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

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

For calendar year 2012 or tax year beginning **DEC 1, 2012**, and ending **NOV 30, 2013**

Name of foundation
THE PRENTICE FOUNDATION

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

City or town, state, and ZIP code
SAN ANTONIO, TX 78257-1723

A Employer identification number
76-045526

B Telephone number
(210) 698-9773

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

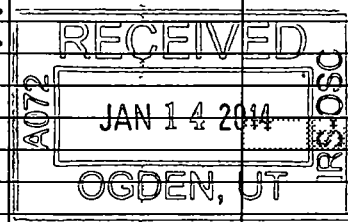
G Check all that apply: Initial return, Initial return of a former public charity, Final return, Amended return, Address change, Name change

H Check type of organization: Section 501(c)(3) exempt private foundation, Section 4947(a)(1) nonexempt charitable trust, Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 1,391,789.**

J Accounting method: Cash, Accrual, Other (specify)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,282.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	42,567.	42,567.		STATEMENT I
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	96,352.			
	b Gross sales price for all assets on line 6a	877,287.			
	7 Capital gain net income (from Part IV, line 2)		96,352.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a Less: Cost of goods sold				
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	141,201.	138,919.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 2 1,340.	1,340.		0.
	c Other professional fees	STMT 3 16,999.	16,999.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	18,339.	18,339.		0.
	25 Contributions, gifts, grants paid	564,500.			564,500.
26 Total expenses and disbursements. Add lines 24 and 25	582,839.	18,339.		564,500.	
27 Subtract line 26 from line 12	<441,638.>				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		120,580.			
c Adjusted net income (if negative, enter -0-)			N/A		



SCANNED JAN 16 2014

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

	Beginning of year (a) Book Value	End of year	
		(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	1.	1.	1.
2 Savings and temporary cash investments	11,788.	38,585.	38,585.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U S and state government obligations			
b Investments - corporate stock STMT 4	1,078,704.	653,586.	842,463.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 5	512,762.	468,662.	510,740.
14 Land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers)	1,603,255.	1,160,834.	1,391,789.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here <input type="checkbox"/>			
and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	1,101,113.	1,101,113.	
29 Retained earnings, accumulated income, endowment, or other funds	502,142.	59,721.	
30 Total net assets or fund balances	1,603,255.	1,160,834.	
31 Total liabilities and net assets/fund balances	1,603,255.	1,160,834.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,603,255.
2 Enter amount from Part I, line 27a	2	<441,638.>
3 Other increases not included in line 2 (itemize) ▶ FIT REFUND	3	600.
4 Add lines 1, 2, and 3	4	1,162,217.
5 Decreases not included in line 2 (itemize) ▶ FEDERAL INCOME TAX	5	1,383.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,160,834.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 877,287.		780,935.	96,352.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			96,352.
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	96,352.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

1 Enter the appropriate amount in each column for each year; see 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	41,500.	1,686,769.	.024603
2010	37,000.	1,737,939.	.021290
2009	15,000.	1,557,966.	.009628
2008	23,010.	1,303,858.	.017648
2007	160,725.	1,511,379.	.106343

2 Total of line 1, column (d)	2	.179512
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	.035902
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,681,034.
5 Multiply line 4 by line 3	5	60,352.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,206.
7 Add lines 5 and 6	7	61,558.
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	564,500.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,206.
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	1,206.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,206.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,542.
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	1,542.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	336.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 336. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		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 ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>ROBERT J. FUMAGALLI, CPA</u> Telephone no ▶ <u>(281) 477-9100</u> Located at ▶ <u>9977 W. SAM HOUSTON PKWY N. #150 HOUSTON, TX.</u> ZIP+4 ▶ <u>77064</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> N/A			
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 <u>N/A</u> ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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

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

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

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

5b		
6b		X
7b		

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

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

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

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

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

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

223551
12-05-12

Part VIII

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

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

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

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

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,649,750.
b	Average of monthly cash balances	1b	56,884.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,706,634.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,706,634.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,600.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,681,034.
6	Minimum investment return. Enter 5% of line 5	6	84,052.

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

1	Minimum investment return from Part X, line 6	1	84,052.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,206.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,206.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	82,846.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	82,846.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	82,846.

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	564,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	564,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,206.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	563,294.

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				82,846.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	86,166.			
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	86,166.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	564,500.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				82,846.
e Remaining amount distributed out of corpus	481,654.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	567,820.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	86,166.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	481,654.			
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	481,654.			

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)

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

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

- 1 **Information Regarding Foundation Managers:**
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
- NONE

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

MRS. CYNTHIA R. PRENTICE, (210) 698-9773
52 ARNOLD PALMER, SAN ANTONIO, TX 782571723

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

DETAILED DESCRIPTION OF ORGANIZATION AND ITS PURPOSE

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:

LIMITED TO PURPOSE OF PROVIDING CARE TO ANIMALS

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 Paid during the year				
HOUSTON SPCA 900 PORTWAY DRIVE HOUSTON, TX 77028-8022	NONE	501 (C) 3	ANIMAL CARE	500,000.
COCKER SPANIEL RESCUE P.O. BOX 28 SUGAR LAND, TX 77487-0028	NONE	501 (C) 3	ANIMAL CARE	21,000.
ETOSHA RESCUE AND ADOPTION P.O. BOX 1688 SEGUIN, TX 78155	NONE	501 (C) 3	ANIMAL CARE	16,000.
HILL COUNTRY ANIMAL LEAGUE 115 W BANDERA RD BOERNE, TX 78006	NONE	501 (C) 3	ANIMAL CARE	12,500.
WILDLIFE RESCUE AND REHABILITATION PO BOX 369 KENDALIA, TX 78027	NONE	501 (C) 3	ANIMAL CARE	15,000.
Total				▶ 3a 564,500.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

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

SOURCE	AMOUNT
CHARLES SCHWAB MONEY FUNDS	42,567.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	42,567.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROBERT J FUMAGALLI, PC-GENERAL ACCOUNTING & TAX RETURN PREPARATION	1,340.	1,340.		0.
TO FORM 990-PF, PG 1, LN 16B	1,340.	1,340.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FISHER INVESTMENTS-INVESTMENT MANAGEMENT FEES	16,999.	16,999.		0.
TO FORM 990-PF, PG 1, LN 16C	16,999.	16,999.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE #1	653,586.	842,463.
TOTAL TO FORM 990-PF, PART II, LINE 10B	653,586.	842,463.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE #2	COST	468,662.	510,740.
TOTAL TO FORM 990-PF, PART II, LINE 13		468,662.	510,740.

DUPLICATE STATEMENT

Investment Detail - Equities

Sched ULS #1

PG 1 OF 7

Equities	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis			Holding Days	Holding Period
AMAZON COM INC (M)	62,000	393.6200	24,404.44	2%	13,032.62	0.00%	0.00
SYMBOL: AMZN	62,000	183.4164	11,371.82	02/09/11	13,032.62	1025	Long-Term
AMERICAN EXPRESS COMPANY (M)	311,000	85.8000	26,683.80	2%	9,009.48	1.07%	286.12
SYMBOL: AXP	86,000	60.1318	5,171.34	04/30/12	2,207.46	579	Long-Term
	225,000	55.5688	12,502.98	07/24/12	6,802.02	494	Long-Term
Cost Basis			17,674.32				
APPLE INC (M)	48,000	556.0700	26,691.36	2%	1,953.41	2.19%	585.60
SYMBOL: AAPL	23,000	576.2178	13,253.01	07/25/12	(463.40)	493	Long-Term
	25,000	459.3976	11,484.94	02/19/13	2,416.81	284	Short-Term
Cost Basis			24,737.95				
BANK OF AMERICA CORP (M)	1,304,000	15.8200	20,629.28	1%	2,636.26	0.25%	52.16
SYMBOL: BAC	715,000	13.4279	9,600.96	05/15/13	1,710.34	199	Short-Term
	589,000	14.2479	8,392.06	08/20/13	925.92	102	Short-Term
Cost Basis			17,993.02				
BASF SE ADR	92,000	106.9400	9,838.48	<1%	644.77	0.00%	0.00
SPONSORED ADR	92,000	99.9316	9,193.71	02/20/13	644.77	283	Short-Term
1 ADR REPS 1 ORD							
SYMBOL: BASFY							
BERKSHIRE HATHAWAY B NEW (M)	166,000	116.5300	19,343.98	1%	3,247.93	0.00%	0.00
CLASS B	94,000	83.6103	7,859.37	07/24/12	3,094.45	494	Long-Term
SYMBOL: BRKB	72,000	114.3983	8,236.68	08/21/13	153.48	101	Short-Term
Cost Basis			16,096.05				

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

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
BHP BILLITON LTD ADR F (M) SPONSORED ADR 1 ADR REP 2 ORD SYMBOL: BHP	121.0000 121.0000	68.2200 63.1124	8,254.62 7,636.61	<1% 07/25/12	618.01 618.01	3.45% 493	285.56 Long-Term
CHEVRON CORPORATION (M) SYMBOL: CVX	111.0000 111.0000	122.4400 110.8110	13,590.84 12,300.03	<1% 08/01/12	1,290.81 1,290.81	3.26% 486	444.00 Long-Term <i>Accrued Dividend: 111.00</i>
CISCO SYSTEMS INC (M) SYMBOL: CSCO	423.0000 423.0000	21.2500 16.7479	8,988.75 7,084.37	<1% 08/06/12	1,904.38 1,904.38	3.20% 481	287.64 Long-Term
CITIGROUP INC NEW (M) SYMBOL: C	357.0000 183.0000 174.0000	52.9200 49.8922 49.5263	18,892.44 9,130.28 8,617.58	1% 05/23/13 08/21/13	1,144.58 554.08 590.50	0.07% 191 101	14.28 Short-Term Short-Term
Cost Basis			17,747.86				
COCA COLA COMPANY (M) SYMBOL: KO	306.0000 306.0000	40.1900 37.1490	12,298.14 11,367.61	<1% 05/23/12	930.53 930.53	2.78% 556	342.72 Long-Term
COMCAST CORP NEW CL A (M) SYMBOL: CMCSA	370.0000 370.0000	49.8700 34.8969	18,451.90 12,911.86	1% 08/06/12	5,540.04 5,540.04	1.56% 481	288.60 Long-Term
DAIMLER A G ADR F SPONSORED ADR 1 ADR REPS 1 ORD SYMBOL: DDAIY	186.0000 186.0000	83.3200 77.6165	15,497.52 14,436.68	1% 09/23/13	1,060.84 1,060.84	3.46% 68	536.35 Short-Term
DISNEY WALT CO (M) SYMBOL: DIS	256.0000 256.0000	70.5400 48.0946	18,058.24 12,312.23	1% 07/24/12	5,746.01 5,746.01	1.06% 494	192.00 Long-Term

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DUPLICATE STATEMENT

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
EXXON MOBIL CORPORATION (M) SYMBOL: XOM	136.0000 136.0000	93.4900 84.5402	12,713.28 11,497.47	<1% 07/24/12	1,215.81 1,215.81	2.69% 494	342.72 Long-Term Accrued Dividend: 65.68
GENERAL ELECTRIC COMPANY (M) SYMBOL: GE	963.0000 183.0000 780.0000	26.6600 28.3476 20.2727	25,673.58 5,187.62 15,812.76 21,000.38	2% 08/01/08 04/27/11	4,673.20 (308.84) 4,982.04	2.85% 1947 948	731.88 Long-Term Long-Term
GLAXOSMITHKLINE PLC ADRF (M) SPONSORED ADR 1 ADR REP 2 ORD SYMBOL: GSK	366.0000 16.0000 350.0000	52.9200 48.4943 42.6051	19,368.72 775.91 14,911.80	1% 08/05/08 04/27/11	3,681.01 70.81 3,610.20	4.65% 1943 948	901.96 Long-Term Long-Term
GOOGLE INC CLASS A (M) SYMBOL: GOOG	21.0000 21.0000	1,059.5900 525.2771	22,251.39 11,030.82	2% 05/17/11	11,220.57 11,220.57	0.00% 928	0.00 Long-Term Accrued Dividend: 225.49
HOME DEPOT INC (M) SYMBOL: HD	247.0000 247.0000	80.6700 51.0097	19,925.49 12,599.42	1% 07/24/12	7,326.07 7,326.07	1.93% 494	385.32 Long-Term
HSBC HLDGS PLC ADR NEW F (M) SPONSORED ADR 1 ADR REPS 5 ORD SYMBOL: HSBC	421.0000 221.0000 200.0000	56.1000 44.8807 41.1981	23,618.10 9,918.64 8,239.62	2% 04/03/12 07/26/12	5,459.84 2,479.46 2,980.38	3.56% 606 492	842.00 Long-Term Long-Term
INTEL CORP (M) SYMBOL: INTC	570.0000 370.0000 200.0000	23.8400 19.8814 18.3294	13,588.80 7,356.12 3,665.88 11,022.00	<1% 01/16/08 01/23/08	2,566.80 1,464.68 1,102.12	3.77% 2145 2138	513.00 Long-Term Long-Term Accrued Dividend: 128.25

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DUPLICATE STATEMENT

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	Cost Basis	Market Price	Cost Per Share	Market Value	Cost Basis	Acquired	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Holding Days	Estimated Annual Income
INTL BUSINESS MACHINES (M)														
SYMBOL: IBM	101.0000	179.6900	18,147.68	18,147.68	179.6900	179.6900	18,147.68	18,147.68	05/17/11	1%	58.78	2.11%	928	383.80
<i>Cost Basis</i>	51.0000	167.9017	8,562.99	8,562.99	167.9017	167.9017	8,562.99	8,562.99	07/24/12		600.69	928		Long-Term
	50.0000	190.5182	9,525.91	9,525.91	190.5182	190.5182	9,525.91	9,525.91			(541.91)	494		Long-Term
			18,088.90	18,088.90			18,088.90	18,088.90						<i>Accrued Dividend: 95.95</i>
JOHNSON & JOHNSON (M)														
SYMBOL: JNJ	324.0000	94.6600	30,669.84	30,669.84	94.6600	94.6600	30,669.84	30,669.84	01/30/09	2%	10,173.67	2.78%	1765	855.36
<i>Cost Basis</i>	64.0000	57.8934	3,705.18	3,705.18	57.8934	57.8934	3,705.18	3,705.18	04/27/11		2,353.06	1765		Long-Term
	260.0000	64.5807	16,790.99	16,790.99	64.5807	64.5807	16,790.99	16,790.99			7,820.61	948		Long-Term
			20,496.17	20,496.17			20,496.17	20,496.17						<i>Accrued Dividend: 213.84</i>
JPMORGAN CHASE & CO (M)														
SYMBOL: JPM	339.0000	57.2200	19,397.58	19,397.58	57.2200	57.2200	19,397.58	19,397.58	03/23/12	1%	7,585.20	2.65%	617	515.28
<i>Cost Basis</i>	9.0000	45.1277	406.15	406.15	45.1277	45.1277	406.15	406.15	07/24/12		108.83	617		Long-Term
	330.0000	34.5643	11,406.23	11,406.23	34.5643	34.5643	11,406.23	11,406.23			7,476.37	494		Long-Term
			11,812.38	11,812.38			11,812.38	11,812.38						<i>Accrued Dividend: 213.84</i>
L OREAL ADR F														
SPONSORED ADR	336.0000	33.5500	11,272.80	11,272.80	33.5500	33.5500	11,272.80	11,272.80	04/04/12	<1%	3,145.81	1.77%	605	200.41
1 ADR REP 1/5 ORD	336.0000	24.1874	8,126.99	8,126.99	24.1874	24.1874	8,126.99	8,126.99			3,145.81	605		Long-Term
SYMBOL: LRLCY														
LLOYDS BANKING GP ADR F (M)														
SPONSORED ADR	2,809.0000	5.1000	14,325.90	14,325.90	5.1000	5.1000	14,325.90	14,325.90	10/28/13	1%	(648.49)	0.00%	33	0.00
1 ADR REPS 4 ORD	2,809.0000	5.3308	14,974.39	14,974.39	5.3308	5.3308	14,974.39	14,974.39			(648.49)	33		Short-Term
SYMBOL: LYG														
LVMH MOET NEW ADR F														
1 ADR REPS 1/5 ORD	619.0000	37.8100	23,404.39	23,404.39	37.8100	37.8100	23,404.39	23,404.39	05/25/12	2%	3,971.99	1.71%	554	401.94
SYMBOL: LVMUY	259.0000	29.5384	7,650.46	7,650.46	29.5384	29.5384	7,650.46	7,650.46	08/09/12		2,142.33	554		Long-Term
<i>Cost Basis</i>	360.0000	32.7276	11,781.94	11,781.94	32.7276	32.7276	11,781.94	11,781.94			1,829.66	478		Long-Term
			19,432.40	19,432.40			19,432.40	19,432.40						<i>Accrued Dividend: 200.97</i>

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DUPLICATE STATEMENT

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
MC DONALDS CORP (M) SYMBOL: MCD	169,0000 169,0000	97.3700 98.7944	16,455.53 16,696.27	1% 04/09/12	(240.74) (240.74)	3.16% 600	520.52 Long-Term
MICROSOFT CORP (M) SYMBOL: MSFT	540,0000 390,0000 150,0000	38.1300 26.0632 19.5672	20,590.20 10,164.67 2,935.09	1% 07/29/08 01/16/09	7,490.44 4,706.03 2,784.41	2.93% 1950 1779	604.80 Long-Term Long-Term Accrued Dividend: 151.20
<i>Cost Basis</i>			13,099.76				
NOVARTIS A G SPON ADR F (M) SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: NVS	209,0000 209,0000	79.1200 59.6585	16,536.08 12,468.63	1% 08/14/12	4,067.45 4,067.45	3.06% 473	507.13 Long-Term
NOVO-NORDISK A-S ADR F (M) 1 ADR REP 1 ORD SYMBOL: NVO	81,0000 81,0000	178.7300 141.1604	14,477.13 11,434.00	1% 05/16/12	3,043.13 3,043.13	1.73% 563	251.24 Long-Term
ORACLE CORPORATION (M) SYMBOL: ORCL	309,0000 159,0000 150,0000	35.2900 21.2284 16.8038	10,904.61 3,375.32 2,520.57	<1% 07/30/08 01/16/09	5,008.72 2,235.79 2,772.93	1.36% 1949 1779	148.32 Long-Term Long-Term
<i>Cost Basis</i>			5,895.89				
PEPSICO INCORPORATED (M) SYMBOL: PEP	162,0000 162,0000	84.4600 72.2385	13,682.52 11,702.64	<1% 08/14/12	1,979.88 1,979.88	2.68% 473	367.74 Long-Term
PFIZER INCORPORATED (M) SYMBOL: PFE	990,0000 510,0000 480,0000	31.7300 20.1820 24.3125	31,412.70 10,292.85 11,670.02	2% 03/14/11 08/06/12	9,449.83 5,889.45 3,560.38	3.02% 992 481	950.40 Long-Term Long-Term Accrued Dividend: 237.60
<i>Cost Basis</i>			21,962.87				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Holding Days	Estimated Annual Income Holding Period
PROCTER & GAMBLE (M)	228.0000	84.2200	19,202.16	1%	3,355.24	2.85%		548.57
SYMBOL: PG	175.0000	66.0048	11,550.85	08/04/08	3,187.65	1944		Long-Term
Cost Basis	53.0000	81.0579	4,296.07	07/31/13	167.59	122		Short-Term
			15,846.92					
QUALCOMM INC (M)	286.0000	73.5800	21,043.88	2%	3,491.03	1.90%		400.40
SYMBOL: QCOM	126.0000	52.7856	6,650.99	03/15/11	2,620.09	991		Long-Term
Cost Basis	160.0000	68.1366	10,901.86	04/12/12	870.94	597		Long-Term
			17,552.85					
ROYAL BK CDA MONTREAL F (M)	220.0000	66.5200	14,634.40	1%	3,069.41	3.81%		559.02
SYMBOL: RY	220.0000	52.5681	11,564.99	08/14/12	3,069.41	473		Long-Term
S A P AG ADR F (M)	191.0000	82.7200	15,799.52	1%	3,138.99	1.34%		212.14
SPONSORED ADR	191.0000	66.2854	12,660.53	04/26/12	3,138.99	583		Long-Term
1 ADR REP 1 ORD								
SYMBOL: SAP								
SANOFI ADR F (M)	431.0000	52.8300	22,769.73	2%	7,587.07	3.39%		772.57
SPONSORED ADR	431.0000	35.2265	15,182.66	03/01/11	7,587.07	1005		Long-Term
2 ADR REP 1 ORD								
SYMBOL: SNO								
SCHLUMBERGER LTD F (M)	124.0000	88.4200	10,964.08	<1%	3,283.73	1.41%		155.00
SYMBOL: SLB	64.0000	39.7859	2,546.30	01/16/09	3,112.58	1779		Long-Term
Cost Basis	60.0000	85.5675	5,134.05	06/29/11	171.15	885		Long-Term
			7,680.35					
SIEMENS A G ADR F (M)	113.0000	132.1200	14,929.56	1%	318.93	3.02%		451.52
1 ADR REP 1 ORD	113.0000	129.2976	14,610.63	10/28/13	318.93	33		Short-Term
SYMBOL: SI								

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DUPLICATE STATEMENT

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
November 1-30, 2013

Investment Detail - Equities (continued)

SCHWAB FI

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Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Holding Days	Annual Income Holding Period
TOYOTA MOTOR CP ADR NEWF (M) SPONSORED ADR 1 ADR REP 2 ORD SYMBOL: TM	128.0000 128.0000	125.0500 80.5285	16,006.40 10,307.66	1% 08/06/12	5,698.74 5,698.74	0.00% 481		0.00 Long-Term
UBS AG NEW F (M) SYMBOL: UBS	897.0000 897.0000	19.0000 20.9050	17,043.00 18,751.85	1% 09/23/13	(1,708.85) (1,708.85)	0.00% 68		0.00 Short-Term
UNITED TECHNOLOGIES CORP (M) SYMBOL: UTX	267.0000 135.0000 50.0000 82.0000	110.8600 65.0751 50.6486 109.5990	29,599.62 8,785.14 2,532.43 8,987.12	2% 07/31/08 01/16/09 09/23/13	9,294.93 6,180.96 3,010.57 103.40	2.12% 1948 1779 68		630.12 Long-Term Long-Term Short-Term Accrued Dividend: 157.53
VISA INC CL A (M) CLASS A SYMBOL: V Cost Basis	94.0000 24.0000 70.0000	203.4600 120.3966 156.6140	19,125.24 2,889.52 10,962.98	1% 04/12/12 01/04/13	5,272.74 1,993.52 3,279.22	0.78% 597 330		150.40 Long-Term Short-Term Accrued Dividend: 37.60
WELLS FARGO & CO NEW (M) SYMBOL: WFC Cost Basis	484.0000 164.0000 320.0000	44.0200 27.9145 33.2538	21,305.68 4,577.98 10,641.24	2% 08/09/10 07/24/12	6,086.46 2,641.30 3,445.16	2.72% 1209 494		580.80 Long-Term Long-Term Accrued Dividend: 145.20

Total Accrued Dividend for Equities: 2,000.81

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DUPLICATE STATEMENT

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE PRENTICE FOUNDATION

Account Number
8768-5275

Statement Period
November 1-30, 2013

Investment Detail - Equities (continued)

SCHEDULE #2

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

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value	Cost Basis	Units Purchased	Cost Per Share	% of Account Assets		Unrealized Gain or (Loss)	Holding Days	Holding Period
							Acquired	Acquired			
BARCLAYS BK PLC ETN F (M)	342,000	117.5300	40,195.26	40,195.26	342,000	117.5300	3%	3%	5,854.63		
FI ENHANCED EUR 50	119,000	100.0578	11,906.88	11,906.88	119,000	100.0578	05/22/13	05/22/13	2,079.19	192	Short-Term
SYMBOL: FEEU	54,000	104.3040	5,632.42	5,632.42	54,000	104.3040	06/12/13	06/12/13	714.20	171	Short-Term
	169,000	99.4161	16,801.33	16,801.33	169,000	99.4161	08/20/13	08/20/13	3,061.24	102	Short-Term
<i>Cost Basis</i>			34,340.63								
BARCLAYS BK PLC ETN F (M)	453,000	110.7100	50,151.63	50,151.63	453,000	110.7100	4%	4%	4,844.69		
FI ENHANCED GLOBAL HIGH	453,000	100.0153	45,306.94	45,306.94	453,000	100.0153	05/21/13	05/21/13	4,844.69	193	Short-Term
YLD											
SYMBOL: FIGY											
ISHARES IBXX INVESTMENT (M)	2,132,000	114.6600	244,455.12	244,455.12	2,132,000	114.6600	16%	16%	21,514.25		
GRADE CORPORATE BOND ETF	527,000	101.1325	53,296.85	53,296.85	527,000	101.1325	07/31/08	07/31/08	7,128.97	1948	Long-Term
SYMBOL: LQD	235,000	101.1834	23,778.10	23,778.10	235,000	101.1834	01/16/09	01/16/09	3,167.00	1779	Long-Term
	215,000	98.5419	21,186.52	21,186.52	215,000	98.5419	06/19/09	06/19/09	3,465.38	1625	Long-Term
	500,000	103.3016	51,650.80	51,650.80	500,000	103.3016	08/14/09	08/14/09	5,679.20	1569	Long-Term
	655,000	111.4940	73,028.60	73,028.60	655,000	111.4940	09/17/10	09/17/10	2,073.70	1170	Long-Term
<i>Cost Basis</i>			222,940.87								
ISHARES TRUST (M)	427,000	93.4200	39,890.34	39,890.34	427,000	93.4200	3%	3%	4,417.19		
IBXX \$ HIGH YIELD CORP	112,000	93.4632	10,467.88	10,467.88	112,000	93.4632	07/31/08	07/31/08	(4.84)	1948	Long-Term
BOND ETF	230,000	75.4594	17,355.67	17,355.67	230,000	75.4594	01/15/09	01/15/09	4,130.93	1780	Long-Term
SYMBOL: HYG	85,000	89.9952	7,649.60	7,649.60	85,000	89.9952	10/12/10	10/12/10	291.10	1145	Long-Term
<i>Cost Basis</i>			35,473.15								

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

DUPLICATE STATEMENT

Investment Detail - Other Assets (continued) *SCHSDJLS #2* *16 2 OF 2*

Other Assets (continued)	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain or (Loss)	Holding Days	Holding Period
ISHARES TRUST (M)	368.0000	105.7200	38,904.96	39,325.70	(420.74)	920	Long-Term
MBS ETF SYMBOL: MBB	368.0000	106.8633	39,325.70	39,325.70	(420.74)	920	Long-Term
SPDR BARCLAYS ETF (M)	2,035.0000	30.8200	62,718.70	62,141.99	576.71	600	Long-Term
1-3 YEAR US CORP INVESTMENT GRADE INDEX SYMBOL: SCPB	2,035.0000	30.5366	62,718.70	62,141.99	576.71	600	Long-Term
UBS AG LONDON BRH ETN F (M)	782.0000	44.0200	34,423.64	29,132.64	5,291.00	194	Short-Term
FI ENHANCED BIG CAP GROWTH ETN SYMBOL: FBG	782.0000	37.2540	34,423.64	29,132.64	5,291.00	194	Short-Term

Total Other Assets *16 2 OF 2*
Total Other Assets *16 2 OF 2*
Total Other Assets *16 2 OF 2*

Total Other Assets *16 2 OF 2*
Total Other Assets *16 2 OF 2*
Total Other Assets *16 2 OF 2*

Transaction Detail - Dividends & Interest (including Money Market Fund dividends reinvested)

Transaction Process Date	Date	Activity	Description	Credit/(Debit)
	11/07/13	Cash Dividend	ISHARES IBOXX INVESTMENT: LQD	810.14

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