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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 PRIOR FAMILY FOUNDATION		A Employer identification number 20-6975076
Number and street (or P.O. box number if mail is not delivered to street address) P O BOX 12030	Room/suite	B Telephone number (see instructions) (340) 775-1555 EXT 245
City or town, state, and ZIP code ST THOMAS VI 00801-5030		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 14,632,704	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	32	32		
	4 Dividends and interest from securities	476,089	476,089		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	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)					
12 Total. Add lines 1 through 11	476,121	476,121	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)				
	b Accounting fees (attach schedule)	3,500		3,500	
	c Other professional fees (attach schedule)				
	17 Interest	12	12		
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	3,512	12	3,500	0
	25 Contributions, gifts, grants paid	816,150			816,150
26 Total expenses and disbursements. Add lines 24 and 25	819,662	12	3,500	816,150	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-343,541				
b Net investment income (if negative, enter -0-)		476,109			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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Part II Balance Sheets		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			
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	81,702	-54,495			-54,496
	3	Accounts receivable					
		Less allowance for doubtful accounts					
	4	Pledges receivable					
		Less allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	3,200	3,200			3,200
	7	Other notes and loans receivable (attach schedule)					
		Less allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10 a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	9,206,000	9,206,000			14,684,000
	c	Investments—corporate bonds (attach schedule)					
	Liabilities	11	Investments—land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule)					
12		Investments—mortgage loans					
13		Investments—other (attach schedule)					
14		Land, buildings, and equipment basis					
		Less accumulated depreciation (attach schedule)					
15		Other assets (describe)					
16		Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	9,290,902	9,154,705			14,632,704
17		Accounts payable and accrued expenses					
18		Grants payable					
Net Assets or Fund Balances	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons		212,344			
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe REIMBURSEMENT BY TAX PREP)	1,860	1,860			
	23	Total liabilities (add lines 17 through 22)	1,860	214,204			
		Foundations that follow SFAS 117, check here ☐					
		and complete lines 24 through 26 and lines 30 and 31.					
24	Unrestricted						
25	Temporarily restricted						
26	Permanently restricted						
	Foundations that do not follow SFAS 117, check here ☒						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds	9,289,042	8,940,501				
28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see instructions)	9,289,042	8,940,501				
31	Total liabilities and net assets/fund balances (see instructions)	9,290,902	9,154,705				

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,289,042
2	Enter amount from Part I, line 27a	2	-343,541
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	8,945,501
5	Decreases not included in line 2 (itemize) See Attached Statement	5	5,000
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,940,501

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) FM V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	937,240	15,491,294	0.060501
2010	723,904	18,328,812	0.039495
2009	657,458	15,619,089	0.042093
2008	425,962	13,092,779	0.032534
2007	542,338	13,895,719	0.039029

2 Total of line 1, column (d)	2	0.213652
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.042730
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,693,296
5 Multiply line 4 by line 3	5	627,845
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,761
7 Add lines 5 and 6	7	632,606
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	816,150

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	4,761
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	4,761
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	4,761
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,500
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	6,500
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	1,739
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 1,739 Refunded ☐ 0	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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 ☐ \$ (2) On foundation managers ☐ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ VI		
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 ▶ N/A	13	X	
14	The books are in care of ▶ GERTRUDE J PRIOR, TRUSTEE Located at ▶ 6450 ESTATE SMITH BAY ST THOMAS VI Telephone no ▶ 340 775-1555 EXT 245 ZIP+4 ▶ 00802			
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?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ 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)?	☐ Yes	☒ 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)	☐ Yes	☒ 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 ▶ ☐	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? If "Yes," list the years ▶ 20 , 20 , 20 , 20	☐ Yes	☒ No
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?	☐ Yes	☒ 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)**5a** During the year did the foundation pay or incur any amount to

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/AOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**6b****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b** N/A**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
GERTRUDE J PRIOR P O BOX 12030 ST THOMAS, VI 00801-5030	TRUSTEE 3 00			

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				

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
NONE		
Total number of others receiving over \$50,000 for professional services		

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	14,737,000
b	Average of monthly cash balances	1b	180,052
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	14,917,052
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	14,917,052
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	223,756
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	14,693,296
6	Minimum investment return. Enter 5% of line 5	6	734,665

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

1	Minimum investment return from Part X, line 6	1	734,665
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,761
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,761
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	729,904
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	729,904
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	729,904

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	816,150
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	816,150
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	4,761
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	811,389

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
1 Distributable amount for 2012 from Part XI, line 7				729,904
2 Undistributed income, if any, as of the end of 2012			734,586	
a Enter amount for 2011 only				
b Total for prior years 20 08 , 20 09 , 20 10		2,223,839		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 816,150			734,586	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				81,564
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below.				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		2,223,839		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		2,223,839		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				648,340
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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))

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

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

GERTRUDE J PRIOR P O BOX 12030 ST THOMAS, VI 00801 340 775-1555 EXT 245

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

LETTERS DESCRIBING THE NATURE AND PURPOSE OF THE REQUEST ARE SUFFICIENT

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> FAMILY RESOURCE CENTER 2317 COMMANNANT GADE 16B ST THOMAS, VI 00802 HEBREW FREE LOAN SOCIETY 397 THIRD AVENUE, STE 1905 NEW YORK, NE 10017 HELEN CAREY OWEN DEVELOPMENT CENTER 71 LINCOLN PLACE BROOKLYN, NY 11217 VATICAN OBSERVATORY FOUNDATION UNIVERSITY OF ARIZONA TUCSON, AZ 85721 ANTILLES SCHOOL FRENCHMAN'S BAY ST THOMAS, VI 00802 ST JOHN COMMUNITY FOUNDATION P O BOX 1020 ST JOHN, VI 00831 HEBREW CONGREGATION OF ST THOMAS P O BOX 266 ST THOMAS, VI 00804 WORLD OCEAN SCHOOL P O BOX 25034 ST CROIX, VI 00824 WTJX P O BOX 7879 ST THOMAS, ID 00801 VI OLYMPIC COMMITTEE P O BOX 366 FREDERIKSTED ST CROIX, VI 00841 ANTILLES SCHOOL SAME AS ABOVE			GENERAL FUND GENERAL FUND MEMORY OF JOAN DAVIS TRIBUTE TO FR COYNE HIGH SCHOOL SAILING TEAM GENERAL FUND ANNUAL FUNDRAISER SPONSOR GENERAL FUND GENERAL FUND TENNIS PROGRAM COURTYARD PROJECT	5,000 1,000 1,000 5,000 500 1,000 3,600 2,000 1,000 6,000 150,000
Total See Attached Statement			▶ 3a	816,150
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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

Recipient(s) paid during the year

Name

CARRIBEAN CENTRAL AMERICAN ACTION

Street

1710 RHODE ISLAND AVE

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

ANNUAL FUND

Amount

50,000

Name

NANA BABY CHILDREN'S HOME

Street

148-14 ESTATE TUTU

City

ST THOMAS

State

VI

Zip Code

00802

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

1,000

Name

ANTILLES SCHOOL

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

COURTYARD PROJECT

Amount

50,000

Name

HUMANE SOCIETY OF ST THOMAS & ST JOHN

Street

P O BOX 8150

City

ST THOMAS

State

VI

Zip Code

00501

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

ANNUAL FUND

Amount

500

Name

UNITED WAY OF ST THOMAS-ST JOHN

Street

NISKY CENTER STE 220

City

ST THOMAS

State

VI

Zip Code

00802

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

SPONSOR FANTASIA CONCERT

Amount

10,000

Name

CARRIBEAN CENTRAL AMERICAN ACTION

Street

1710 RHODE ISLAND

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

ANNUAL FUND

Amount

7,000

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

Recipient(s) paid during the year

Name

COLLEGE OF THE HOLY CROSS

Street

1 COLLEGE STREET

City

WORCESTER

State

VA

Zip Code

01610

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

HONOR OF STAN GRAYSON

Amount

2,500

Name

KNEISEL HALL CHAMBER MUSIC FESTIVAL

Street

P O BOX 648

City

BLUE HILL

State

ME

Zip Code

04614

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

CONCERT SPONSORSHIP

Amount

23,000

Name

INFERNOS, INC

Street

P O BOX 7572

City

ST THOMAS

State

VI

Zip Code

00801

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

SPONSOR CULTUAL EVENT

Amount

2,500

Name

VI JA-GOJU JITSU-RYU FED

Street

P O BOX 597

City

ST CROIX

State

VI

Zip Code

00824

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

SPONSOR TRIP TO TOURNAMENT

Amount

1,000

Name

COMMUNITY FOUNDATION OF THE V I

Street

5600 ROYAL DANE MALL STE 19

City

ST THOMAS

State

VI

Zip Code

00801-4790

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

\$5K CW SCHOLARSHIP

Amount

10,000

Name

THE FORUM

Street

P O BOS 12030

City

ST THOMAS

State

VI

Zip Code

00801

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL

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

TRUSTEES OF TUFTS COLLEGE

Street

TUFTS U, P O BOX 3306

City

BOSTON

State

MA

Zip Code

02241-3306

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

ANNUAL FUND

Amount

5,000

Name

COMMUNITY FOUNDATION OF THE V I

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

RWANDA PROJECT

Amount

5,000

Name

ROTARY CLUB OF ST THOMAS

Street

P O BOX 8240

City

ST THOMAS

State

VI

Zip Code

00801

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

UVI HOSPITALITY AND POLIO

Amount

1,000

Name

HEBREW CONGREGATION OF ST THOMAS

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

SPONSOR FUNDRAISER

Amount

1,500

Name

HUMANE SOCIETY OF ST THOMAS & ST JOHN

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

SPONSOR A DOG

Amount

500

Name

HUMANE SOCIETY OF ST THOMAS & ST JOHN

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL DONATION

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

ANTILLES SCHOOL

Street

SAME AS ABOVE

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

GRADUATION SPONSOR

Amount

1,500.

Name

VI MONTESSORI SCHOOL & INTL ACADEMY

Street

6936 VESSUP LANE

City

ST THOMAS

State

VI

Zip Code

00802

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

GRADUATION SPONSOR

Amount

1,500

Name

AMERICAN CANCER SOCIETY

Street

P O BOX 303990

City

ST THOMAS

State

VI

Zip Code

00803

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

RELAY FOR LIFE

Amount

1,500

Name

THE FORUM

Street

SAME AS ABOVE

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

GENERAL FUND

Amount

15,000

Name

JEWISH FEDERATIONS OF NORTH AMERICA

Street

25 BROADWAY

City

NEW YORK

State

NY

Zip Code

10004

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

GENERAL FUND

Amount

5,000

Name

HUMANE SOCIETY OF ST THOMAS & ST JOHN

Street

SAME AS ABOVE

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

GENERAL DONATION

Amount

500

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

Recipient(s) paid during the year

Name

AMAZING YOUTH DRUM CORPS

Street

1112 EST LOVENLUND BLDG 11

City

ST THOMAS

State

VI

Zip Code

00802

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

SPONSORSHIP FOR DISNEY

Amount

1,000

Name

JUNIOR STATESMEN FOUNDATION

Street

800 S CLAREMONTST STE 202

City

SAN MATEO

State

CA

Zip Code

94402

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

SUMMERSCHOOL US VI

Amount

1,000

Name

SUMMER STUDY PROGRAMS, INC

Street

900 WALT WHITMAN RD STE 103

City

MELVILLE

State

NY

Zip Code

11747-2215

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

PENN STATE SUMMER SCHOOL

Amount

1,000

Name

CARRIBEAN CENTRAL AMERICAN ACTION

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

ANNUAL FUND

Amount

25,000

Name

POLICE BENEVOLENT ASSOCIATION

Street**City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

OFFICER CARE FUND

Amount

250

Name

HOLY FAMILY CHURCH

Street

213 ESTATE ANNAS RETREAT

City

ST THOMAS

State

VI

Zip Code

00805

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

200

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

Recipient(s) paid during the year

Name

VI CONSERVATION SOCIETY

Street

ARAWAK BUILDING, STE 3

City

CHRISTIANSTED

State

VI

Zip Code

00820

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

BLUE FLAG

Amount

3,000

Name

CARRIBEAN CENTRAL AMERICAN ACTION

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

20,000

Name

KNEISEL HALL CHAMBER MUSIC FESTIVAL

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

CONCERT SPONSORSHIP

Amount

1,500

Name

BLUE HILL PUBLIC LIBERTY

Street

5 PARKER POINT ROAD

City

BLUE HILL

State

ME

Zip Code

04614

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

3,800

Name

LUCKY PAWS FOUNDATION

Street

P O BOX 8209

City

ST THOMAS

State

VI

Zip Code

00801

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

SRAY/NEUTER PROGRAM

Amount

1,700

Name

PISTARCKLE THEATER

Street

4126 ANNA'S RETREAT

City

ST THOMAS

State

VI

Zip Code

00802

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

ANNUAL FUND

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

HEBREW CONGREGATION OF ST THOMAS

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

KOL NIDRE APPEAL

Amount

500

Name

OUR LADY OF PERPETUAL HELP

Street

81 ESTATE ELIZABETH

City

ST THOMAS

State

VI

Zip Code

00803

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

1,500

Name

MY BROTHER'S WORKSHOP

Street

P O BOX 301769

City

ST THOMAS

State

VI

Zip Code

00803

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

7,000

Name

VI MONTESSORI SCHOOL & INTL ACADEMY

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

SCHOLARSHIP & ANNUAL FUND

Amount

17,000

Name

KNEISEL HALL CHAMBER MUSIC FESTIVAL

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

CONCERT SPONSORSHIP

Amount

25,000

Name

E BENJAMIN OLIVER SCHOOL

Street

148-325 PALMETTO ROAD

City

ST THOMAS

State

VI

Zip Code

00802

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

MUSIC FESTIVAL ORLANDO

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

HUMAN SOCIETY OF ST THOMAS & ST JOHN

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

SPONSOR 2 P/T EMPLOYEES

Amount

19,000

Name

THE FORUM

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

ANNUAL FUND

Amount

700

Name

HARVARD LAW SCHOOL

Street

1563 MASSACHUSETTS AVE

City

CAMBRIDGE

State

MA

Zip Code

02138

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

50TH REUNION CLASS GIFT

Amount

50,000

Name

THE TRUSTEES OF RESERVATIONS

Street

LONG HILL, 572 ESSEX ST

City

BEVERLY

State

MA

Zip Code

01915-1530

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

SHOREBIRD PROTECTION

Amount

15,000

Name

AMERICAN RED CROSS-STT/STJ CHAPTER

Street

NIKSY CENTER STE 222

City

ST THOMAS

State

VI

Zip Code

00802

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

NATIONAL DISASTER RELIEF

Amount

5,000

Name

HARTFORD SEMINARY

Street

77 SHERMAN ST

City

HARTFORD

State

CT

Zip Code

06105-2260

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

ANNUAL FUND

Amount

2,500

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

Recipient(s) paid during the year

Name

HUMANE SOCIETY OF ST THOMAS & ST JOHN

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

500

Name

FOOD BANK OF LOWER FAIRFIELD COUNTY

Street

461 GLENBROOK ROAD

City

STAMFORD

State

CT

Zip Code

06906

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

200

Name

ST JOHN COMMUNITY FOUNDATION

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

1,000

Name

VI MONTESSORI SCHOOL & INTL ACADEMY

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

PROJECT GIVE (OSA)

Amount

1,000

Name

CARRIBEAN CENTRAL AMERICAN ACTION

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

ANNUAL FUND

Amount

10,000

Name

KNEISEL HALL CHAMBER MUSIC FESTIVAL

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

ANNUAL FUND

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

FRIENDS OF OPEN HOUSE

Street

7 LAUREL PARK

City

NORTH HAMPTON

State

MA

Zip Code

01060

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

CO-DIRECTOR POSITION

Amount

5,000

Name

ABRHAM' PATH INITIATIVE

Street

1563 MASSACHUSETTS AVE

City

CAMBRIDGE

State

MA

Zip Code

02138

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

5,000

Name

CATHOLIC CHARITIES OF THE VI

Street

P O BOX 10736

City

ST THOMAS

State

VI

Zip Code

00801

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

5,000

Name

FAMILY RESOURCE CENTER

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

PEACEMAKERS SPONSOR

Amount

5,000

Name

FRIENDS OF V I NATIONAL PARK

Street

P O BOX 811

City

ST JOHN

State

VI

Zip Code

00831

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

ANNUAL FUND

Amount

1,000

Name

ESSEX COUNTY COMMUNITY FOUNDATION

Street

175 ANDOVER STREET

City

DANVERS

State

MA

Zip Code

01923

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

2,500

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

Recipient(s) paid during the year

Name

VATICAN OBSERVATORY FOUNDATION

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

ANNUAL FUND

Amount

1,000

Name

ST THOMAS HISTORICAL TRUST

Street

P O BOS BOX 6707

City

ST THOMAS

State

VI

Zip Code

00804

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

HASSEL ISLAND

Amount

20,000

Name

THE JACKSON LABORATORY

Street

600 MAIN STREET

City

BAR HARBOR

State

ME

Zip Code

04609

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

10,000

Name

WASHINGTON COLLEGE OF LAW

Street

4801 MASSACHUSETTS AVE NW

City

WASHINGTON

State

DC

Zip Code

20016

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

2009-2010

Amount

5,000

Name

TRUSTEES OF TUFTS COLLEGE

Street

SAME AS BEFORE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

ANNUAL FUND

Amount

5,000

Name

HEBREW CONGREGATION OF ST THOMAS

Street

SAME AS BEFORE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

FUNDRAISER SPONSORSHIP

Amount

7,200

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

Recipient(s) paid during the year

Name

VI MONTESSORI SCHOOL & INTL ACADEMY

Street

SAME AS BEFORE

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

GENERAL FUND

Amount

10,000

Name

UNIVERSITY OF THE VIRGIN ISLANDS

Street

2 JOHN BREWER'S BAY

City

ST THOMAS

State

VI

Zip Code

0080

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

SPONSOR CONFERENCE

Amount

10,000

Name

MY BROTHER'S WORKSHOP

Street

SAME AS ABOVE

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

GENERAL FUND

Amount

5,000

Name

THE FORUM

Street

SAME AS ABOVE

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

LL

Purpose of grant/contribution

ANNUAL FUND

Amount

5,000

Name

VI COUNCIL OF BOY SCOUTS OF AMERICA

Street

P O BOX 7175

City

ST THOMAS

State

VI

Zip Code

00804

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

MARINE VOCATIONAL PROGRAM

Amount

10,000

Name

ANTILLES SCHOOL

Street

SAME AS ABOVE

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

CORTYARD PROJECT

Amount

25,000

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

Recipient(s) paid during the year

Name

BEST FRIENDS ANIMAL SOCIETY

Street

5001 ANGEL CANYON ROAD

City

KANAB

State

UT

Zip Code

84741

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

500

Name

COMMUNITY FOUNDATION OF THE VI

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

ANGELS CW SCHOLARSHIP

Amount

15,000

Name

PISTARKLE THEATER

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

ANNUAL FUND

Amount

2,500

Name

BLUE HILL HERITAGE TRUST

Street

P O BOX 222

City

BLUE HILL

State

ME

Zip Code

04614

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

1,000

Name

WTJX

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

1,000

Name

US HOLOCAUST MEMORIAL MUSEUM

Street

100 RAOUL WALLENBERG PL SW

City

WASHINGTON

State

DC

Zip Code

20090-6929

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

500

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

Recipient(s) paid during the year

Name

ASPCA

Street

P O BOX 96929

City

WASHINGTON

State

DC

Zip Code

20090-6929

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

500

Name

AUSTIN SYMPHONY ORCHESTRA SOCIETY

Street

1102 RED RIVER

City

AUSTIN

State

TX

Zip Code

78701

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

CO-SPONSOR CONCERT

Amount

7,000

Name

HUMANE SOCIETY OF ST THOMAS & ST JOHN

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

2013 VALENTINE BALL SPONSOR

Amount

10,000

Name

COMMUNITY FOUNDATION OF THE VI

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

TFC 2013 PLRDGE

Amount

5,000

Name

FULBRIGHT ASSOCIATION, INC

Street

666 11TH STREET NW, STE 525

City

WASHINGTON

State

DC

Zip Code

20001

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL FUND

Amount

6,000

Name

COLLEGE OF THE HOLY CROSS

Street

SAME AS ABOVE

City**State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

PERFORMINF ARTS CENTER

Amount

25,000

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

Recipient(s) paid during the year

Name

SOUTHERN POVERTY LAW CENTER

Street

400 WASHINGTON AVE

City

MONTGOMERY

State

AL

Zip Code

36104

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

GENERAL FUND

Amount

250

Name

ANIMAL WELFARE INSTITUTE

Street

900 PENNSYLVANIA AVE SE

City

WASHINGTON

State

DC

Zip Code

20003

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

GENERAL FUND

Amount

250

Name

MARINE ENVIORNMENTAL RESEARCH INST

Street

55 MAIN ST

City

BLUE HILL

State

ME

Zip Code

04614

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

GENERAL FUND

Amount

250

Name

ENVIORNMENTAL DEFENCE FUND

Street

257 PARK AVENUE SOUTH

City

NEW YORK

State

NY

Zip Code

10010

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

GENERAL FUND

Amount

250

Name

INTERNATIONAL NUTRITION FOUNDATION

Street

150 HARRISON AVENUE, ROOM 232

City

BOSTON

State

MA

Zip Code

02111

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

STEP PROGRAM

Amount

2,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

		0	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MARJORIE RAWLS ROBERTS, P.C				
2	FRIED, FRANK, HARRIS SHRIVER & JACOBSON				

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

		3,500	0	3,500	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	HENRY SINGER CPA	3,500		3,500	

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

		0	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income				
3	Income tax				

3,200	3,200	3,200
3,200	3,200	3,200

Borrower's Name		Title	Original Amount	Book Value at Beginning of Year	Book Value at End of Year	Ending FMV	Security Provided	Date of Note
1	CORNELIUS B PRIOR JR	GRANTOR	500	500	500	500		10/31/2008
2	CORNELIUS B PRIOR JR	GRANTOR	1,500	1,500	1,500	1,500		4/10/2010
3	CORNELIUS B PRIOR JR	GRANTOR	1,200	1,200	1,200	1,200		4/10/2010

Part II, Line 6 (990-PF) - Receivables from Officers, Directors, Trustees and Other Disqualified Persons

	Maternity Date	Repayment Terms	Interest Rate	Purpose of Loan	Consideration Description	Fair Market Value of Consideration
1				GOODS AND SERVICES		
2				SAME AS ABOVE		
3				SAME AS ABOVE		

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

		Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	ATLANTIC TELE NETWORK INC NEW	400,000	9,206,000	9,206,000	15,620,000	14,684,000

1

0	Far Market Value of Consideration
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Part II, Line 22 (990-PF) - Other Liabilities

		1,860	1,860
Description		Beginning Balance	Ending Balance
1	REIMBURSEMENT BY TAX PREPARED FOR PENALTY WAIVED	1,860	1,860

Part III (990-PF) - Changes in Net Assets or Fund BalancesLine 5 - Decreases not included in Part III, Line 2

1	EXCISE TAX 2011	1	3,500
2	EXCISE TAX 2012	2	1,500
3	Total	3	5,000

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

1	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	0			Expense Account
										0	0	0	
	GERTRUDE J PRIOR		P O BOX 12030	ST THOMAS	VI	00801-5030		TRUSTEE	3.00				