PUBLIC FOUR YEAR COLLEGES AND UNIVERSITIES AND PRIVATE FOUR YEAR COLLEGES AND UNIVERSITIES. THE GRANTING OF THE SCHOLARSHIP WILL DEPEND ON ELIGIBILITY, NEED, AND STUDENT MIX, AS WELL AS THE STUDENT'S ABILITY TO COMPLY WITH THE

THE PRENTICE FAMILY FOUNDATION

20-2557712

SCHOOL'S STANDARD OF PROGRESS TO MEET FEDERAL SCHOLARSHIP
GUIDELINES.

TO FORM 990-PF, PART IX-A, LINE 1

EXPENSES

551,708.