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

2011

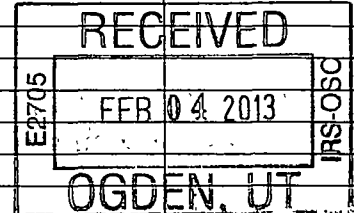
Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning **DEC 1, 2011**, and ending **NOV 30, 2012**

Name of foundation THE PRENTICE FOUNDATION		A Employer identification number 76-0455526
Number and street (or P O box number if mail is not delivered to street address) 52 ARNOLD PALMER		B Telephone number (210) 698-9773
City or town, state, and ZIP code SAN ANTONIO, TX 78257-1723		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,727,452. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	6,282.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	46,537.	46,537.		STATEMENT 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	35,284.			
	b Gross sales price for all assets on line 6a	1,163,911.			
	7 Capital gain net income (from Part IV, line 2)		35,284.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	88,103.	81,821.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	1,490.	0.		0.
	c Other professional fees	17,322.	0.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	18,812.	0.		0.
	25 Contributions, gifts, grants paid	41,500.			41,500.
26 Total expenses and disbursements. Add lines 24 and 25	60,312.	0.		41,500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	27,791.				
b Net investment income (if negative, enter -0-)		81,821.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing		1.	1.
	2 Savings and temporary cash investments	6,583.	11,788.	11,788.
	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 4	1,097,764.	1,078,704.	1,140,475.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 5	475,908.	512,762.	575,188.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,580,255.	1,603,255.	1,727,452.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	1,101,113.	1,101,113.		
29 Retained earnings, accumulated income, endowment, or other funds	479,142.	502,142.		
30 Total net assets or fund balances	1,580,255.	1,603,255.		
31 Total liabilities and net assets/fund balances	1,580,255.	1,603,255.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,580,255.
2 Enter amount from Part I, line 27a	2	27,791.
3 Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1.
4 Add lines 1, 2, and 3	4	1,608,047.
5 Decreases not included in line 2 (itemize) ▶ FEDERAL INCOME TAX AND EST PMTS	5	4,792.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,603,255.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,163,911.		1,128,627.	35,284.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			35,284.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	35,284.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	37,000.	1,737,939.	.021290
2009	15,000.	1,557,966.	.009628
2008	23,010.	1,303,858.	.017648
2007	160,725.	1,511,379.	.106343
2006	153,743.	1,859,879.	.082663

2 Total of line 1, column (d)	2	.237572
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	.047514
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,686,769.
5 Multiply line 4 by line 3	5	80,145.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	818.
7 Add lines 5 and 6	7	80,963.
8 Enter qualifying distributions from Part XII, line 4	8	41,500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,636.
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	1,636.
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	1,636.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,400.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,400.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	764.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 764. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A. Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ROBERT J. FUMAGALLI, CPA</u> Telephone no. ► <u>(281) 477-9100</u> Located at ► <u>9977 W. SAM HOUSTON PKWY N. #150 HOUSTON, TX.</u> ZIP+4 ► <u>77064</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 ► 15 <u>N/A</u>			
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 ►	16	Yes	No
				X

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

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

		Yes	No
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 ► <u>N/A</u>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 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.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
 b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
 b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
F. DAVID PRENTICE 52 ARNOLD PALMER SAN ANTONIO, TX 782571723	PRES. / TRES. 1.00	0.	0.	0.
CYNTHIA R. PRENTICE 52 ARNOLD PALMER SAN ANTONIO, TX 782571723	V.P. / SECY. 1.00	0.	0.	0.
ROBERT J. FUMAGALLI 9977 W SAM HOUSTON PKWY N 150 HOUSTON, TX 77064	DIRECTOR 0.00	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	1,698,583.
b	Average of monthly cash balances	1b	13,873.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,712,456.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,712,456.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,687.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,686,769.
6	Minimum investment return. Enter 5% of line 5	6	84,338.

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	84,338.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,636.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,636.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	82,702.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	82,702.
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	82,702.

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	41,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	41,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	41,500.

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				82,702.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	45,558.			
b From 2007	86,166.			
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	131,724.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 41,500.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				41,500.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (if an amount appears in column (d), the same amount must be shown in column (a))	41,202.			41,202.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	90,522.			
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.
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	4,356.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	86,166.			
10 Analysis of line 9:				
a Excess from 2007	86,166.			
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COCKER SPANIEL RESCUE P.O. BOX 28 SUGAR LAND, TX 77487-0028	NONE	501 (C) 3	ANIMAL CARE	6,000.
ETOSHA RESCUE AND ADOPTION P.O. BOX 1688 SEGUIN, TX 78155	NONE	501 (C) 3	ANIMAL CARE	18,500.
HILL COUNTRY ANIMAL LEAGUE 115 W BANDERA RD BOERNE, TX 78006	NONE	501 (C) 3	ANIMAL CARE	7,000.
WILDLIFE RESCUE AND REHABILITATION PO BOX 369 KENDALIA, TX 78027	NONE	501 (C) 3	ANIMAL CARE	10,000.
Total				41,500.
b Approved for future payment				
NONE				
Total				0.

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

SOURCE	AMOUNT
CHARLES SCHWAB MONEY FUNDS	46,537.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	46,537.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROBERT J FUMAGALLI, PC-GENERAL ACCOUNTING & TAX RETURN PREPARATION	1,490.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,490.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FISHER INVESTMENTS-INVESTMENT MANAGEMENT FEES	17,322.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	17,322.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE #1	1,078,704.	1,140,475.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,078,704.	1,140,475.

FORM 990-PF OTHER INVESTMENTS STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE #2	COST	512,762.	575,188.
TOTAL TO FORM 990-PF, PART II, LINE 13		512,762.	575,188.

Investment Detail - Equities

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Holding Days	Estimated Annual Income Holding Period
A T & T INC NEW (M) SYMBOL: T	315.0000 315.0000	34.1300 38.0297	10,750.95 11,979.36	<1% 07/31/12	(1,228.41) (1,228.41)	5.15% 122		554.40 Short-Term
AMAZON COM INC (M) SYMBOL: AMZN	115.0000 115.0000	252.0500 183.4163	28,985.75 21,092.88	2% 02/09/11	7,892.87 7,892.87	0.00% 660		0.00 Long-Term
AMERICA MOVIL SAB L ADRF (M) SPONSORED ADR 1 ADR REP 20 L SHS SYMBOL: AMX	450.0000 450.0000	23.5900 25.2613	10,615.50 11,367.60	<1% 07/30/08	(752.10) (752.10)	0.00% 1584		0.00 Long-Term
AMERICAN EXPRESS COMPANY (M) SYMBOL: AXP	535.0000 310.0000 225.0000	55.9000 60.1318 55.5688	29,906.50 18,640.88 12,502.98	2% 04/30/12 07/24/12	(1,237.36) (1,311.88) 74.52	1.43% 214 129		428.00 Short-Term Short-Term
<i>Cost Basis</i>			31,143.86					
APPLE INC (M) SYMBOL: AAPL	43.0000 43.0000	585.2800 576.2176	25,167.04 24,777.36	1% 07/25/12	389.68 389.68	1.81% 128		455.80 Short-Term
BERKSHIRE HATHAWAY B NEW (M) CLASS B SYMBOL: BRKB	140.0000 140.0000	88.0800 83.6102	12,331.20 11,705.44	<1% 07/24/12	625.76 625.76	0.00% 129		0.00 Short-Term
BHP BILLITON LTD ADR F (M) SPONSORED ADR 1 ADR REP 2 ORD SYMBOL: BHP	345.0000 345.0000	72.0400 63.1124	24,853.80 21,773.81	1% 07/25/12	3,079.99 3,079.99	3.16% 128		786.60 Short-Term

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

Investment Detail - Equities (continued)

Schedule I

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Holding Days	Estimated Annual Income	Holding Period
BRIT AMER TOBACCO ADR F (M) SPONSORED ADR 1 ADR REPS 2 ORD SYMBOL: BTI	160.0000 160.0000	105.4300 108.7062	16,868.80 17,393.00	<1% 08/03/12	(524.20) (524.20)	0.00% 119		0.00	Short-Term
CHEVRON CORPORATION (M) SYMBOL: CVX	160.0000 160.0000	105.6900 110.8111	16,910.40 17,729.78	<1% 08/01/12	(819.38) (819.38)	3.40% 121		576.00	Short-Term
CHINA MOBILE LTD ADR F (M) SPONSORED ADR 1 ADR REPS 5 ORD SYMBOL: CHL	185.0000 185.0000	56.9200 56.1815	10,530.20 10,393.59	<1% 07/25/12	136.61 136.61	3.69% 128		389.54	Short-Term
CIA DE BEBIDAS PFD ADR F (M) SPONSORED ADR 1 ADR REP 1 PFD SHS SYMBOL: ABV	305.0000 305.0000	41.6100 44.3752	12,691.05 13,534.44	<1% 04/20/12	(843.39) (843.39)	0.00% 224		0.00	Short-Term
CISCO SYSTEMS INC (M) SYMBOL: CSCO	1,720.0000 950.0000 770.0000	18.9100 19.8743 16.7479	32,525.20 18,880.67 12,895.90 31,776.57	2% 04/27/12 08/06/12	748.63 (916.17) 1,664.80	2.96% 217 116		963.20	Short-Term Short-Term Short-Term
<i>Cost Basis</i>									
CNOOC LIMITED ADR F (M) SPONSORED ADR 1 ADR REP 100 CL H ORD SYMBOL: CEO	83.0000 83.0000	213.1600 218.0714	17,692.28 18,099.93	1% 11/16/10	(407.65) (407.65)	0.00% 745		0.00	Long-Term
COCA COLA COMPANY (M) SYMBOL: KO	460.0000 460.0000	37.9200 37.1490	17,443.20 17,088.57	1% 05/23/12	354.63 354.63	2.68% 191		469.20	Short-Term

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DUPLICATE STATEMENT

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
November 1-30, 2012

76-0455526

Schedule I

Investment Detail - Equities (continued)

Equities (continued)	Quantity Purchased	Market Price	Market Value	Cost Basis	Units Purchased	Market Price	Market Price	Cost Per Share	Market Price	Market Price	% of		Unrealized Gain or (Loss)	Estimated Yield	Estimated Holding Days	Annual Income	Estimated Holding Period	
											Account Assets	Acquired						
COMCAST CORP NEW CL A (M) SYMBOL: CMCSA	545.0000 545.0000	37.1950 34.8969	20,271.28 19,018.82	20,271.28 19,018.82	545.0000 545.0000	37.1950 34.8969	37.1950 34.8969	34.8969	37.1950 34.8969	37.1950 34.8969	1% 1%	08/06/12	1,252.46 1,252.46	1.74% 1.16	116	354.25	Short-Term	
ISNEY WALT CO (M) SYMBOL: DIS	385.0000 385.0000	49.6600 48.0946	19,119.10 18,516.44	19,119.10 18,516.44	385.0000 385.0000	49.6600 48.0946	49.6600 48.0946	48.0946	49.6600 48.0946	49.6600 48.0946	1% 1%	07/24/12	602.66 602.66	1.20% 1.29	129	231.00	Short-Term	
EXXON MOBIL CORPORATION (M) SYMBOL: XOM	200.0000 200.0000	88.1400 84.5402	17,628.00 16,908.05	17,628.00 16,908.05	200.0000 200.0000	88.1400 84.5402	88.1400 84.5402	84.5402	88.1400 84.5402	88.1400 84.5402	1% 1%	07/24/12	719.95 719.95	2.58% 1.29	129	456.00	Short-Term	
GENERAL ELECTRIC COMPANY (M) SYMBOL: GE	1,455.0000 675.0000 780.0000	21.1300 28.3476 20.2727	30,744.15 19,134.67 15,812.76	30,744.15 19,134.67 15,812.76	1,455.0000 675.0000 780.0000	21.1300 28.3476 20.2727	21.1300 28.3476 20.2727	20.2727	21.1300 28.3476 20.2727	21.1300 28.3476 20.2727	2% 2%	08/01/08 04/27/11	(4,203.28) (4,871.92) 668.64	3.21% 1.582 5.83	583	989.40	Long-Term Long-Term	
<i>Cost Basis</i>			34,947.43	34,947.43														
GLAXOSMITHKLINE PLC ADRF (M) SPONSORED ADR 1 ADR REP 2 ORD SYMBOL: GSK	550.0000 200.0000 350.0000	43.0100 48.4945 42.6051	23,655.50 9,698.91 14,911.80	23,655.50 9,698.91 14,911.80	550.0000 200.0000 350.0000	43.0100 48.4945 42.6051	43.0100 48.4945 42.6051	42.6051	43.0100 48.4945 42.6051	43.0100 48.4945 42.6051	1% 1%	08/05/08 04/27/11	(955.21) (1,096.91) 141.70	5.38% 1.578 5.83	1578 583	1,273.69	Long-Term Long-Term	
<i>Cost Basis</i>			24,610.71	24,610.71														
GOOGLE INC CLASS A (M) SYMBOL: GOOG	32.0000 32.0000	698.3700 525.2771	22,347.84 16,808.87	22,347.84 16,808.87	32.0000 32.0000	698.3700 525.2771	698.3700 525.2771	525.2771	698.3700 525.2771	698.3700 525.2771	1% 1%	05/17/11	5,538.97 5,538.97	0.00% 5.63	563	0.00	Long-Term	
HOME DEPOT INC (M) SYMBOL: HD	365.0000 365.0000	65.0700 51.0098	23,750.55 18,618.58	23,750.55 18,618.58	365.0000 365.0000	65.0700 51.0098	65.0700 51.0098	51.0098	65.0700 51.0098	65.0700 51.0098	1% 1%	07/24/12	5,131.97 5,131.97	1.78% 1.29	129	423.40	Short-Term	
HSBC HLDGS PLC ADR NEW F (M) SPONSORED ADR 1 ADR REPS 5 ORD SYMBOL: HBC	570.0000 370.0000 200.0000	51.1300 44.8807 41.1981	29,144.10 16,605.87 8,239.62	29,144.10 16,605.87 8,239.62	570.0000 370.0000 200.0000	51.1300 44.8807 41.1981	51.1300 44.8807 41.1981	41.1981	51.1300 44.8807 41.1981	51.1300 44.8807 41.1981	2% 2%	04/03/12 07/26/12	4,298.61 2,312.23 1,986.38	3.52% 2.41 1.27	241 127	1,026.00	Short-Term Short-Term	
<i>Cost Basis</i>			24,845.49	24,845.49														

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Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
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76-0455526

Investment Detail - Equities (continued)

Schedule I

Equities (continued)	Quantity Purchased	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units	Cost Per Share	Cost Basis		Gain or (Loss)	Holding Days	Holding Period
INTEL CORP (M)	800,000	19.5650	15,652.00	<1%	57.27	4.60%	720.00
SYMBOL: INTC	600,000	19.8814	11,928.85	01/16/08	(189.85)	1780	Long-Term
<i>Cost Basis</i>	200,000	18.3294	3,665.88	01/23/08	247.12	1773	Long-Term
			15,594.73				
INTL BUSINESS MACHINES (M)	150,000	190.0700	28,510.50	2%	2,194.42	1.78%	510.00
SYMBOL: IBM	100,000	167.9017	16,790.17	05/17/11	2,216.83	563	Long-Term
<i>Cost Basis</i>	50,000	190.5182	9,525.91	07/24/12	(22.41)	129	Short-Term
			26,316.08				
JOHNSON & JOHNSON (M)	490,000	69.7300	34,167.70	2%	2,381.41	3.49%	1,195.60
SYMBOL: JNJ	155,000	68.7309	10,653.29	07/31/08	154.86	1583	Long-Term
<i>Cost Basis</i>	75,000	57.8934	4,342.01	01/30/09	887.74	1400	Long-Term
	260,000	64.5807	16,790.99	04/27/11	1,338.81	583	Long-Term
			31,786.29				
JPMORGAN CHASE & CO (M)	615,000	41.0800	25,264.20	1%	996.63	2.92%	738.00
SYMBOL: JPM	285,000	45.1275	12,861.34	03/23/12	(1,153.54)	252	Short-Term
<i>Cost Basis</i>	330,000	34.5643	11,406.23	07/24/12	2,150.17	129	Short-Term
			24,267.57				
L OREAL ADR F	480,000	27.1500	13,032.00	<1%	1,422.01	0.00%	0.00
SPONSORED ADR	480,000	24.1874	11,609.99	04/04/12	1,422.01	240	Short-Term
1 ADR REP 1/5 ORD							
SYMBOL: LRLCY							
LVMH MOET NEW ADR F	550,000	35.2900	19,409.50	1%			
1 ADR REPS 1/5 ORD							

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charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
November 1-30, 2012

76-0455526

Schedule I

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis			Holding Days	Holding Period
LVMH MOET NEW ADR F	360.0000	35.2900	12,704.40	<1%	4,085.82	0.79%	256.64
1 ADR REPS 1/5 ORD	550.0000	29.5384	16,246.14	05/25/12	3,163.36	189	Short-Term
SYMBOL: LVMUY	360.0000	32.7276	11,781.94	08/09/12	922.46	113	Short-Term
<i>Cost Basis</i>			28,028.08				
MC DONALDS CORP (M)	255.0000	87.0400	22,195.20	1%	(2,997.40)	3.21%	714.00
SYMBOL: MCD	255.0000	98.7945	25,192.60	04/09/12	(2,997.40)	235	Short-Term
MICROSOFT CORP (M)	875.0000	26.6150	23,288.13	1%	1,457.19	3.45%	805.00
SYMBOL: MSFT	725.0000	26.0632	18,895.85	07/29/08	400.03	1585	Long-Term
<i>Cost Basis</i>	150.0000	19.5672	2,935.09	01/16/09	1,057.16	1414	Long-Term
			21,830.94				
NESTLE S A REG B ADR F	460.0000	65.5000	30,130.00	2%	8,602.61	3.22%	971.64
1 ADR REPS 1 ORD	205.0000	44.5035	9,123.22	07/30/08	4,304.28	1584	Long-Term
SYMBOL: NSRGY	125.0000	34.5659	4,320.74	01/30/09	3,866.76	1400	Long-Term
<i>Cost Basis</i>	130.0000	62.1802	8,083.43	06/30/11	431.57	519	Long-Term
			21,527.39				
NOVARTIS A G SPON ADR F (M)	280.0000	62.0500	17,374.00	1%	669.61	0.00%	0.00
SPONSORED ADR	280.0000	59.6585	16,704.39	08/14/12	669.61	108	Short-Term
ADR REP 1 ORD							
SYMBOL: NVS							
NOVO-NORDISK A-S ADR F (M)	120.0000	158.6700	19,040.40	1%	2,101.14	0.00%	0.00
1 ADR REP 1 ORD	120.0000	141.1605	16,939.26	05/16/12	2,101.14	198	Short-Term
SYMBOL: NVO							

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Investment Detail - Equities (continued)

Schedule I

DUPLICATE STATEMENT

Account Number
8768-5275

Statement Period
November 1-30, 2012

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ORACLE CORPORATION (M) YMBOL: ORCL	975.0000 825.0000 150.0000	32.1750 21.2284 16.8038	31,370.63 17,513.47 2,520.57 20,034.04	2% 07/30/08 01/16/09	11,336.59 9,030.91 2,305.68	0.74% 1584 1414	234.00 Long-Term Long-Term
<i>Cost Basis</i>							
PEPSICO INCORPORATED (M) YMBOL: PEP	410.0000 410.0000	70.2100 72.2385	28,786.10 29,617.79	2% 08/14/12	(831.69) (831.69)	3.06% 108	881.50 Short-Term
PETROLEO BRASILEIRO ADRF (M) SPONSORED ADR 1 ADR REP 2 COMMON YMBOL: PBR	860.0000 860.0000	17.9700 20.1723	15,454.20 17,348.18	<1% 08/06/12	(1,893.98) (1,893.98)	0.00% 116	0.00 Short-Term
PFIZER INCORPORATED (M) YMBOL: PFE	1,480.0000 1,000.0000 480.0000	25.0200 20.1820 24.3125	37,029.60 20,182.05 11,670.02 31,652.07	2% 03/14/11 08/06/12	5,177.53 4,837.95 339.58	3.51% 627 116	1,302.40 Long-Term Short-Term
<i>Cost Basis</i>							
PHILIP MORRIS INTL INC (M) YMBOL: PM	320.0000 145.0000 175.0000	89.8800 89.5841 93.2070	28,761.60 12,989.70 16,311.23 29,300.93	2% 04/04/12 08/14/12	(539.33) 42.90 (582.23)	3.78% 240 108	1,088.00 Short-Term Short-Term
<i>Cost Basis</i>							
PROCTER & GAMBLE (M) YMBOL: PG	175.0000 175.0000	69.8300 66.0048	12,220.25 11,550.85	<1% 08/04/08	669.40 669.40	3.21% 1579	393.40 Long-Term
QUALCOMM INC (M) YMBOL: QCOM	410.0000 250.0000 160.0000	63.6200 52.7856 68.1366	26,084.20 13,196.40 10,901.86 24,098.26	2% 03/15/11 04/12/12	1,985.94 2,708.60 (722.66)	1.57% 626 232	410.00 Long-Term Short-Term
<i>Cost Basis</i>							

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76-0455576

Schedule I

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Holding Days	Annual Income Holding Period	% of	
									Assets	Acquired
RIO TINTO PLC SPON ADR F (M)	535.0000	49.8000	26,643.00	2%	(16,437.75)	0.00%	0.00	0.00		
SPONSORED ADR	240.0000	106.0356	25,448.55	07/30/08	(13,496.55)	1584	Long-Term			
1 ADR REPS 1 ORD	295.0000	59.7701	17,632.20	01/30/12	(2,941.20)	305	Short-Term			
YMBOL: RIO										
Cost Basis			43,080.75							
ROYAL BK CDA MONTREAL F (M)	335.0000	58.8800	19,724.80	1%	2,114.48	4.10%	809.26			
YMBOL: RY	335.0000	52.5681	17,610.32	08/14/12	2,114.48	108	Short-Term			
S A P AG ADR F (M)	285.0000	77.9900	22,227.15	1%	3,335.78	1.77%	394.37			
SPONSORED ADR	285.0000	66.2855	18,891.37	04/26/12	3,335.78	218	Short-Term			
1 ADR REP 1 ORD										
YMBOL: SAP										
SANOFI ADR F (M)	670.0000	44.6200	29,895.40	2%	6,293.58	3.78%	1,131.79			
SPONSORED ADR	670.0000	35.2265	23,601.82	03/01/11	6,293.58	640	Long-Term			
2 ADR REP 1 ORD										
YMBOL: SNY										
SCHLUMBERGER LTD F (M)	365.0000	71.6200	26,141.30	2%	(5,128.17)	1.53%	401.50			
YMBOL: SLB	230.0000	100.6585	23,151.47	08/01/08	(6,678.87)	1582	Long-Term			
	75.0000	39.7860	2,983.95	01/16/09	2,387.55	1414	Long-Term			
	60.0000	85.5675	5,134.05	06/29/11	(836.85)	520	Long-Term			
Cost Basis			31,269.47							
TAIWAN SEMICONDUCTR ADRF (M)	860.0000	17.2700	14,852.20	<1%	2,534.49	2.87%	427.73			
SPONSORED ADR	860.0000	14.3229	12,317.71	08/06/12	2,534.49	116	Short-Term			
1 ADR REPS 5 ORD										
YMBOL: TSM										

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76-0455526

Schedule I

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
TOYOTA MOTOR CP ADR NEWF (M)	230.0000	86.0800	19,798.40	1%	1,276.82	0.00%	0.00
SPONSORED ADR	230.0000	80.5286	18,521.58	08/06/12	1,276.82	116	Short-Term
ADR REP 2 ORD							
SYMBOL: TM							
UNITED TECHNOLOGIES CORP (M)	300.0000	80.1100	24,033.00	1%	5,231.79	2.67%	642.00
SYMBOL: UTX	250.0000	65.0751	16,268.78	07/31/08	3,758.72	1583	Long-Term
	50.0000	50.6486	2,532.43	01/16/09	1,473.07	1414	Long-Term
Cost Basis			18,801.21				
VISA INC CL A (M)	160.0000	149.7100	23,953.60	1%	4,690.15	0.88%	211.20
CLASS A	160.0000	120.3965	19,263.45	04/12/12	4,690.15	232	Short-Term
SYMBOL: V							
VODAFONE GROUP NEW ADR F (M)	410.0000	25.7950	10,575.95	<1%	(1,465.14)	2.01%	212.90
SPONSORED ADR	410.0000	29.3685	12,041.09	08/01/12	(1,465.14)	121	Short-Term
ADR REP 10 ORD							
SYMBOL: VOD							
WELLS FARGO & CO NEW (M)	855.0000	33.0100	28,223.55	2%	2,648.04	2.66%	752.40
SPONSORED ADR	535.0000	27.9145	14,934.27	08/09/10	2,726.08	844	Long-Term
ADR REP 2 ORD	320.0000	33.2538	10,641.24	07/24/12	(78.04)	129	Short-Term
SYMBOL: WFC							
Cost Basis			25,575.51				

Total Equities: 24,033,000.00 19.75% 65%
Total Cost Basis: 188,701.30

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

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

Schedule 2

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
	Units Purchased	Cost Per Share	Cost Basis				
ISHARES IBXX INVESTOP (M)	2,810.0000	122.1300	343,185.30	20%	51,676.58		
IBOX \$ INVESTOP CORP	1,205.0000	101.1325	121,864.70	07/31/08	25,301.95	1583	Long-Term
ROND FUND	235.0000	101.1834	23,778.10	01/16/09	4,922.45	1414	Long-Term
(MBOL: LQD	215.0000	98.5419	21,186.52	06/19/09	5,071.43	1260	Long-Term
	500.0000	103.3016	51,650.80	08/14/09	9,414.20	1204	Long-Term
	655.0000	111.4940	73,028.60	09/17/10	6,966.55	805	Long-Term
<i>Cost Basis</i>			291,508.72				
ISHARES TRUST (M)	565.0000	93.0500	52,573.25	3%	4,202.18		
IBOX \$ HIGH YIELD CORP	250.0000	93.4632	23,365.80	07/31/08	(103.30)	1583	Long-Term
BOND FUND	230.0000	75.4594	17,355.67	01/15/09	4,045.83	1415	Long-Term
SYMBOL: HYG	85.0000	89.9952	7,649.60	10/12/10	259.65	780	Long-Term
<i>Cost Basis</i>			48,371.07				
ISHARES TRUST BARCLAYS (M)	445.0000	108.3400	48,211.30	3%	657.13		
BARCLAYS MBS FIXED RATE	445.0000	106.8633	47,554.17	05/25/11	657.13	555	Long-Term
SYMBOL: MBB							
SPDR BARCLAYS ETF (M)	2,450.0000	30.8000	75,460.00	4%	645.32		
1-3 YEAR US CORP	2,450.0000	30.5366	74,814.68	04/09/12	645.32	235	Short-Term
INVESTMENT GRADE INDEX							
SYMBOL: SCPB							
UBS FISHER BIG CAP 2013	2,020.0000	27.6030	55,758.06	3%	5,245.06		
LEVRG SECS DUE 05/24/13	2,020.0000	25.0064	50,513.00	05/16/12	5,245.06	198	Short-Term
SUBJ TO XTRO REDEMPTION							

Total Other Assets 5,290,000 576,187.91 33% 52,266.27
Total Cost Basis 572,761.64

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