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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>The Prentice Foundation, Inc</b>		A Employer identification number <b>06-1386173</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) <b>(800) 839-1754</b>
<b>Foundation Source 501 Silverside Rd</b>	<b>123</b>	
City or town, state, and ZIP code <b>Wilmington DE 19809-1377</b>		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) <b>\$ 16,732,865</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	402	402		
	4 Dividends and interest from securities	258,944	258,944		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-17,368			
	b Gross sales price for all assets on line 6a	3,548,561			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	97,117	97,225			
12 Total. Add lines 1 through 11	339,095	356,571	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	69,595	33,450		36,145
	b Accounting fees (attach schedule)	23,000	20,000		23,000
	c Other professional fees (attach schedule)	119,073	119,073		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	14,795	1,695		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	98,728	68,851		27,558
	24 Total operating and administrative expenses. Add lines 13 through 23	325,191	243,069	0	86,703
	25 Contributions, gifts, grants paid	1,226,775			1,226,775
26 Total expenses and disbursements. Add lines 24 and 25	1,551,966	243,069	0	1,313,478	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,212,871				
b Net investment income (if negative, enter -0-)		113,502			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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SCANNED NOV 15 2013  
ENVELOPE  
POSTMARK DATESCANNED NOV 22 2013  
OPERATING AND ADMINISTRATIVE EXPENSES  
IRS

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing					
	<b>2</b> Savings and temporary cash investments			1,326,159	1,410,628	1,410,628
	<b>3</b> Accounts receivable					
	Less allowance for doubtful accounts			502,950		
	<b>4</b> Pledges receivable					
	Less allowance for doubtful accounts					
	<b>5</b> Grants receivable					
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	<b>7</b> Other notes and loans receivable (attach schedule)					
	Less allowance for doubtful accounts					
	<b>8</b> Inventories for sale or use					
	<b>9</b> Prepaid expenses and deferred charges					
	<b>10 a</b> Investments—U S. and state government obligations (attach schedule)					
	<b>b</b> Investments—corporate stock (attach schedule)			7,966,952	7,017,280	8,730,552
	<b>c</b> Investments—corporate bonds (attach schedule)			430,767	435,643	448,385
	<b>11</b> Investments—land, buildings, and equipment basis					
Less accumulated depreciation (attach schedule)						
<b>12</b> Investments—mortgage loans						
<b>13</b> Investments—other (attach schedule)			5,628,844	5,779,250	6,143,300	
<b>14</b> Land, buildings, and equipment basis						
Less accumulated depreciation (attach schedule)						
<b>15</b> Other assets (describe )						
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)			15,855,672	14,642,801	16,732,865	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses					
	<b>18</b> Grants payable					
	<b>19</b> Deferred revenue					
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b> Mortgages and other notes payable (attach schedule)					
	<b>22</b> Other liabilities (describe )					
	<b>23 Total liabilities</b> (add lines 17 through 22)			0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>					
	<b>24</b> Unrestricted					
	<b>25</b> Temporarily restricted					
	<b>26</b> Permanently restricted					
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>					
	<b>27</b> Capital stock, trust principal, or current funds					
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund					
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds			15,855,672	14,642,801	
<b>30 Total net assets or fund balances</b> (see instructions)			15,855,672	14,642,801		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions)			15,855,672	14,642,801		

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

<b>1</b> Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	<b>1</b>	15,855,672
<b>2</b> Enter amount from Part I, line 27a	<b>2</b>	-1,212,871
<b>3</b> Other increases not included in line 2 (itemize)	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3	<b>4</b>	14,642,801
<b>5</b> Decreases not included in line 2 (itemize)	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	<b>6</b>	14,642,801

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)	
<b>1a</b> Publicly-traded Securities					
<b>b</b> Passthrough K1 Capital Gain					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b> 3,548,561		3,618,954	-70,393		
<b>b</b>			53,036		
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
<b>a</b>			-70,393		
<b>b</b>			53,036		
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss)		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> </div>		<b>2</b>	-17,357
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-            in Part I, line 8         </div> </div>		<b>3</b>	0

**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.

<b>1</b> Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,174,795	17,297,460	0.067917
2010	1,074,613	16,817,161	0.063900
2009	1,166,742	15,453,962	0.075498
2008	1,403,991	20,635,964	0.068036
2007	1,511,723	26,237,461	0.057617
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.332968
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0.066594
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 16,813,200
<b>5</b> Multiply line 4 by line 3			<b>5</b> 1,119,658
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 1,135
<b>7</b> Add lines 5 and 6			<b>7</b> 1,120,793
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 1,313,478

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)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,135	
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	1,135	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,135	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	16,157		
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	16,157		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,022		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,500 Refunded <input type="checkbox"/>	11	13,522		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

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 ▶	13	X	
14	The books are in care of ▶ Foundation Source Telephone no ▶ (800) 839-1754 Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
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			
16	At any time during calendar year 2012, 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 ▶ <input type="checkbox"/>	1b	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	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 ▶ 20 , 20 , 20 , 20		
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 2012 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 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation** (see instructions).

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
	00			
	00			
	00			
	00			
	00			

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



**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Robinson & Cole LLP 280 Trumbull St, Hartford, CT 06103	Legal Services	94,095
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	
2	
3	
4	

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

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

	Amount
1	
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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	9,297,424
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,146,784
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	6,625,031
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	17,069,239
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	17,069,239
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	256,039
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	16,813,200
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	840,660

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	840,660
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	1,135
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,135
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	839,525
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	839,525
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	839,525

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	1,313,478
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,313,478
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	1,135
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,312,343

**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 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				839,525
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008	279,101			
<b>c</b> From 2009	390,082			
<b>d</b> From 2010	243,117			
<b>e</b> From 2011	322,708			
<b>f</b> Total of lines 3a through e	1,235,008			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,313,478				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				839,525
<b>e</b> Remaining amount distributed out of corpus	473,953			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,708,961			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,708,961			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008	279,101			
<b>b</b> Excess from 2009	390,082			
<b>c</b> Excess from 2010	243,117			
<b>d</b> Excess from 2011	322,708			
<b>e</b> Excess from 2012	473,953			

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

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
<b>b</b> 85% of line 2a				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> Gross investment income				0

**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 or e-mail 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

**c** Any submission deadlines

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



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

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions )
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments			14	402	
<b>4</b> Dividends and interest from securities			14	258,944	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory	525990	-11	18	-17,357	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue <b>a</b> Passthrough K-1 Income	525990	-108	14	93,275	
<b>b</b> Foreign Tax Refund			01	3,950	
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		-119		339,214	0
<b>13 Total.</b> Add line 12, columns (b), (d), and (e)				13	339,095

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



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

									Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
		Amount							Capital Gains/Losses		3,548,561		3,565,918		-17,357	
Long Term CG Distributions									Other sales		0		11		-11	
Short Term CG Distributions																
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss		
1	X	Publicly-traded Securities						3,548,561	3,618,954					-70,393		
2	X	Passthrough K1 Capital Gain											53,036	53,036		
3		Passthrough UBI Capital Loss											-11	-11		

**Part I, Line 11 (990-PF) - Other Income**

		97,117	97,225	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	K-1 Inc/Loss ALTERNATIVE INVESTMENTS INSTITUTIONAL	62,380	62,380	0
2	K-1 Inc/Loss ELLINGTON FINANCIAL LLC	2,380	762	0
3	K-1 Inc/Loss GENERATION IM GLOBAL EQUITY FD, LLC	27,659	27,659	0
4	K-1 Inc/Loss NORTH SKY CLEANTECH VENTURES, LP	748	2,474	0
5	Foreign Tax Refund	3,950	3,950	0

**Part I, Line 16a (990-PF) - Legal Fees**

		69,595	33,450	0	36,145
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	General Governance Matters and Counseling	36,145	0	0	36,145
2	Legal Services - Internal Investigation	33,450	33,450	0	0

**Part I, Line 16b (990-PF) - Accounting Fees**

		23,000	20,000	0	23,000
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Audit Support	3,000	0	0	3,000
2	Accounting - Internal Investigation	20,000	20,000	0	0

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

		119,073	119,073	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Investment Management Services	119,073	119,073	0	0

**Part I, Line 18 (990-PF) - Taxes**

		14,795	1,695	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Estimated Tax for 2012	13,100	0	0	0
2	Foreign Tax	1,695	1,695	0	0



**Part I, Line 23 (990-PF) - Other Expenses**

		98,728	68,851	0	27,558
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	27,508	0	0	27,508
2	Bank Charges	234	234	0	0
3	K-1 Expenses ALTERNATIVE INVESTMENTS INST	16,203	16,203	0	0
4	K-1 Expenses ELLINGTON FINANCIAL LLC	384	123	0	0
5	K-1 Expenses GENERATION IM GLOBAL EQUITY F	30,057	28,038	0	0
6	K-1 Expenses NORTH SKY CLEANTECH VENTURE	24,292	24,253	0	0
7	State or Local Filing Fees	50	0	0	50

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

		7,966,952	7,017,280	0	8,730,552	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	AARON'S INC	1,818		35,672		51,413
2	ABB LTD	1,425		31,192		29,626
3	ACCENTURE PLC	1,015		57,017		67,498
4	ACI WORLDWIDE INC	1,000		30,756		43,690
5	ADVANCE AUTO PARTS INC	71		4,733		5,137
6	AEGION CORPORATION	400		6,690		8,876
7	AEGON N V ORD AMER REG	260		1,350		1,674
8	AFFILIATED MANAGERS GROUP	120		8,615		15,618
9	AGL RESOURCES INC	125		4,986		4,996
10	AGRIUM INC	1,495		85,385		149,305
11	AIR PRODS & CHEM INC	350		29,001		29,407
12	AKZO NOBEL NV-ADR	70		1,075		1,575
13	ALBEMARLE CP	400		23,474		24,848
14	ALCATEL LUCENT	100		1,411		139
15	ALLERGAN INC	870		78,114		79,805
16	AMAZON COM	340		34,761		85,296
17	AMERICA MOVIL SA	60		1,467		1,388
18	AMERICAN EXPRESS CO	792		19,526		45,524
19	AMERICAN PUBLIC EDUCATION, INC	300		11,547		10,836
20	AMERICAN STATES WATER CO	100		4,393		4,798
21	AMERICAN TOWER REIT INC	587		18,113		45,357
22	APPLE INC	392		91,761		208,611
23	APTAR GROUP INC	150		7,500		7,158
24	ASTELLAS PHARMA INC	20		658		897
25	ASTRAZENECA	50		2,231		2,364
26	ATLAS AIR WORLDWIDE HOLDINGS	950		35,421		42,104
27	AUTOLIV INC	100		5,832		6,739
28	AXA ADS	425		11,298		7,744
29	BAKER HUGHES INTL	1,110		52,117		45,340
30	BANCO DO BRASIL S A SPONSORED ADR	110		1,032		1,394
31	BANCO SANTANDER BRASIL	150		1,118		1,092
32	BANK OF AMERICA CORP	2,540		38,494		29,489
33	BANK OF HAWAII CORP	150		6,669		6,608
34	BARCLAYS PLC ADR	70		717		1,212
35	BASF AG SPONS ADR	700		44,626		66,500
36	BERKSHIRE HATHAWAY INC CLASS B	1,239		82,221		111,137
37	BIOMED RLTY TR INC	100		1,936		1,933
38	BLACKBAUD INC	100		2,221		2,283
39	BOINGO WIRELESS, INC	1,700		14,074		12,835
40	BOK FINANCIAL CORP	40		2,238		2,178
41	BONANZA CREEK ENERGY INC	1,000		21,066		27,790
42	BORG WARNER INC	1,051		40,633		75,273
43	BOTTOMLINE TECHNOLOGIES, INC	75		1,745		1,979
44	BROADRIDGE FINANCIAL SOLUTIONS	900		17,426		20,592
45	BROOKFIELD ASSET MANAGEMENT CL A	485		12,601		17,775
46	BRUKER CORPORATION	275		3,482		4,190
47	CALAVO GROWERS, INC	1,200		30,669		30,252
48	CALGON CARBON CP	300		3,894		4,254

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

		7,966,952	7,017,280	0	8,730,552
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
49 CANADIAN NATL RAILWAY CO	2,385		80,871		217,058
50 CANADIAN PACIFIC RAILWAY LTD	1,643		98,526		166,961
51 CANON INC	60		1,920		2,353
52 CAPITALSOURCE INC	5,800		36,853		43,964
53 CARBO CERAMICS INC	75		5,626		5,876
54 CARMAX INC	1,804		35,429		67,722
55 CARREFOUR S A	385		1,219		1,983
56 CASH AMER INTL INC	1,000		36,937		39,670
57 CBIZ, INC	4,500		30,549		26,595
58 CELGENE CORP	322		19,585		25,267
59 CEMEX SA DE CV A ADS	89		856		878
60 CHECK POINT SOFTWARE TECHNOLOGIE	670		39,958		31,919
61 CINEMARK HOLDINGS INC	600		15,540		15,588
62 CITRIX SYSTEMS INC	993		74,507		65,161
63 CLARCOR INC	100		4,603		4,778
64 CME GROUP, INC	1,245		63,319		63,084
65 CNH GLOBAL NV	775		21,435		31,225
66 COHEN & STEERS INC	125		3,578		3,809
67 COHERENT INC CAL	25		1,062		1,266
68 COLUMBIA SPORTSWEAR CO	50		2,900		2,668
69 COMMERCE BANCSHARES, INC	157		5,757		5,504
70 COMMERCIAL METALS	300		4,344		4,458
71 COMMAVULT SYSTEMS, INC	50		3,271		3,483
72 CONVERGYS CP	3,000		44,701		49,230
73 CORE LABRATORIES	630		39,891		68,865
74 CORESITE REALTY CORPORATION	100		2,332		2,766
75 CROWN CASTLE INTL	750		31,599		54,120
76 CULLEN FROST BANKERS INC	50		2,820		2,714
77 CYS INVESTMENTS INC	4,300		55,735		50,783
78 DAI NIPPON PRINTING LTD JAPANSPONSO	230		1,557		1,785
79 DAIICHI SANKYO CO LTD SPONSORED AD	100		1,603		1,524
80 DARLING INTERNATIONAL INC	150		2,469		2,406
81 DENBURY RESOURCES INC	350		5,436		5,670
82 DENTSPLY INTERNATIONAL INC	50		1,987		1,981
83 DEUTSCHE TELE AG ADS	140		1,467		1,590
84 DIAGEO PLC ADS	800		56,543		93,263
85 DINEEQUITY INC	400		19,898		26,800
86 DOLAN MEDIA COMPANY	2,850		27,138		11,087
87 DONALDSON CO INC	225		7,505		7,389
88 DORMAN PRODUCTS INC COMMON STOC	100		3,319		3,534
89 DUNKIN' BRANDS GROUP INC	2,607		80,911		86,500
90 DUPONT FABROS TECHNOLOGY INC.COM	200		4,270		4,832
91 EAST WEST BANCORP, INC	275		5,932		5,910
92 EATON CORP PLC	1,008		53,025		54,613
93 EATON VANCE CORP COM	125		3,704		3,981
94 ECOLAB INC	1,134		66,768		81,535
95 EMC CORP-MASS	3,415		93,732		86,400
96 ENI S P A	50		2,231		2,457

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

		7,966,952	7,017,280	0	8,730,552	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
97	ENSCO PLC	950		56,472		56,316
98	EPR PROPERTIES	600		21,063		27,666
99	ERICSSON L M TEL CO	170		1,540		1,717
100	ESCO TECH INC	50		1,869		1,871
101	EXPRESS SCRIPTS HOLDING CO	1,716		89,903		92,663
102	FACEBOOK INC	2,051		56,715		54,597
103	FACTSET RESH SYST INC	25		2,272		2,202
104	FEDEX CORPORATION COMMON STOCK	614		54,781		56,316
105	FINANCIAL ENGINES INC COM	125		3,009		3,468
106	FINNING INTL INC	125		3,435		3,070
107	FIRST PAC CO LTD SPON ADR	230		1,141		1,272
108	FLEXTRONICS INTERNATIONAL	220		1,137		1,366
109	FOSTER WHEELER AG	575		19,033		13,984
110	FRANCE TELECOM ADS	223		2,757		2,464
111	FRANKLIN ELECTRIC CO , INC	25		1,459		1,551
112	FRANKLIN RES INC	536		50,032		67,375
113	FUJIFILM HOLDINGS	110		3,607		2,203
114	GENERAL MOTORS	1,402		44,572		40,420
115	GENESEE	100		7,241		7,608
116	GEOSPACE TECHNOLOGIES CORP	25		1,640		2,222
117	GLAXOSMITHKLINE PLC	40		2,134		1,739
118	GLOBAL CASH ACS HLDG	2,600		30,634		20,384
119	GLOBAL PAYMENTS INC	600		27,762		27,180
120	GOOGLE INC CL A	370		186,884		261,730
121	GRAINGER W W INC	246		36,797		49,783
122	GROUPE DANONE ADS	1,535		18,288		20,554
123	H LUNDBECK A/S UNSPON/ADR	70		1,007		1,019
124	HATTERAS FINL CPRP	200		5,546		4,962
125	HELEN OF TROY LIMITED	600		15,985		20,052
126	HERCULES TECHNOLOGY GROWTH	2,700		26,151		30,051
127	HIBBETT SPORTS, INC	75		4,117		3,953
128	HOMESTREET INC	800		8,800		20,440
129	HONDA MOTOR CO LTD	60		1,658		2,216
130	HSBC HLDGS PLC ADS	20		877		1,061
131	HUB GROUP, INC	75		2,326		2,520
132	HUBBELL CLASS B	50		4,194		4,232
133	IAC/INTERACTIVE CORP	1,100		34,679		51,964
134	ICU MEDICAL, INC	50		2,982		3,047
135	IDEX CP	50		3,468		2,327
136	INGERSOL-RAND PLC	850		30,655		40,766
137	INTERDIGITAL COMMUNICATIONS CORP	1,075		43,040		44,172
138	INTERNATIONAL BUSINESS MACHINES	183		22,465		35,054
139	INTESA SANPAOLO S/ADR	130		2,744		1,383
140	INTUIT	1,080		63,190		64,238
141	INTUITIVE SURGICAL, INC	120		43,948		58,844
142	IPG PHOTONICS CORP	100		5,600		6,665
143	ITALCEMENTI FABRICHERIUNITE SPA ADR	240		2,992		1,330
144	J SAINSBURY PLC S/ADR	50		1,106		1,135

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

		7,966,952	7,017,280	0	8,730,552
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
145 J2 GLOBAL INC	1,740		41,446		53,244
146 JOHNSON & JOHNSON	568		36,628		39,817
147 JONES LANG LASALLE	100		7,991		8,394
148 KAMAN CORPORATION	1,500		44,532		55,200
149 KAR AUCTION SERVICES INC	2,500		35,050		50,600
150 KINDER MORGAN INC	3,067		90,441		108,356
151 KINGFISHER PLC	100		789		924
152 KONINKLIJKE AHOLD	148		983		2,013
153 KRAFT FOODS GROUP, INC	525		11,796		23,872
154 KRATON PERFORMANCE POLYMERS INC	150		3,333		3,605
155 KRISPY KREME DOUGHNUTS	1,100		7,724		10,318
156 LIFE TIME FITNESS	75		3,480		3,691
157 LIMONEIRA CO	900		15,679		17,451
158 LINCOLN ELECTRIC HOLDING INC	74		3,442		3,602
159 LINDSAY CORP	50		3,888		4,006
160 LIQUIDITY SERVICES INC	400		16,033		16,344
161 LKQ CORPORATION	300		6,417		6,330
162 LORAL SPACE AND COMMUNICATIONS, INC	1,000		67,088		54,660
163 LOWES COMPANIES INC	2,128		57,521		75,587
164 LUFKIN INDUSTRIES, INC	75		3,787		4,360
165 MANULIFE FIN CORP	800		17,647		10,872
166 MARKETAXESS HOLDINGS, INC	150		4,725		5,295
167 MARKS & SPENCER GRP ADR	150		1,432		1,869
168 MARRIOTT INTERNATIONAL INC CL A	2,002		67,579		74,615
169 MASTERCARD INC	333		35,053		163,595
170 MCGRAW-HILL	978		53,370		53,467
171 MDC PARTNERS INC A	3,100		35,320		35,030
172 MEDICAL PROPERTIES TRUST, INC	3,700		35,328		44,252
173 MEDNAX, INC	25		1,873		1,988
174 MENS WEARHOUSE (THE)	125		4,251		3,895
175 MERCK & CO INC	1,269		35,685		51,953
176 MERIDIAN BIOSCIENCE INC	200		4,010		4,050
177 METTLER-TOLEDO INTL	25		4,363		4,833
178 MICROSOFT CORPORATION	2,990		78,009		79,862
179 MICROSTRATEGY INCORPORATED	25		2,430		2,335
180 MIDDLEBY CORPORATION (THE)	50		6,262		6,411
181 MINERAL TECH INC	150		5,435		5,988
182 MITSUBISHI TOKYO FIN	290		3,414		1,572
183 MONDELEZ INTERNATIONAL INC	4,538		100,258		115,506
184 MS&AD INS GROUP ADR	230		4,618		2,277
185 MYRIAD GENETICS, INC	150		4,106		4,088
186 N J RESOURCES CP	75		3,293		2,972
187 NABORS INDUSTRIES LTD	2,600		55,399		37,570
188 NELNET INC	1,900		38,216		56,601
189 NEOGEN CORPORATION	50		2,075		2,266
190 NEXEN INC	2,510		59,783		67,619
191 NIC INC	150		2,163		2,451
192 NIKE INC-CL B	846		40,304		43,654

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

		7,966,952	7,017,280	0	8,730,552
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
193 NIPPON TELEPHONE ADR	110		2,473		2,313
194 NOBLE CORPORATION	1,675		69,379		58,324
195 NORDSON CP	50		3,043		3,156
196 NOVO NORDISK A S	444		62,731		72,465
197 OASIS PETROLEUM CORP	400		11,494		12,720
198 OCCIDENTAL PETROLEUM CORP	1,276		93,968		97,753
199 OCEANERING INTL INC	75		4,014		4,034
200 OCWEN FINL CORP	225		8,006		7,783
201 ORACLE CORP	1,781		61,208		59,343
202 OWENS CORNING	2,423		70,119		89,626
203 PACCAR INC	953		38,852		43,085
204 PARTNERRE LTD COM	405		31,730		32,598
205 PEPSICO INC	646		30,064		44,206
206 PETROLEO BRASILEIRO SA- PETRO	80		2,944		1,545
207 PFIZER INC	1,870		33,175		46,898
208 PLANTRONICS INC	125		4,161		4,609
209 POLYCOM, INC	250		2,593		2,615
210 PORTUGAL TELECOM SGPS	260		1,367		1,295
211 POTASH CORPORATION OF SASKATCHEV	2,400		81,462		97,655
212 POWER INTEGRATIONS, INC	100		2,958		3,361
213 PRAXAIR INC	460		39,525		50,347
214 PRECISION CASTPARTS	450		61,841		85,239
215 PURE CYCLE CORPORATION	10,900		42,211		30,847
216 QUALCOMM INC	2,375		99,262		146,916
217 QUALITY SYSTEMS, INC - COMMON STOC	225		3,974		3,906
218 QUESTAR CP	375		7,572		7,410
219 REGIONS FINANCIAL CORP	5,580		37,071		39,785
220 RENAISSANCE HOLDINGS LTD	350		24,545		28,441
221 RESMED INC	100		4,088		4,157
222 RIVERBED TECHNOLOGY, INC	100		1,913		1,972
223 ROADRUNNER TRANSPORTATION SYSTE	900		15,838		16,326
224 RPC INC	150		1,716		1,836
225 SALESFORCE COM	372		36,299		62,533
226 SANDRIDGE ENERGY INC	2,680		20,950		17,018
227 SANOFI-AVENTIS SPONSORED ADR	40		1,753		1,895
228 SAPIENT CORPORATION	425		4,373		4,488
229 SCHLUMBERGER LTD	904		76,696		62,646
230 SEAGATE TECHNOLOGY	30		897		913
231 SEI INVESTMENTS	200		4,453		4,668
232 SEIKO EPSON CORP ADR	680		2,026		2,700
233 SELECT COMFORT CORPORATION	225		6,417		5,888
234 SEVEN & I HOLDINGS C	10		476		564
235 SIGMA ALDRICH CORP	696		47,491		51,212
236 SIGNATURE BANK	100		7,167		7,134
237 SILGAN HOLDINGS, INC - COMMON STOC	1,420		32,093		58,987
238 SIX FLAGS ENTERTAINMENT CORPORATI	1,000		29,811		61,200
239 SK TELECOM ADS ADS	40		969		633
240 SKYWORKS SOLUTIONS, INC	800		16,466		16,240

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

		7,966,952	7,017,280	0	8,730,552
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
241 SODASTREAM INTERNATIONAL LTD	125		4,645		5,611
242 SONY CORP ADR	50		2,017		560
243 SOUTHWESTERN ENERGY	1,800		68,934		60,138
244 STARWOOD PROPERTY TRUST INC	1,200		25,849		27,552
245 STEINWAY MUSICAL	500		14,045		10,575
246 STMICROELECTRONICS	140		2,050		1,014
247 SUEZ ENVIRONNEMENT C	230		1,280		1,392
248 SUMITOMO MITSUI FINCL GRP	215		2,970		1,578
249 SUNCOR ENERGY INC	1,750		67,673		57,715
250 SVB FINANCIAL GROUP	75		4,246		4,198
251 SWISS RE LTD-SPN ADR	30		1,840		2,169
252 SYNTEL INC	50		3,056		2,682
253 T ROWE PRICE ASSOCIATES	685		33,709		44,605
254 TAKEDA PHARMACEUTICAL CO LTD	80		1,825		1,776
255 TALISMAN ENERGY INC	1,645		30,307		18,638
256 TDK CORP	30		1,763		1,097
257 TE CONNECTIVITY LTD	60		1,196		2,227
258 TECHNE CORPORATION	25		1,728		1,709
259 TELECOM ITALIA ADR	265		2,225		2,398
260 TELEFLEX INC	300		17,097		21,393
261 TELEFONICA BRASIL, S A	40		875		962
262 TELEFONICA S A ADR	42		770		567
263 TENARIS SA-ADR	1,370		54,103		57,430
264 TESCO PLC S ADR	120		1,812		1,990
265 TEXAS CAPITAL BANCSHARES, INC	75		3,569		3,362
266 THE FRESH MARKET INC	50		2,933		2,405
267 THE HAIN CELESTIAL GROUP, INC	25		1,440		1,356
268 THORATEC LABS CORPORATION	125		4,605		4,690
269 TIM PARTICIPACOES S A SPONSORED AD	100		1,934		1,982
270 TIME WARNER CABLE INC	828		50,949		80,473
271 TJX COMPANIES INC	1,325		17,602		56,246
272 TOKIO MARINE HOLDINGS INC	70		3,164		1,949
273 TOYOTA MTR CORP	30		2,289		2,798
274 TRACTOR SUPPLY CO COM	25		2,413		2,209
275 UBS AG	390		9,021		6,139
276 UMB FINANCIAL CORPORATION	75		3,335		3,287
277 UMPQUA HOLDINGS CORPORATION	225		2,761		2,653
278 UNILEVER N V N Y	2,200		71,522		84,260
279 UNILEVER PLC AMER	46		1,067		1,781
280 UNITED NATURAL FOODS, INC	100		5,453		5,359
281 UNITED TECHNOLOGIES CORP	650		35,651		53,307
282 V F CORP	345		50,326		52,085
283 VALUECLICK INC	2,400		40,328		46,584
284 VERIFONE SYSTEMS INC	75		2,156		2,226
285 VIRGIN MEDIA INC	1,200		21,731		44,100
286 VISA INC	1,227		109,841		185,988
287 VITAMIN SHOPPE INC	75		4,304		4,302
288 VODAFONE GROUP PLC	60		1,458		1,511

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

		7,966,952	7,017,280	0	8,730,552	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
289	WABTEC	100		8,209		8,754
290	WALT DISNEY HOLDINGS CO	1,989		40,366		99,031
291	WATTS WATER TECHNOLOGIES INC	125		5,113		5,374
292	WEATHERFORD INTL	4,500		84,229		50,355
293	WEIGHT WATCHERS INTL	75		3,651		3,927
294	WELLPOINT INC	1,206		54,802		73,470
295	WELLS FARGO & CO	5,757		154,208		196,773
296	WEST PHARMA SVCS INC	75		4,013		4,106
297	WEX INC	75		5,409		5,653
298	WILEY JOHN & SONS INC CL A	75		3,308		2,920
299	WILLIAMS SONOMA INC	1,224		52,015		53,574
300	WM MORRISON SUPERMARKETS	300		1,795		1,283
301	WOLTERS KLUWER S/ADR	54		885		1,116
302	WOLVERINE WORLDWIDE	125		5,381		5,123
303	WORLD FUEL SVCS CP	2,375		79,487		97,778
304	YARA INTERNATIONAL ASA	745		28,576		37,056



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

		430,767		435,643		0		448,385
	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	
1	ADVANCED MICRO DEVICES INC - 6 000%				10,125		9,300	
2	ALCOA INC - 6 150% - 08/15/2020				11,493		12,014	
3	AMERICAN EXPRESS CO NT - 6 150% - 08/15/2020				11,481		12,050	
4	AMGEN INC NOTE - 02 500% - 11/15/2016				10,867		11,557	
5	ARROW ELECTRONICS INC - 6 875% - 06/01/2016				11,338		11,722	
6	BB&T CORPORATION SR NT 5 70000% 04/15/2020				10,992		10,658	
7	BLACKROCK INC NOTE - 3 500% - 12/10/2016				11,705		11,617	
8	CENTURYLINK INC NOTE - 6 450% - 06/15/2016				12,913		14,365	
9	CITY NATIONAL CORP NOTE - 5 250% - 09/15/2016				10,944		12,253	
10	CLOXOX CO DEL SR NT 5 95000% 10/15/2016				11,774		11,896	
11	DEAN FOODS CO SR NT - 6 900% - 10/15/2016				11,778		11,990	
12	DELL - 2 300% - 9/10/2015				9,990		10,276	
13	DONNELLEY R R & SONS - 5 500% - 05/15/2016				13,361		13,423	
14	GATX CORP NOTE - 4 750% - 05/15/2015				10,614		10,685	
15	GENWORTH FINANCIAL MTN - 6 515% - 05/15/2016				12,228		12,860	
16	HEWLETT-PACKARD CO NOTES 05 50000%				10,569		9,734	
17	HOME DEPOT INC - 5 400% - 03/01/2016				11,274		11,424	
18	ICAHN ENTERPRISES - 8 000% - 01/15/2018				10,388		10,738	
19	INT'L LEASE FIN CORP - 5 750% - 05/15/2016				10,850		11,595	
20	JEFFERIES GROUP INC - 05 12500% - 4/13/2016				11,430		12,600	
21	JPM CHASE - 4 400% - 07/22/2020				4,350		4,515	
22	JPMORGAN CHASE & CO SR NT - 4 250% - 07/22/2020				6,561		6,673	
23	KROGER CO SR NT - 3 400% - 04/15/2022				9,189		9,308	
24	MASCO CORP BD - 6 125% - 10/03/2016				12,315		13,254	
25	MEDTRONIC INC SR NT - 3 125% - 03/15/2016				11,752		11,679	
26	MERRILL LYNCH & CO - 6 500% - 07/15/2018				10,929		11,658	
27	MORGAN STANLEY MTN - 4 000% - 07/30/2016				11,069		11,205	
28	NASDAQ OMX GROUP 4 0% 01/15/2015				11,348		11,515	
29	NISOURCE FINANCE CORP - 6 800% - 01/15/2016				16,344		17,178	
30	OWENS CORNING INC - 9 000% - 06/15/2016				2,385		2,499	
31	PITNEY BOWES - 4 7500% - 01/15/2016				11,475		11,322	
32	PRUDENTIAL FINL INC - 6 000% - 12/01/2016				11,200		11,999	
33	SIMON PROPERTY GROUP LP NT - 5 750%				11,429		11,264	
34	SLM CORP - 5 000% - 10/01/2013				12,510		12,285	
35	TARGET CORP - 3 875% - 07/15/2020				10,443		11,212	
36	TELEFONAKTIEBOLAGET LM ERICSS - 4 125%				11,102		11,432	
37	VORNADO RLTY L P NT - 4 250% - 04/01/2016				11,517		11,627	
38	WELLS FARGO & CO NOTE - 3 676% - 06/15/2016				10,413		10,811	
39	XEROX CORP SR NT 6 40000% 03/15/2016				11,359		11,269	
40	ZURICH REINS CENTRE HLDG INC - 7 125%				11,839		12,923	

**Part II, Line 13 (990-PF) - Investments - Other**

			5,628,844	5,779,250	6,143,300
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	ALTERNATIVE INVESTMENTS INSTITUTION			2,008,105	2,069,864
2	ELLINGTON FINANCIAL LLC			17,146	15,722
3	F&C COMMINGLED FUND II LTD			900,000	854,522
4	GENERATION IM GLOBAL EQUITY FD, LLC			2,258,282	2,569,710
5	NORTH SKY CLEANTECH VENTURES, LP			595,717	633,482

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

During the taxable year ending December 31, 2012, The Prentice (the "Foundation") treated a distribution to a donor advised fund over which the Foundation (or disqualified person) had advisory privileges as a qualifying distribution. Donor advised funds are exempt under Internal Revenue Code ("Code") Section 501(c)(3), must be organized and operated exclusively for one or more of the charitable purposes described in Code Section 170(c)(2)(B), and have sole discretion over the funds distributed to them. Consequently, the Foundation is not in a position to explain precisely how the funds will be expended for charitable purposes.

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

000													
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	Explanation
1	Diane M Albison*		501 Silverside Rd	Wilmington	DE	19809		Sec	1.00	0	0	0	*Removed in 2012
2	Jerry Babicka		501 Silverside Rd	Wilmington	DE	19809		VP / Dir / Sec / Treas	1.00	0	0	0	
3	Lynn P Babicka		501 Silverside Rd	Wilmington	DE	19809		VP / Dir	1.00	0	0	0	
4	David L Godfrey*		501 Silverside Rd	Wilmington	DE	19809		Treas	1.00	0	0	0	*Removed in 2012
5	John Powers		501 Silverside Rd	Wilmington	DE	19809		Pres / Dir	3.00	0	0	0	

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

ANIMAL WELFARE INSTITUTE

**Street**

900 PENN AVE SE

**City**

WASHINGTON

**State**

DC

**Zip Code**

20003

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,500

**Name**

ASPEN COMMUNITY FOUNDATION

**Street**

110 E HALLAM ST STE 126

**City**

ASPEN

**State**

CO

**Zip Code**

81611

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Third Generation Fund

**Amount**

52,500

**Name**

AUSTIN COMMUNITY FOUNDATION FOR THE CAPITAL AREA

**Street**

4315 GUADALUPE ST STE 300

**City**

AUSTIN

**State**

TX

**Zip Code**

78751

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Armstrong Music School

**Amount**

1,000

**Name**

AUSTIN LYRIC OPERA

**Street**

3009 INDUSTRIAL TERRACE, STE 100

**City**

AUSTIN

**State**

TX

**Zip Code**

78758

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

AUSTIN MUSEUM OF ART INC

**Street**

3809 W 35TH ST

**City**

AUSTIN

**State**

TX

**Zip Code**

78703

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

AUSTIN THEATRE ALLIANCE

**Street**

PO BOX 1566

**City**

AUSTIN

**State**

TX

**Zip Code**

78767

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

Paramount Theater

**Amount**

10,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

AUTISM SPEAKS INC - MIAMI, FL

**Street**

5805 BLUE LAGOON DR, STE 110

**City**

MIAMI

**State**

FL

**Zip Code**

33126

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

4,000

**Name**

BERKSHIRE HUMANE SOCIETY INC

**Street**

214 BARKER RD

**City**

PITTSFIELD

**State**

MA

**Zip Code**

01201

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,000

**Name**

BEST BUDDIES INTERNATIONAL INC

**Street**

100 SE 2ND ST, STE 2200

**City**

MIAMI

**State**

FL

**Zip Code**

33131

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

BEST FRIENDS ANIMAL SOCIETY

**Street**

5001 ANGEL CANYON RD

**City**

KANAB

**State**

UT

**Zip Code**

84741

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

BIG BROTHERS AND BIG SISTERS OF GREATER MIAMI

**Street**

701 SW 27TH AVE

**City**

MIAMI

**State**

FL

**Zip Code**

33135

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

6,000

**Name**

BIG BROTHERS BIG SISTERS LONE STAR

**Street**

450 CARPENTER ST

**City**

IRVING

**State**

TX

**Zip Code**

75062

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Jean Powers Bohart Scholarship Fund

**Amount**

14,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

BRIGHTFOCUS FOUNDATION

**Street**

22512 GTWY CTR DR

**City**

CLARKSBURG

**State**

MD

**Zip Code**

20871

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Alzheimer's Disease Research

**Amount**

5,000

**Name**

CAROLINA FOR KIBERA INC

**Street**

CAMPUS BOX 5145

**City**

CHAPEL HILL

**State**

NC

**Zip Code**

27599

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Name**

CATHOLICS FOR CHOICE

**Street**

1436 U ST NW STE 301

**City**

WASHINGTON

**State**

DC

**Zip Code**

20009

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

20,000

**Name**

CENTER FOR REPRODUCTIVE RIGHTS INC

**Street**

120 WALL ST

**City**

NEW YORK

**State**

NY

**Zip Code**

10005

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

CHAPMAN PARTNERSHIP INC

**Street**

1550 N MIAMI AVE

**City**

MIAMI

**State**

FL

**Zip Code**

33136

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

CLINIC FOR THE REHABILITATION OF WILDLIFE INC

**Street**

PO BOX 150

**City**

SANIBEL

**State**

FL

**Zip Code**

33957

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

COMMUNITY CATALYST - MERGER WATCH

**Street**

30 WINTER ST, 10TH FL

**City**

BOSTON

**State**

MA

**Zip Code**

02108

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,500

**Name**

CONSCIOUS ACTS OF KINDNESS INC

**Street**

9199 SW 97TH AVE

**City**

MIAMI

**State**

FL

**Zip Code**

33176

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

CONSEQUENCES FOUNDATION INC

**Street**

801 BRICKELL BAY DR, #9

**City**

MIAMI

**State**

FL

**Zip Code**

33131

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

4,000

**Name**

CONSERVATION LAW FOUNDATION INC

**Street**

62 SUMMER ST

**City**

BOSTON

**State**

MA

**Zip Code**

02110

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Work on Clean Energy in Vermont

**Amount**

5,000

**Name**

CONSERVATION TRUST FOR NORTH CAROLINA

**Street**

1028 WASHINGTON ST

**City**

RALEIGH

**State**

NC

**Zip Code**

27605

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

CRADLES TO CRAYONS INC

**Street**

PO BOX 799

**City**

CONSHOHOCKEN

**State**

PA

**Zip Code**

19428

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

7,500



**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

DEMOCRACY WORKS INC

**Street**

150 COURT ST

**City**

BROOKLYN

**State**

NY

**Zip Code**

11201

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

TurboVote in North Carolina

**Amount**

5,000

**Name**

DENVER FOUNDATION

**Street**

55 MADISON ST, 8TH FL

**City**

DENVER

**State**

CO

**Zip Code**

80206

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Eye on the Future Fund

**Amount**

140,000

**Name**

EARTHJUSTICE

**Street**

50 CALIFORNIA ST, STE 500

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94111

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

Work in Florida

**Amount**

10,000

**Name**

ECOMB INC

**Street**

210 2ND ST

**City**

MIAMI BEACH

**State**

FL

**Zip Code**

33139

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,500

**Name**

ENGLEWOOD HOSPITAL AND MEDICAL CENTER A NEW JERSEY NONPROFIT CORP

**Street**

350 ENGLE ST

**City**

ENGLEWOOD

**State**

NJ

**Zip Code**

07631

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Breast Center

**Amount**

3,000

**Name**

ENVIRONMENTAL DEFENSE FUND INCORPORATED

**Street**

1875 CONNECTICUT AVE NW STE 600

**City**

WASHINGTON

**State**

DC

**Zip Code**

20009

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

8,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

ENVIRONMENTAL DEFENSE FUND INCORPORATED

**Street**

1875 CONNECTICUT AVE NW STE 600

**City**

WASHINGTON

**State**

DC

**Zip Code**

20009

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

North Carolina Affiliate

**Amount**

10,000

**Name**

ENVIRONMENTAL LEARNING CENTER INC

**Street**

255 LIVE OAK DR

**City**

VERO BEACH

**State**

FL

**Zip Code**

32963

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Ecology Adventure Series

**Amount**

11,775

**Name**

FARM SANCTUARY INC

**Street**

PO BOX 150

**City**

WATKINS GLEN

**State**

NY

**Zip Code**

14891

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Farm Sanctuary West and Farm Sanctuary East

**Amount**

7,500

**Name**

FEEDING SOUTH FLORIDA INC

**Street**

2501 SW 32ND TERRACE

**City**

PEMBROKE PARK

**State**

FL

**Zip Code**

33023

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

FEMINIST MAJORITY FOUNDATION

**Street**

1600 WILSON BLVD

**City**

ARLINGTON

**State**

VA

**Zip Code**

22209

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

FLATHEAD SPAY &amp; NEUTER TASK FORCE INC

**Street**

PO BOX 2095

**City**

WHITEFISH

**State**

MT

**Zip Code**

59937

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

FLORIDA ASSOCIATION OF PLANNED PARENTHOOD AFFILIATES INC

**Street**

2300 N FLORIDA MANGO RD

**City**

WEST PALM BEACH

**State**

FL

**Zip Code**

33409

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

6,000

**Name**

FLORIDA PUBLIC INTEREST RESEARCH GROUP EDUCATION FUND INC

**Street**

328 S JEFFERSON ST STE 620

**City**

CHICAGO

**State**

IL

**Zip Code**

60661

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

FRIENDS OF ELEANOR SONSINI ANIMAL SHELTER INC

**Street**

63 DOWNING PKWY

**City**

PITTSFIELD

**State**

MA

**Zip Code**

01201

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,000

**Name**

FRIENDS OF THE JEFFERSON ANIMAL SHELTER

**Street**

PO BOX 1079

**City**

METAIRIE

**State**

LA

**Zip Code**

70004

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

West Bank and East Bank

**Amount**

6,000

**Name**

FRIENDSHIP SCHOOL

**Street**

6505 RIDENOUR WAY E STE 1B

**City**

ELDERSBURG

**State**

MD

**Zip Code**

21784

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Operating Costs

**Amount**

30,000

**Name**

GLEN HIGHLAND FARM INC

**Street**

217 PEGG RD

**City**

MORRIS

**State**

NY

**Zip Code**

13808

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,300

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

GREEN CHIMNEYS CHILDRENS SERVICES INC

**Street**

400 DOANSBURG RD BOX 719

**City**

BREWSTER

**State**

NY

**Zip Code**

10509

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,500

**Name**

GREENPEACE FUND INC

**Street**

702 H ST NW STE 300

**City**

WASHINGTON

**State**

DC

**Zip Code**

20001

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Work on Clean Energy

**Amount**

10,000

**Name**

GUARDIANS OF RESCUE INC

**Street**

34 E MAIN ST

**City**

SMITHTOWN

**State**

NY

**Zip Code**

11787

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Victims of Hurricane Sandy

**Amount**

1,000

**Name**

GUTTMACHER INSTITUTE INC

**Street**

125 MAIDEN LN FL 7

**City**

NEW YORK

**State**

NY

**Zip Code**

10038

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

15,000

**Name**

HABITAT FOR HUMANITY INTERNATIONAL INC

**Street**

230 ARDEN DR

**City**

BELGRADE

**State**

MT

**Zip Code**

59714

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

HAMPSHIRE COLLEGE TRUSTEES

**Street**

893 W ST

**City**

AMHERST

**State**

MA

**Zip Code**

01002

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Civil Liberties &amp; Public Policy

**Amount**

10,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

HEARTGIFT FOUNDATION

**Street**

1010 W 40TH ST

**City**

AUSTIN

**State**

TX

**Zip Code**

78756

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

HIBISCUS CHILDRENS CENTER INC

**Street**

2400 NE DIXIE HWY

**City**

JENSEN BEACH

**State**

FL

**Zip Code**

34957

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

"Driven to Success"

**Amount**

2,000

**Name**

HOMELESS FAMILY CENTER INC

**Street**

715 4TH PL

**City**

VERO BEACH

**State**

FL

**Zip Code**

32962

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,500

**Name**

HUMANE FARMING ASSOCIATION

**Street**

P O BOX 3577

**City**

SAN RAFAEL

**State**

CA

**Zip Code**

94912

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,000

**Name**

HUMANE SOCIETY OF VERO BEACH FLA

**Street**

6230 77TH ST

**City**

VERO BEACH

**State**

FL

**Zip Code**

32967

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

Charitable Event

**Amount**

1,000

**Name**

IMPACT AUSTIN FOUNDATION

**Street**

PO BOX 28148

**City**

AUSTIN

**State**

TX

**Zip Code**

78755

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

INDIAN RIVER HOSPITAL FOUNDATION INC

**Street**

1000 36TH ST

**City**

VERO BEACH

**State**

FL

**Zip Code**

32960

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

New Cancer Center Fund

**Amount**

15,000

**Name**

INDIAN RIVER LAND TRUST INC

**Street**

80 ROYAL PALM POINTE STE 301

**City**

VERO BEACH

**State**

FL

**Zip Code**

32960

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

INTERNATIONAL PRIMATE PROTECTION LEAGUE

**Street**

PO BOX 766

**City**

SUMMERVILLE

**State**

SC

**Zip Code**

29484

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,000

**Name**

JOHN'S ISLAND FOUNDATION INC

**Street**

6001 N A1A, #PMB 8323

**City**

INDIAN RIVER SHORES

**State**

FL

**Zip Code**

32963

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Name**

JOSES HAND INC

**Street**

7854 NW 188TH LN

**City**

HIALEAH

**State**

FL

**Zip Code**

33015

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,000

**Name**

LITTLE LIGHTHOUSE FOUNDATION INC

**Street**

100 BISCAYNE BLVD STE 1607

**City**

MIAMI

**State**

FL

**Zip Code**

33132

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

15,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

MAKE A WISH FOUNDATION OF SOUTHERN FLORIDA INC

**Street**

4491 S STATE RD 7 STE 201

**City**

DAVIE

**State**

FL

**Zip Code**

33314

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

20,000

**Name**

MARDY FISH FOUNDATION INC

**Street**

PO BOX 648158

**City**

VERO BEACH

**State**

FL

**Zip Code**

32964

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Name**

MCKEE BOTANICAL GARDEN INC

**Street**

350 US HWY 1

**City**

VERO BEACH

**State**

FL

**Zip Code**

32962

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,500

**Name**

MIAMI BRIDGE YOUTH AND FAMILY SERVICES INC

**Street**

2810 NW S RIVER DR

**City**

MIAMI

**State**

FL

**Zip Code**

33125

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

MOHAWK AND HUDSON RIVER HUMANE SOCIETY

**Street**

3 OAKLAND AVE

**City**

MENANDS

**State**

NY

**Zip Code**

12204

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Name**

MONTANA FOOD BANK NETWORK INC

**Street**

5625 EXPY

**City**

MISSOULA

**State**

MT

**Zip Code**

59808

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

MOUNT SINAI MEDICAL CENTER FOUNDATION INC

**Street**

4300 ALTON RD

**City**

MIAMI BEACH

**State**

FL

**Zip Code**

33140

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

3,500

**Name**

MS FOUNDATION FOR WOMEN INC

**Street**

12 METROTECH CENTER, 26TH FL

**City**

BROOKLYN

**State**

NY

**Zip Code**

11201

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

500

**Name**

MUSICIANS ON CALL INC

**Street**

39 W 32ND ST RM 1103

**City**

NEW YORK

**State**

NY

**Zip Code**

10001

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Specifically for the Miami Branch

**Amount**

5,000

**Name**

NARAL PRO CHOICE MARYLAND FUND INC

**Street**

1320 FENWICK LN

**City**

SILVER SPRING

**State**

MD

**Zip Code**

20910

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Capacity Building Grant

**Amount**

25,000

**Name**

NARAL PRO CHOICE MARYLAND FUND INC

**Street**

1320 FENWICK LN

**City**

SILVER SPRING

**State**

MD

**Zip Code**

20910

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Crisis Pregnancy Center Education

**Amount**

25,000

**Name**

NATIONAL PARKS CONSERVATION ASSOCIATION

**Street**

777 6TH ST NW STE 700

**City**

WASHINGTON

**State**

DC

**Zip Code**

20001

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Alternative Sight for the FFL Power Corridor to the Sate of FL

**Amount**

2,000



**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

NETWORK FOR TEACHING ENTREPRENEURSHIP

**Street**

120 WALL ST FL 29

**City**

NEW YORK

**State**

NY

**Zip Code**

10005

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,500

**Name**

NEW HORIZONS OF THE TREASURE COAST INC

**Street**

4500 W MIDWAY RD

**City**

FORT PIERCE

**State**

FL

**Zip Code**

34981

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,000

**Name**

NORTH CAROLINA CENTER FOR PUBLIC POLICY RESEARCH INC

**Street**

PO BOX 430

**City**

RALEIGH

**State**

NC

**Zip Code**

27602

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,000

**Name**

NORTH CAROLINA COASTAL FEDERATION INC

**Street**

3609 N C 24

**City**

NEWPORT

**State**

NC

**Zip Code**

28570

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

3,000

**Name**

NORTH CAROLINA COMMUNITY FOUNDATION INC

**Street**

4601 SIX FORKS RD STE 524

**City**

RALEIGH

**State**

NC

**Zip Code**

27609

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

North Carolina Network of Grantmakers

**Amount**

5,000

**Name**

NORTH CAROLINA COMMUNITY FOUNDATION INC

**Street**

4601 SIX FORKS RD STE 524

**City**

RALEIGH

**State**

NC

**Zip Code**

27609

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

NC Network of Grantmakers

**Amount**

10,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

NORTH CAROLINA CONSERVATION NETWORK

**Street**

19 E MARTIN ST STE 300

**City**

RALEIGH

**State**

NC

**Zip Code**

27601

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

7,000

**Name**

NORTH SHORE ANIMAL LEAGUE AMERICA INC

**Street**

25 DAVIS AVE

**City**

PORT WASHINGTON

**State**

NY

**Zip Code**

11050

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

PARKS AND WILDLIFE FOUNDATION OF TEXAS INC

**Street**

1901 N AKARD ST

**City**

DALLAS

**State**

TX

**Zip Code**

75201

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(3)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,000

**Name**

PEOPLE FOR THE ETHICAL TREATMENT OF ANIMALS INC

**Street**

501 FRONT ST

**City**

NORFOLK

**State**

VA

**Zip Code**

23510

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Name**

PETS FOR VETS INC

**Street**

409 BLACK DIAMOND DR

**City**

WILMINGTON

**State**

NC

**Zip Code**

28411

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Name**

PHYSICIANS FOR REPRODUCTIVE HEALTH INC

**Street**

55 W 39TH ST 10TH FL

**City**

NEW YORK

**State**

NY

**Zip Code**

10018

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

PITTILOVE RESCUE INC

**Street**

10 ARBETTER DR

**City**

FRAMINGHAM

**State**

MA

**Zip Code**

01701

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Name**

PLANNED PARENTHOOD FEDERATION OF AMERICA INC

**Street**

434 W 33RD ST , 11TH FL

**City**

NEW YORK

**State**

NY

**Zip Code**

10001

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Affiliate Awards/Contraception/Abortion Services

**Amount**

30,000

**Name**

PLANNED PARENTHOOD GULF COAST INC

**Street**

4600 GULF FREEWAY

**City**

HOUSTON

**State**

TX

**Zip Code**

77023

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

PLANNED PARENTHOOD OF CENTRAL AND GREATER NORTHERN NEW JERSEY INC

**Street**

196 SPEEDWELL AVE

**City**

MORRISTOWN

**State**

NJ

**Zip Code**

07960

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

To Train Physicians To Help The Clinics

**Amount**

5,000

**Name**

PLANNED PARENTHOOD OF CENTRAL NORTH CAROLINA INC

**Street**

1765 DOBBINS DR

**City**

CHAPEL HILL

**State**

NC

**Zip Code**

27514

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASURE COAST INC

**Street**

2300 N FLORIDA MANGO RD

**City**

WEST PALM BEACH

**State**

FL

**Zip Code**

33409

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

13,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASURE COAST INC

**Street**

2300 N FLORIDA MANGO RD

**City**

WEST PALM BEACH

**State**

FL

**Zip Code**

33409

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Wellington Center to be Matched by an Anonymous Donor

**Amount**

10,000

**Name**

PLANNED PARENTHOOD OF SOUTHERN NEW ENGLAND INC

**Street**

345 WHITNEY AVE

**City**

NEW HAVEN

**State**

CT

**Zip Code**

06511

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

Abortion Assistance

**Amount**

10,000

**Name**

PLANNED PARENTHOOD OF SOUTHERN NEW JERSEY INC

**Street**

317 S BROADWAY

**City**

CAMDEN

**State**

NJ

**Zip Code**

08103

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

PLANNED PARENTHOOD OF THE TEXAS CAPITAL REGION INC

**Street**

201 E BEN WHITE BLVD BLDG B

**City**

AUSTIN

**State**

TX

**Zip Code**

78704

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

POPULATION CONNECTION

**Street**

2120 L ST NW STE 500

**City**

WASHINGTON

**State**

DC

**Zip Code**

20037

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

RELIGIOUS COALITION FOR REPRODUCTIVE CHOICE EDUCATIONAL FN

**Street**

1413 K ST NW 14TH FL

**City**

WASHINGTON

**State**

DC

**Zip Code**

20005

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

REPRODUCTIVE HEALTH ACCESS PROJECT INC

**Street**

PO BOX 21191

**City**

NEW YORK

**State**

NY

**Zip Code**

10025

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

RYAN SEACREST FOUNDATION INC

**Street**

12400 WLSHRE BLVD STE 1275

**City**

LOS ANGELES

**State**

CA

**Zip Code**

90025

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

4,000

**Name**

SAMARITANS PURSE

**Street**

PO BOX 3000

**City**

BOONE

**State**

NC

**Zip Code**

28607

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Victims Who Lost Their Homes During Hurrican Sandy

**Amount**

2,000

**Name**

SEA SHEPHERD CONSERVATION SOCIETY

**Street**

216 HALVORSEN RD

**City**

FRIDAY HARBOR

**State**

WA

**Zip Code**

98250

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

SEA TURTLE CONSERVANCY

**Street**

4424 NW 13TH ST STE B-11

**City**

GAINESVILLE

**State**

FL

**Zip Code**

32609

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

7,500

**Name**

SECU FAMILY HOUSE AT UNC HOSPITALS

**Street**

123 OLD MASON FARM RD

**City**

CHAPEL HILL

**State**

NC

**Zip Code**

27517

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

3,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF WESTCHESTER

**Street**

590 N STATE RD

**City**

BRIARCLIFF

**State**

NY

**Zip Code**

10510

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,700

**Name**

SOUTHERN ENVIRONMENTAL LAW CENTER

**Street**

201 W MAIN ST STE 14

**City**

CHARLOTTESVILLE

**State**

VA

**Zip Code**

22902

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

7,000

**Name**

ST JUDE CHILDRENS RESEARCH HOSPITAL INC

**Street**

501 ST JUDE'S PL

**City**

MEMPHIS

**State**

TN

**Zip Code**

38105

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,500

**Name**

ST STEPHENS EPISCOPAL SCHOOL

**Street**

6500 ST STEPHENS DR

**City**

AUSTIN

**State**

TX

**Zip Code**

78746

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

3,000

**Name**

ST STEPHENS R E CHURCH

**Street**

PO BOX 1288

**City**

SYKESVILLE

**State**

MD

**Zip Code**

21784

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Anselm Initiative

**Amount**

30,000

**Name**

THE CHAPEL HILL-CARRBORO CHILDRENS MUSEUM

**Street**

123-B W FRANKLIN ST

**City**

CHAPEL HILL

**State**

NC

**Zip Code**

27516

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

11,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

THE COMMUNITY FOUNDATION SERVING BOULDER COUNTY

**Street**

1123 SPRUCE ST

**City**

BOULDER

**State**

CO

**Zip Code**

80302

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Collaborative Gift Fund

**Amount**

47,500

**Name**

THE CONSERVATION FUND

**Street**

410 MARKET ST, STE 360

**City**

CHAPEL HILL

**State**

NC

**Zip Code**

27514

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

3,000

**Name**

THE FOOD BANK OF WESTERN MASSACHUSETTS INC

**Street**

97 N HATFIELD RD

**City**

HATFIELD

**State**

MA

**Zip Code**

01038

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

THE MIAMI FOUNDATION - THE IRIE FOUNDATION

**Street**

200 S BISCAYNE BLVD STE 505

**City**

MIAMI BEACH

**State**

FL

**Zip Code**

33131

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

7,000

**Name**

THE OHIO STATE UNIVERSITY FOUNDATION

**Street**

P O BOX 183112

**City**

COLUMBUS

**State**

OH

**Zip Code**

43218

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

College of Biological Sciences

**Amount**

5,000

**Name**

THE@WATERSHED CENTER INC

**Street**

85 STANTON ST APT 6A

**City**

NEW YORK

**State**

NY

**Zip Code**

10002

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Occupy Manifest

**Amount**

5,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

TONY LARUSSAS ANIMAL RESCUE FOUNDATION

**Street**

PO BOX 30215

**City**

WALNUT CREEK

**State**

CA

**Zip Code**

94598

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Name**

TREASURE COAST FOOD BANK INCORPORATED

**Street**

3051 IND 25TH ST

**City**

FORT PIERCE

**State**

FL

**Zip Code**

34946

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,500

**Name**

TRIANGLE COMMUNITY FOUNDATION

**Street**

324 BLACKWELL ST , STE 1220

**City**

DURHAM

**State**

NC

**Zip Code**

27701

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Tomorrow's Fund

**Amount**

1,000

**Name**

TRIANGLE LAND CONSERVANCY INC

**Street**

514 S DUKE ST

**City**

DURHAM

**State**

NC

**Zip Code**

27701

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

TRUST WOMEN FOUNDATION INC

**Street**

200 W DOUGLAS AVE STE 600

**City**

WICHITA

**State**

KS

**Zip Code**

67202

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

UMLAUF SCULPTURE GARDEN &amp; MUSEUM

**Street**

605 ROBERT E LEE RD

**City**

AUSTIN

**State**

TX

**Zip Code**

78704

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000



**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

UNION OF CONCERNED SCIENTISTS INC

**Street**

2 BRATTLE SQ, STE 6

**City**

CAMBRIDGE

**State**

MA

**Zip Code**

02138

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

UNION OF CONCERNED SCIENTISTS INC

**Street**

2 BRATTLE SQ, STE 6

**City**

CAMBRIDGE

**State**

MA

**Zip Code**

02138

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Work to Protect the Environment in Florida

**Amount**

10,000

**Name**

UNIVERSITY OF FLORIDA FOUNDATION INC

**Street**

PO BOX 14425

**City**

GAINESVILLE

**State**

FL

**Zip Code**

32604

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Fellowship in Psychiatry/Movement Disorders

**Amount**

46,000

**Name**

UNIVERSITY OF NORTH CAROLINA CHAPEL HILL ARTS AND SCIENCES FOUNDATION

**Street**

134 E FRANKLIN ST

**City**

CHAPEL HILL

**State**

NC

**Zip Code**

27514

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Playmakers

**Amount**

10,000

**Name**

UNIVERSITY OF TEXAS FOUNDATION NO 1 INC

**Street**

PO BOX 250

**City**

AUSTIN

**State**

TX

**Zip Code**

78767

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(3)

**Purpose of grant/contribution**

McCombs Endowed Excellence Fund

**Amount**

10,000

**Name**

UNIVERSITY OF TEXAS FOUNDATION NO 1 INC

**Street**

PO BOX 250

**City**

AUSTIN

**State**

TX

**Zip Code**

78767

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(3)

**Purpose of grant/contribution**

Graduate School of Business - Hermes Society

**Amount**

10,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

VERMONT PUBLIC INTEREST RESEARCH &amp; EDUCATION FUND

**Street**

141 MAIN ST

**City**

MONTPELIER

**State**

VT

**Zip Code**

05602

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

VERO BEACH MUSEUM OF ART INC

**Street**

3001 RIVERSIDE PARK DR

**City**

VERO BEACH

**State**

FL

**Zip Code**

32963

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,500

**Name**

VETERANS GREEN JOBS

**Street**

2627 W 6TH AVE

**City**

DENVER

**State**

CO

**Zip Code**

80204

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

VICTORY GIRL PRODUCTIONS

**Street**

PO BOX 141

**City**

STOCKBRIDGE

**State**

MA

**Zip Code**

01262

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Name**

VILLALOBOS RESCUE CENTER PETS IN

**Street**

PO BOX 771127

**City**

NEW ORLEANS

**State**

LA

**Zip Code**

70177

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,000

**Name**

VISITING NURSE ASSOCIATION OF INDIAN RIVER COUNTY INC

**Street**

1110 35TH LN

**City**

VERO BEACH

**State**

FL

**Zip Code**

32960

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

WESTCAVE PRESERVE CORPORATION DBA WESTCAVE OUTDOOR DISCOVERY CENTER

**Street**

24814 HAMILTON POOL RD

**City**

ROUND MTN

**State**

TX

**Zip Code**

78663

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

WESTERN CONSERVATION FOUNDATION

**Street**

1536 WYNKOOP ST STE 510

**City**

DENVER

**State**

CO

**Zip Code**

80202

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

48,000

**Name**

WORKING AMERICA EDUCATION FUND

**Street**

815 16TH ST N W

**City**

WASHINGTON

**State**

DC

**Zip Code**

20006

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

WXEL PUBLIC BROADCASTING CORPORATION

**Street**

3401 S CONGRESS AVE

**City**

BOYNTON BEACH

**State**

FL

**Zip Code**

33426

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

PBS News Hour

**Amount**

1,000

**Name**

YOUNG MENS CHRISTIAN ASSOCIATION OF GREENSBORO INC

**Street**

620 GREEN VALLEY RD STE 210

**City**

GREENSBORO

**State**

NC

**Zip Code**

27408

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Camp Weaver

**Amount**

3,000

**Name**

ZOOMONTANA INC

**Street**

2100 S SHILOH RD

**City**

BILLINGS

**State**

MT

**Zip Code**

59106

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000