



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation The Prentice Foundation Inc		A Employer identification number 06-1386173	
% c/o Foundation Source		B Telephone number (see instructions)	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd Suite 123			
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶ \$ 20,379,315		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	1,000,000			
	2 Check ▶ <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	537	537		
	4 Dividends and interest from securities.	206,610	206,610		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,144,691			
	b Gross sales price for all assets on line 6a 5,541,078				
	7 Capital gain net income (from Part IV, line 2) . . .		1,144,691		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	115,631	116,510		
	12 Total. Add lines 1 through 11	2,467,469	1,468,348		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	6,645			6,645
	15 Pension plans, employee benefits	586			586
	16a Legal fees (attach schedule)	58,168	48,368	0	9,800
	b Accounting fees (attach schedule)	13,000	0	0	13,000
	c Other professional fees (attach schedule)	92,666	92,666		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	26,111	7,511		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	296			296
	22 Printing and publications				
	23 Other expenses (attach schedule)	103,436	62,975		38,996
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	300,908	211,520	0	69,323
	25 Contributions, gifts, grants paid	1,157,500			1,157,500
	26 Total expenses and disbursements. Add lines 24 and 25	1,458,408	211,520	0	1,226,823
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,009,061			
	b Net investment income (if negative, enter -0-)		1,256,828		
	c Adjusted net income (if negative, enter -0-)				

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	1,410,628	724,901	724,901
	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)			
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	7,017,280	9,519,305	13,421,730
	c	Investments—corporate bonds (attach schedule).	435,643		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,779,250	5,407,656	6,232,684
	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)	14,642,801	15,651,862	20,379,315	
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 (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	14,642,801	15,651,862	
	30	Total net assets or fund balances (see page 17 of the instructions)	14,642,801	15,651,862	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	14,642,801	15,651,862	

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	14,642,801
2	Enter amount from Part I, line 27a	2	1,009,061
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	15,651,862
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,651,862

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)
1 a	Publicly-traded Securities			
b	Passthrough K1 Capital Gain			
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 5,541,078		4,724,376	816,702
b			327,989
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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			816,702
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	1,144,691
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	

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 page 18 of 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))
2012	1,312,343	16,813,200	0 078054
2011	1,174,795	17,297,460	0 067917
2010	1,074,613	16,817,161	0 0639
2009	1,166,742	15,453,962	0 075498
2008	1,403,991	20,635,964	0 068036

2	Total of line 1, column (d).	2	0 353405
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 070681
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	18,866,134
5	Multiply line 4 by line 3.	5	1,333,477
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	12,568
7	Add lines 5 and 6.	7	1,346,045
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	1,226,823

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	25,137
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	
3		Add lines 1 and 2.		3	25,137
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	25,137
6		Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	20,100		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	13,178		
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments. Add lines 6a through 6d.		7	33,278
8		Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	8,141
11		Enter the amount of line 10 to be Credited to 2014 estimated tax 8,141 Refunded		11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) CO, CT			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	Yes	

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		No
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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of <div>co Foundation Source</div> Telephone no <div>(800) 839-1754</div> <div>Located at 501 Silverside Road Suite 123 Wilmington DE</div> ZIP +4 <div>198091377</div>			
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.	<div><div></div><div>15</div></div>		
16	At any time during calendar year 2013, 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?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).	<div><div></div><div>Yes</div><div>Yes</div><div>Yes</div><div>Yes</div><div>Yes</div></div> <div><div>✓</div><div>No</div><div>No</div><div>No</div><div>No</div><div>No</div></div>		
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		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 2013?		1c	No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20____, 20____, 20____, 20____	<div><div></div><div>Yes</div><div>Yes</div></div> <div><div>✓</div><div>No</div></div>		
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	
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?	<div><div></div><div>Yes</div><div>Yes</div></div> <div><div>✓</div><div>No</div></div>		
b	If "Yes," did it have excess business holdings in 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	No
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 2013?		4b	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	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		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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 (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
Jerry Babicka	VP / Dir / Sec / Treas	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377	1 0			
Lynn P Babicka	VP / Dir	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377	1 0			
John Powers	Pres / Dir	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377	1 0			
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
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
BNY Mellon Bank	Investment Mgmt	92,666
200 park avenue 54th Fl NEW YORK, NY 10166		
robinson & cole llp	legal	57,981
280 trumbull st HARTFORD, CT 06103		
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 page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	12,031,459
b	Average of monthly cash balances.	1b	930,667
c	Fair market value of all other assets (see instructions).	1c	6,191,310
d	Total (add lines 1a, b, and c).	1d	19,153,436
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	0
3	Subtract line 2 from line 1d.	3	19,153,436
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	287,302
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,866,134
6	Minimum investment return. Enter 5% of line 5.	6	943,307

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	943,307
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	25,137
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	25,137
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	918,170
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	918,170
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	918,170

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	1,226,823
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,226,823
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,226,823
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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				918,170
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only.				
b	Total for prior years 2011 , 2010 , 2009				
3	Excess distributions carryover, if any, to 2013				
a	From 2008.				279,101
b	From 2009.				390,082
c	From 2010.				243,117
d	From 2011.				322,708
e	From 2012.				473,953
f	Total of lines 3a through e.	1,708,961			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,226,823				
a	Applied to 2012, 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 2013 distributable amount.				918,170
e	Remaining amount distributed out of corpus	308,653			
5	Excess distributions carryover applied to 2013 (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	2,017,614			
b	Prior years' undistributed income Subtract line 4b from line 2b.				
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				
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
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 2008 not applied on line 5 or line 7 (see instructions). . .	279,101			
9	Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,738,513			
10	Analysis of line 9				
a	Excess from 2009. . . .				390,082
b	Excess from 2010. . . .				243,117
c	Excess from 2011. . . .				322,708
d	Excess from 2012. . . .				473,953
e	Excess from 2013. . . .				308,653

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization 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 of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,157,500
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2013)

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ABUNDANCE FOUNDATION INC 220 LORAX LN PITTSBORO,NC 27312	N/A	PC	Pickarks Mountain Eco-Institute	5,000
ACCESS WOMENS HEALTH JUSTICE PO BOX 3609 OAKLAND,CA 94609	N/A	PC	reproductive rights services	3,000
ALLIANCE FOR SUSTAINABLE COLORADO 1536 WYNKOOP ST STE 100 DENVER,CO 80202	N/A	PC	General & Unrestricted	157,500
ALZHEIMERS ASSOCIATION 225 N MICHIGAN AVE STE 1700 CHICAGO,IL 60601	N/A	PC	research	5,000
AMERICAN HEART ASSOCIATION - PHARR TEXAS BRANCH 10900-B STONELAKE BLVD STE 320 AUSTIN,TX 78759	N/A	PC	General & Unrestricted	5,000
ASPCA 520 8TH AVE 7TH FL NEW YORK,NY 10018	N/A	PC	General & Unrestricted	3,000
AMERICARES FOUNDATION INC 88 HAMILTON AVE STAMFORD,CT 06902	N/A	PC	to help the victims of typhoon haiyan	1,000
ANIMAL D R E A M S INC PO BOX 1073 PITTSFIELD,MA 01202	N/A	PC	General & Unrestricted	1,000
ANIMAL LEGAL DEFENSE FUND 170 E COTATI AVE COTATI,CA 94931	N/A	PC	General & Unrestricted	3,000
ANIMAL WELFARE INSTITUTE 900 PENNSYLVANIA AVE SE WASHINGTON,DC 20003	N/A	PC	General & Unrestricted	1,500
AS YOU SOW 1611 TELEGRAPH AVE STE 1450 OAKLAND,CA 94612	N/A	PC	General & Unrestricted	3,500
ASPEN COMMUNITY FOUNDATION 110 E HALLAM ST STE 126 ASPEN,CO 81611	N/A	PC	General & Unrestricted	16,500
AUSTIN LYRIC OPERA 3009 INDUSTRIAL TERRACE STE 100 AUSTIN,TX 78758	N/A	PC	General & Unrestricted	7,500
AUSTIN THEATRE ALLIANCE PO BOX 1566 AUSTIN,TX 78767	N/A	PC	General & Unrestricted	15,000
BACKLINE PO BOX 28284 OAKLAND,CA 94604	N/A	PC	access to reproductive rights services	1,500
Total  3a				1,157,500


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BAT CONSERVATION INTERNATIONAL INC PO BOX 162603 AUSTIN,TX 78716	N/A	PC	General & Unrestricted	1,000
BERKSHIRE HUMANE SOCIETY INC 214 BARKER RD PITTSFIELD,MA 01201	N/A	PC	General & Unrestricted	2,000
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD KANAB,UT 84741	N/A	PC	General & Unrestricted	6,000
BIG BROTHERS AND BIG SISTERS OF GREATER MIAMI 701 SW 27TH AVE MIAMI,FL 33135	N/A	PC	General & Unrestricted	3,000
BIG BROTHERS BIG SISTERS LONE STAR 450 E JOHN CARPENTER FRWY IRVING,TX 75062	N/A	PC	The Jean Powers Bohart Scholarship	16,000
BLUE MOUNTAIN CLINIC INC 610 N CALIFORNIA ST MISSOULA,MT 59802	N/A	PC	Access to reproductive rights services	1,000
BOTANICAL GARDEN FOUNDATION INC CB 3375 CHAPEL HILL,NC 27599	N/A	PC	General & Unrestricted	2,000
BOYS & GIRLS CLUB OF INDIAN RIVER COUNTY INC 1729 17TH AVE VERO BEACH,FL 32960	N/A	PC	General & Unrestricted	1,500
BRAZIL FOUNDATION 345 7TH AVE RM 1401 NEWYORK,NY 10001	N/A	PC	EPC Paramoti	4,000
BREAKTHROUGH 1050 E 11TH ST STE 350 AUSTIN,TX 78702	N/A	PC	General & Unrestricted	5,000
BREAST CANCER RESEARCH FOUNDATION INC 60 E 56TH ST NEWYORK,NY 10022	N/A	PC	research	2,000
CENTER FOR BIOLOGICAL DIVERSITY INC PO BOX 710 TUCSON,AZ 85702	N/A	PC	Population and Sustainability Program	2,500
CENTER FOR PUBLIC INTEREST RESEARCH INC 294 WASHINGTON ST STE 500 BOSTON,MA 02108	N/A	PC	Progress Florida Education Institute	5,000
CENTER FOR REPRODUCTIVE RIGHTS INC 120 WALL ST 14TH FL NEWYORK,NY 10005	N/A	PC	General & Unrestricted	17,500
CHAPEL HILL PUBLIC LIBRARY 100 LIBRARY DR CHAPEL HILL,NC 27514	N/A	PC	General & Unrestricted	1,000
Total  3a				1,157,500


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHAPMAN PARTNERSHIP INC 1550 N MIAMI AVE MIAMI,FL 33136	N/A	PC	General & Unrestricted	5,000
CHICAGO ABORTION FUND 333 W N AVE STE 267 CHICAGO,IL 60610	N/A	PC	Access to reproductive rights services	8,000
CHICAGO WOMENS HEALTH CENTER INC 1023 W SUNNYSIDE AVE STE 201 CHICAGO,IL 60640	N/A	PC	Access to reproductive rights services	2,000
CHRISTOPHER REEVE FOUNDATION A NJ NONPROFIT CORP 636 MORRIS TPKE STE 3A SHORT HILLS,NJ 07078	N/A	PC	General & Unrestricted	2,000
CLINIC FOR THE REHABILITATION OF WILDLIFE INC PO BOX 150 SANIBEL,FL 33957	N/A	PC	General & Unrestricted	2,000
CONSEQUENCES FOUNDATION INC 801 BRICKELL BAY DR 9 MIAMI,FL 33131	N/A	PC	General & Unrestricted	7,000
CONSERVATION INTERNATIONAL FOUNDATION 2011 CRYSTAL DR STE 500 ARLINGTON,VA 22202	N/A	PC	General & Unrestricted	5,300
CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITY PO BOX 29361 SAN FRANCISCO,CA 94129	N/A	PC	General & Unrestricted	4,000
CRADLES TO CRAYONS INC 155 N BEACON ST BRIGHTON,MA 02135	N/A	PC	General & Unrestricted	7,500
DIVINE CANINES 2407 S CONGRESS AVE STE E-401 AUSTIN,TX 78704	N/A	PC	General & Unrestricted	3,200
DORSET THEATRE FESTIVAL PO BOX 510 DORSET,VT 05251	N/A	PC	General & Unrestricted	1,500
DORSET VILLAGE PUBLIC LIBRARY ASSOCIATION INC RTE 30 DORSET,VT 05251	N/A	PC	General & Unrestricted	1,000
EAST CHAPEL HILL ROTARY CLUB FOUNDATION 217 HUNTINGTON DR CHAPEL HILL,NC 27514	N/A	PC	The Teachers' Store	1,000
ECOLOGY ACTION OF TEXAS INC 707 E 9TH ST AUSTIN,TX 78701	N/A	PC	General & Unrestricted	1,000
ECOMB INC 210 2ND ST MIAMI BEACH,FL 33139	N/A	PC	Monument Island	5,000
Total ▶ 3a				1,157,500


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EMERGENCY MEDICAL ASSISTANCE INC PO BOX 33552 PALM BCH GDNS,FL 33420	N/A	PC	Access to reproductive rights services	1,000
ENVIRONMENTAL DEFENSE FUND INCORPORATED 1875 CONNECTICUT AVE NW STE 600 WASHINGTON,DC 20009	N/A	PC	North Carolina Office	10,000
ENVIRONMENTAL DEFENSE FUND INCORPORATED 301 CONGRESS AVE STE 1300 AUSTIN,TX 78701	N/A	PC	General & Unrestricted	4,000
ENVIRONMENTAL LEARNING CENTER INC 255 LIVE OAK DR VERO BEACH,FL 32963	N/A	PC	General & Unrestricted	5,000
FARM SANCTUARY INC PO BOX 150 WATKINS GLEN,NY 14891	N/A	PC	support Farm Sanctuary West and Farm sanctuary east	7,500
FEEDING SOUTH FLORIDA INC 2501 SW 32ND TERRRACE PEMBROKE PARK,FL 33023	N/A	PC	General & Unrestricted	5,000
FLATHEAD SPAY & NEUTER TASK FORCE INC PO BOX 2095 WHITEFISH,MT 59937	N/A	PC	General & Unrestricted	1,000
FLORIDA ATLANTIC UNIVERSITY FOUNDATION INC 777 GLADES RD ADM 295 BOCA RATON,FL 33431	N/A	PC	Harbor Branch Oceanographic Institute Foundation	1,000
FOOD PANTRY OF INDIAN RIVER COUNTY INC 2206 16TH AVE VERO BEACH,FL 32960	N/A	PC	General & Unrestricted	1,000
FORT WORTH AREA SWIM TEAM PO BOX 15351 FORT WORTH,TX 76119	N/A	PC	General & Unrestricted	1,000
FRIENDS OF ELEANOR SONSINI ANIMAL SHELTER INC 63 DOWNING PKWY PITTSFIELD,MA 01201	N/A	PC	General & Unrestricted	2,000
FRIENDS OF HILDENE INC PO BOX 377 MANCHESTER,VT 05254	N/A	PC	General & Unrestricted	1,000
FRIENDS OF THE EARTH 1100 15TH ST NW 11TH FL WASHINGTON,DC 20005	N/A	PC	General & Unrestricted	2,500
FRIENDS OF THE JEFFERSON ANIMAL SHELTER PO BOX 1079 METAIRIE,LA 70004	N/A	PC	Support West Bank and East Bank	6,000
GIFFORD YOUTH ACTIVITY CENTER INC 4875 43RD AVE VERO BEACH,FL 32967	N/A	PC	General & Unrestricted	2,500
Total  3a				1,157,500


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GLEN HIGHLAND FARM INC 217 PEGG RD MORRIS,NY 13808	N/A	PC	General & Unrestricted	1,300
GREEN CHIMNEYS CHILDRENS SERVICES INC 400 DOANSBURG RD BOX 719 BREWSTER,NY 10509	N/A	PC	General & Unrestricted	2,500
GREENFAITH 101 S 3RD ST HIGHLAND PARK,NJ 08904	N/A	PC	General & Unrestricted	5,000
GREENSBORO FARMERS MARKET INC 501 YANCEYVILLE ST GREENSBORO,NC 27405	N/A	PC	General & Unrestricted	4,000
GREENSBORO SYMPHONY ORCHESTRA INCORPORATED 200 N DAVIE ST STE 301 GREENSBORO,NC 27401	N/A	PC	General & Unrestricted	500
GRIST MAGAZINE INC 710 2ND AVE STE 860 SEATTLE,WA 98104	N/A	PC	General & Unrestricted	1,000
GUARDIANS OF RESCUE INC 145 BROOKFIELD AVE STE 303 CENTER MORICHES,NY 11934	N/A	PC	Victims of Hurricane Sandy Fund	1,000
HABITAT FOR HUMANITY INTERNATIONAL INC 230 ARDEN DR BELGRADE,MT 59714	N/A	PC	General & Unrestricted	5,000
HEART OF THE VALLEY HUMANE SOCIETY INC PO BOX 11390 BOZEMAN,MT 59719	N/A	PC	General & Unrestricted	1,200
HELPING HANDS HEALTH EDUCATION INC 4740 TABLE MESA DR BOULDER,CO 80305	N/A	PC	General & Unrestricted	5,000
HILL COUNTRY CONSERVANCY INC PO BOX 163125 AUSTIN,TX 78716	N/A	PC	General & Unrestricted	1,000
HUMANE SOC GR MIAMI DADE CTY SOC FOR POCTA AAP PRI 16101 W DIXIE HWY MIAMI,FL 33160	N/A	PC	General & Unrestricted	1,000
INDIAN RIVER COMMUNITY FOUNDATION PO BOX 643968 VERO BEACH,FL 32964	N/A	PC	The Learning Alliance	3,000
INDIAN RIVER HOSPITAL FOUNDATION INC 1000 36TH ST VERO BEACH,FL 32960	N/A	PC	Cancer Program	10,000
INDIAN RIVER LAND TRUST INC 80 ROYAL PALM POINTE STE 301 VERO BEACH,FL 32960	N/A	PC	General & Unrestricted	10,000
Total  3a				1,157,500


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
IPAS 300 MARKET ST STE 200 CHAPEL HILL,NC 27516	N/A	PC	Access to reproductive rights services	2,000
JANES DUE PROCESS INC PO BOX 685137 AUSTIN,TX 78768	N/A	PC	General & Unrestricted	4,000
JANES DUE PROCESS INC PO BOX 685137 AUSTIN,TX 78768	N/A	PC	Access to reproductive rights services	3,000
JOHN'S ISLAND FOUNDATION INC 6001 N A1A PMB 8323 INDIAN RIVER SHORES,FL 32963	N/A	PC	General & Unrestricted	5,500
JOHNS ISLAND COMMUNITY SERVICE LEAGUE INC 6001 N A-1-A INDIAN RIVER SHORES,FL 32963	N/A	PC	General & Unrestricted	5,000
JOSES HAND INC 7854 NW 188TH LN HIALEAH,FL 33015	N/A	PC	General & Unrestricted	5,000
KEEP INDIAN RIVER BEAUTIFUL INC 1255 MAIN ST STE 140 SEBASTIAN,FL 32958	N/A	PC	General & Unrestricted	500
LITTLE LIGHTHOUSE FOUNDATION INC 100 BISCAYNE BLVD STE 1607 MIAMI,FL 33132	N/A	PC	General & Unrestricted	7,000
LA SOCIETY FOR PREVENTION OF CRUELTY TO ANIMALS 1700 MARDI GRAS BLVD NEW ORLEANS,LA 70114	N/A	PC	General & Unrestricted	2,500
MAKE A WISH FOUNDATION OF SOUTHERN FLORIDA INC 4491 S STATE RD 7 STE 201 DAVIE,FL 33314	N/A	PC	General & Unrestricted	22,500
MANCHESTER RESCUE SQUAD INC PO BOX 26 MANCHESTR CTR,VT 05255	N/A	PC	General & Unrestricted	500
MCKEE BOTANICAL GARDEN INC 350 US HWY 1 VERO BEACH,FL 32962	N/A	PC	General & Unrestricted	1,000
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVE NEW YORK,NY 10065	N/A	PC	General & Unrestricted	4,000
MENTAL HEALTH AMERICA INC 2000 N BEAUREGARD ST 6TH FL ALEXANDRIA,VA 22311	N/A	PC	General & Unrestricted	1,500
MENTAL HEALTH ASSOCIATION IN INDIAN RIVER COUNTY 820 37TH PL VERO BEACH,FL 32960	N/A	PC	General & Unrestricted	1,000
Total  3a				1,157,500


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MOHAWK AND HUDSON RIVER HUMANE SOCIETY 3 OAKLAND AVE MENANDS,NY 12204	N/A	PC	General & Unrestricted	2,000
MONTANA FOOD BANK NETWORK INC 5625 EXPY MISSOULA,MT 59808	N/A	PC	General & Unrestricted	5,000
MOUNT SINAI MEDICAL CENTER FOUNDATION INC 4300 ALTON RD MIAMI BEACH,FL 33140	N/A	PC	Cancer Research	2,500
MOUNT SINAI MEDICAL CENTER FOUNDATION INC 4300 ALTON RD MIAMI BEACH,FL 33140	N/A	PC	Maternity Ward	5,000
NARAL PRO CHOICE MARYLAND FUND INC 8905 FAIRVIEW RD STE 401 SILVER SPRING,MD 20910	N/A	PC	General & Unrestricted	20,680
NARAL PRO CHOICE MARYLAND FUND INC 8905 FAIRVIEW RD STE 401 SILVER SPRING,MD 20910	N/A	PC	Crisis Pregnancy Center Education Campaign	15,000
NATIONAL ALLIANCE FOR THE MENTALLY ILL OF NEW YORK 505 8TH AVE RM 1103 NEW YORK,NY 10018	N/A	PC	MH Research	1,000
NATIONAL INSTITUTE FOR REPRODUCTIVE HEALTH INC 470 PARK AVE S 7TH FL NEW YORK,NY 10016	N/A	PC	to protect access to safe and legal abortions	15,000
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 170280 BOSTON,MA 02117	N/A	PC	family planning and abortion services in southern states	6,500
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 473 EAU CLAIRE,WI 54702	N/A	PC	General & Unrestricted	5,000
NATIONAL NETWORK OF ABORTION FUNDS - CENTRAL FL PO BOX 536522 ORLANDO,FL 32853	N/A	PC	reproductive rights services	5,000
NATIONAL NETWORK OF ABORTION FUNDS - FREEDOM FUND PO BOX 92 MARSHFIELD,WI 54449	N/A	PC	access to reproductive rights services	5,000
NATIONAL PUBLIC RADIO INC 1111 N CAPITOL ST NE WASHINGTON,DC 20002	N/A	PC	Reproductive Health and Justice Initiative	1,000
NATIONAL WILDLIFE FEDERATION - NORTHEAST REGIONAL 149 STATE ST STE 1 MONTPELIER,VT 05602	N/A	PC	eco-schools and offshore wind farms	2,500
NATURAL RESOURCES DEFENSE COUNCIL INC 40 W 20TH ST NEW YORK,NY 10011	N/A	PC	General & Unrestricted	4,500
Total  3a				1,157,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATURE CONSERVANCY 4245 N FAIRFAX DR ARLINGTON,VA 22203	N/A	PC	Work in Florida and Vermont Project	2,500
NEW HAMPSHIRE WOMENS HEALTH SERVICES INC 38 S MAIN ST CONCORD,NH 03301	N/A	PC	Access to reproductive rights services	3,500
Nj STATE FEDERATION OF WOMENS CLUBS - HAWORTH PO BOX 262 HAWORTH,NJ 07641	N/A	PC	spring House Scholarship fund	500
NORTH CAROLINA COASTAL FEDERATION INC 3609 NC 24 NEWPORT,NC 28570	N/A	PC	General & Unrestricted	3,000
NORTH CAROLINA COMMUNITY FOUNDATION INC 4601 SIX FORKS RD STE 524 RALEIGH,NC 27609	N/A	PC	North Carolina Network of Grantmakers' Chapel Hill-Carrboro Youth Service Initiative	2,500
NORTH CAROLINA COMMUNITY FOUNDATION INC 4601 SIX FORKS RD STE 524 RALEIGH,NC 27609	N/A	PC	North Carolina Network of Grantmakers	7,000
NORTH CAROLINA CONSERVATION NETWORK 19 E MARTIN ST STE 300 RALEIGH,NC 27601	N/A	PC	General & Unrestricted	7,000
NORTH CAROLINA SUSTAINABLE ENERGY ASSOCIATION PO BOX 6465 RALEIGH,NC 27628	N/A	PC	General & Unrestricted	3,000
NORTH SHORE ANIMAL LEAGUE AMERICA INC 25 DAVIS AVE PORT WASHINGTON,NY 11050	N/A	PC	General & Unrestricted	8,700
OCEAN RESEARCH & CONSERVATION ASSOCIATION INC 1420 SEAWAY DR 2ND FL FORT PIERCE,FL 34949	N/A	PC	General & Unrestricted	2,500
OHIO STATE UNIVERSITY FOUNDATION 1480 WLN AVE COLUMBUS,OH 43221	N/A	PC	Biological Sciences Dean's Excellence Fund	5,000
PATHWAYS INC 175 MILBANK AVE GREENWICH,CT 06830	N/A	PC	General & Unrestricted	500
PEOPLE FOR THE ETHICAL TREATMENT OF ANIMALS INC 501 FRONT ST NORFOLK,VA 23510	N/A	PC	General & Unrestricted	1,500
PETS FOR VETS INC 409 BLACK DIAMOND DR WILMINGTON,NC 28411	N/A	PC	General & Unrestricted	1,000
PITTILOVE RESCUE INC PO BOX 3532 FRAMINGHAM,MA 01705	N/A	PC	General & Unrestricted	1,000
Total  3a				1,157,500


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 434 W 33RD ST 11TH FL NEW YORK,NY 10001	N/A	PC	General support and support of two affiliates that provide a FULL range of reproductive healthcare services	30,000
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 434 W 33RD ST 11TH FL NEW YORK,NY 10001	N/A	PC	Dollar for Dollar Matching Program	2,500
PLANNED PARENTHOOD GULF COAST INC 4600 GULF FREEWAY HOUSTON,TX 77023	N/A	PC	General & Unrestricted	10,000
PLANNED PARENTHOOD LEAGUE OF MASSACHUSETTS INC 1055 COMMONWEALTH AVE BOSTON,MA 02215	N/A	PC	Access to reproductive rights services	1,500
PLANNED PARENTHOOD OF CENTRAL & GREATER NORTH NJ 196 SPEEDWELL AVE MORRISTOWN,NJ 07960	N/A	PC	Access to reproductive rights services	1,500
PLANNED PARENTHOOD OF CENTRAL NORTH CAROLINA INC 1765 DOBBINS DR CHAPEL HILL,NC 27514	N/A	PC	General & Unrestricted	34,000
PLANNED PARENTHOOD OF GREATER TEXAS 7424 GREENVILLE AVE STE 206 DALLAS,TX 75231	N/A	PC	General & Unrestricted	20,000
PLANNED PARENTHOOD OF ILLINOIS 18 S MICHIGAN AVE 6TH FLR CHICAGO,IL 60603	N/A	PC	Access to reproductive rights services	1,500
PLANNED PARENTHOOD OF KANSAS AND MID-MISSOURI 4401 W 109TH ST OVERLAND PARK,KS 66211	N/A	PC	Access to reproductive rights services	2,500
PLANNED PARENTHOOD OF MIDDLE AND E TENNESSEE INC 50 VANTAGE WAY STE 102 NASHVILLE,TN 37228	N/A	PC	Access to reproductive rights services	5,000
PLANNED PARENTHOOD OF NORTHERN NEW ENGLAND 128 LAKESIDE AVE STE 301 BURLINGTON,VT 05401	N/A	PC	Access to reproductive rights services	5,000
PLANNED PARENTHOOD OF S FLORIDA AND TREASUre coast 2300 N FLORIDA MANGO RD WEST PALM BCH,FL 33409	N/A	PC	General & Unrestricted	3,000
PLANNED PARENTHOOD OF S FLORIDA AND TREASUre coast 2300 N FLORIDA MANGO RD WEST PALM BCH,FL 33409	N/A	PC	To support work in Vero Beach	2,000
PLANNED PARENTHOOD OF S FLORIDA AND TREASUre coast 2300 N FLORIDA MANGO RD WEST PALM BCH,FL 33409	N/A	PC	Access to reproductive rights services	5,000
PLANNED PARENTHOOD OF SOUTHERN NEW ENGLAND INC 345 WHITNEY AVE NEW HAVEN,CT 06511	N/A	PC	General & Unrestricted	10,000
Total  3a				1,157,500


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PLANNED PARENTHOOD OF SOUTHERN NEW JERSEY INC 317 S BROADWAY CAMDEN,NJ 08103	N/A	PC	contraception and abortion services	5,000
PLANNED PARENTHOOD OF THE HEARTLAND INC PO BOX 4557 DES MOINES,IA 50305	N/A	PC	Access to reproductive rights services	2,500
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS SERVICES 7155 E 38TH AVE DENVER,CO 80207	N/A	PC	contraception and abortion services	1,000
POPULATION CONNECTION 2120 L ST NW STE 500 WASHINGTON,DC 20037	N/A	PC	General & Unrestricted	5,000
PRINCETON UNIV CL OF 1969 COMMUNITY SERVICE fund PO BOX 261 PRINCETON,NJ 08542	N/A	PC	Princeton Internships in Civic Service - PICS Fund	1,000
PRO-CHOICE MASSACHUSETTS FOUNDATION INC 15 COURT SQ BOSTON,MA 02108	N/A	PC	General & Unrestricted	24,970
PRO-CHOICE RESOURCES 250 3RD AVE N STE 625 MINNEAPOLIS,MN 55401	N/A	PC	Access to reproductive rights services	5,000
RAINFOREST ACTION NETWORK 425 BUSH ST STE 300 SAN FRANCISCO,CA 94108	N/A	PC	General & Unrestricted	2,500
RELIGIOUS COALITION FOR REPRODUCTIVE CHOICE EDUC fd 1413 K ST NW 14TH FL WASHINGTON,DC 20005	N/A	PC	General & Unrestricted	5,000
REPRODUCTIVE HEALTH ACCESS PROJECT INC PO BOX 21191 NEW YORK,NY 10025	N/A	PC	Access to reproductive rights services	5,000
ROCKY MOUNTAIN PLANNED PARENTHOOD INC 7155 E 38TH AVE DENVER,CO 80207	N/A	PC	access to reproductive rights services	2,000
SEXUALITY INFO & EDUCATION COUNCIL OF THE US 90 JOHN ST STE 402 NEW YORK,NY 10038	N/A	PC	General & Unrestricted	5,000
SOC FOR PREV OF CRUELTY TO ANIMALS - westchester 590 N STATE RD BRIARCLIFF,NY 10510	N/A	PC	General & Unrestricted	4,300
SOUTHERN ENVIRONMENTAL LAW CENTER 201 W MAIN ST STE 14 CHARLOTTESVILLE,VA 22902	N/A	PC	General & Unrestricted	4,000
ST STEPHENS EPISCOPAL SCHOOL 6500 ST STEPHENS DR AUSTIN,TX 78746	N/A	PC	General & Unrestricted	3,000
Total ▶ 3a				1,157,500


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ST STEPHENS R E CHURCH PO BOX 1288 SYKESVILLE,MD 21784	N/A	PC	Anselm Program	39,000
ST STEPHENS R E CHURCH PO BOX 1288 SYKESVILLE,MD 21784	N/A	PC	Anselm Program Scholarship fund	4,000
TEXAS MARINE MAMMAL STRANDING NETWORK 4700 AVE U GALVESTON,TX 77551	N/A	PC	General & Unrestricted	1,500
THE CITY OF MIAMI BEACH 1700 CONVENTION CENTER DR MIAMI BEACH,FL 33139	N/A	PC	Monument Island Project	25,000
THE FOOD BANK OF WESTERN MASSACHUSETTS INC 97 N HATFIELD RD HATFIELD,MA 01038	N/A	PC	General & Unrestricted	5,000
THE MIAMI FOUNDATION INC 200 S BISCAYNE BLVD STE 505 MIAMI,FL 33131	N/A	PC	Urban Greenworks	7,000
THE UNIV OF TEXAS AT AUSTIN - MCCOMBS SCHOOL bus PO BOX 7458 AUSTIN,TX 78713	N/A	PC	MBA Alumni Excellence Scholarship fund	1,500
THE UNIV OF TEXAS AT AUSTIN - MCCOMBS SCHOOL bus PO BOX 7458 AUSTIN,TX 78713	N/A	PC	Jim Nolan Excellence Scholarship fund	6,000
TRIANGLE COMMUNITY FOUNDATION 324 BLACKWELL ST STE 1220 DURHAM,NC 27701	N/A	PC	The Tomorrow's Fund	1,500
TRIANGLE LAND CONSERVANCY INC 514 S DUKE ST DURHAM,NC 27701	N/A	PC	General & Unrestricted	2,000
TRUST WOMEN FOUNDATION INC 5107 E KELLOGG DR WICHITA,KS 67218	N/A	PC	Access to reproductive rights services	6,000
UMLAUF SCULPTURE GARDEN & MUSEUM 605 ROBERT E LEE RD AUSTIN,TX 78704	N/A	PC	General & Unrestricted	5,000
UNION OF CONCERNED SCIENTISTS INC 2 BRATTLE SQ STE 6 CAMBRIDGE,MA 02138	N/A	PC	General & Unrestricted	10,000
UNITED WAY OF WELD COUNTY INC 814 9TH ST GREELEY,CO 80631	N/A	PC	Recovery Fund for flood victims	5,000
UNITY ON THE BAY 411 NE 21ST ST MIAMI,FL 33137	N/A	PC	General & Unrestricted	5,000
Total  3a				1,157,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF DENVER - DANIELS COLLEGE OF BUSINESS 2101 S UNIVERSITY BLVD STE 335D DENVER,CO 80208	N/A	PC	General Support for the PRI/MRI research project	25,000
UNIVERSITY OF DENVER - DANIELS COLLEGE OF BUSINESS 2101 S UNIVERSITY BLVD STE 335D DENVER,CO 80208	N/A	PC	General support for the PRI/MRI research project	40,000
UNIVERSITY OF FLORIDA FOUNDATION INC PO BOX 14425 GAINESVILLE,FL 32604	N/A	PC	College of Medicine's Center for Translational Research in Neurodegenerative Diseases, inflammatory processes in the Alzheimer's diseased brain	50,000
UNIV OF N CAROLINA CHAPEL HILL ARTS & Sci Fd 134 E FRANKLIN ST CHAPEL HILL,NC 27514	N/A	PC	Playmakers	10,000
VERMONT ETV INC DBA VERMONT PUBLIC TELEVISION 204 ETHAN ALLEN AVE COLCHESTER,VT 05446	N/A	PC	General & Unrestricted	2,500
VERMONTERS FOR CLEAN ENVIRONMENT INC 789 BAKER BROOK RD DANBY,VT 05739	N/A	PC	General & Unrestricted	1,000
VERO BEACH MUSEUM OF ART INC 3001 RIVERSIDE PARK DR VERO BEACH,FL 32963	N/A	PC	General & Unrestricted	2,500
VILLALOBOS RESCUE CENTER PETS IN THE HOOD INC PO BOX 771127 NEWORLEANS,LA 70177	N/A	PC	General & Unrestricted	2,000
VNA HEALTH SERVICES INC 1110 35TH LN VERO BEACH,FL 32960	N/A	PC	Charitable Event	1,000
WALDORF SCHOOL OF BALTIMORE 4801 TAMARIND RD BALTIMORE,MD 21209	N/A	PC	General & Unrestricted	1,350
WESTCAVE PRESERVE CORP WESTCAVE OUTDOOR disc ctr 24814 HAMILTON POOL RD ROUND MTN,TX 78663	N/A	PC	General & Unrestricted	5,000
WOMEN HAVE OPTIONS INC PO BOX 5 GRANVILLE,OH 43023	N/A	PC	Access to reproductive rights services	1,000
WOMENS EMERGENCY NETWORK INC PO BOX 566392 MIAMI,FL 33256	N/A	PC	Access to reproductive rights services	3,000
WOMENS HEALTH AND COUNSELING CENTER INC 71 4TH ST SOMERVILLE,NJ 08876	N/A	PC	Access to reproductive rights services	1,000
WOMENS HEALTH PROJECT INC 227 N DUBUQUE ST IOWA CITY,IA 52245	N/A	PC	reproductive rights services	2,500
Total  3a				1,157,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WOMENS MEDICAL FUND INC PO BOX 248 MADISON,WI 53701	N/A	PC	Access to reproductive rights services	1,500
WOMENS REPRODUCTIVE RIGHTS ASSISTANCE PROJECT 2943 12 BEVERLY GLEN CIR LOS ANGELES,CA 90077	N/A	PC	Access to reproductive rights services	2,000
WWW PILOTSNPAWS ORG INCORPORATED 4651 HOWE RD LANDRUM,SC 29356	N/A	PC	General & Unrestricted	1,000
WXEL PUBLIC BROADCASTING CORPORATION 3401 S CONGRESS AVE BOYNTON BEACH,FL 33426	N/A	PC	General & Unrestricted	2,500
YOUNG MENS CHRISTIAN ASSOCIATION OF GREENSBORO INC 620 GREEN VALLEY RD STE 210 GREENSBORO,NC 27408	N/A	PC	Camp Weaver	2,500
ZOOMONTANA INC 2100 S SHILOH RD BILLINGS,MT 59106	N/A	PC	General & Unrestricted	2,000
Total  3a				1,157,500

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.</div>	<div>OMB No 1545-0047</div> <div>2013</div>
---	--	---

<div>Name of the organization</div> <div>The Prentice Foundation Inc</div>	<div>Employer identification number</div> <div>06-1386173</div>
--	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization The Prentice Foundation Inc	Employer identification number 06-1386173
--	---

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	Elaine P Hapgood Revocable Trust 114 W 47th st New York, NY 10036	\$ 1,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization The Prentice Foundation Inc	Employer identification number 06-1386173
--	---

Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization The Prentice Foundation Inc	Employer identification number 06-1386173
--	---

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		

TY 2013 Accounting Fees Schedule

Name: The Prentice Foundation Inc

EIN: 06-1386173

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Audit Support	13,000			13,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: The Prentice Foundation Inc

EIN: 06-1386173

**TY 2013 Investments Corporate
Stock Schedule**

Name: The Prentice Foundation Inc
EIN: 06-1386173

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AARON'S INC.	46,293	64,033
ABB LTD.	34,445	41,832
ACCENTURE PLC	93,240	124,152
ACI WORLDWIDE INC	22,776	32,500
AEGON N V ORD AMER REG	7,448	10,077
AEROVIRONMENT, INC.	11,024	11,656
AGL RESOURCES INC.	11,283	12,988
AGRIUM INC.	99,996	150,484
AIR PRODS & CHEM INC.	33,780	44,712
ALBEMARLE CP	36,466	38,034
ALCATEL LUCENT	1,411	440
ALLEGION PLC	9,994	16,925
ALLERGAN INC.	63,165	78,978
AMAZON COM	44,514	141,171
AMERICA MOVIL SA	11,184	12,152
AMERICAN EXPRESS CO	31,424	85,921
AMERICAN STATES WATER CO	11,020	12,929
APPLE INC.	132,338	207,576
APTAR GROUP INC	14,327	18,648
ARTISAN PARTNERS ASSET MANAGEM	8,038	9,453
ASTELLAS PHARMA INC	7,735	9,201
ASTRAZENECA	14,669	17,811
AXA ADS	12,334	13,248
BAKER HUGHES INTL	78,251	91,732
BANCO DO BRASIL S A SPONSORED	6,647	6,851
BANCO SANTANDER BRASIL	6,974	6,527
BANK OF AMERICA CORP	45,833	47,566
BANK OF HAWAII CORP	13,925	17,742
BARCLAYS PLC ADR	9,817	11,041
BASF AG SPONS ADR	53,885	86,232

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BED BATH & BEYOND INC.	59,889	77,971
BELDEN INC	16,689	24,658
BERKSHIRE HATHAWAY INC. CLASS	119,874	186,612
BEST BUY INC.	95,492	190,625
BGC PARTNERS INC	18,704	19,965
BIO-REFERENCE LABORATORIES, IN	11,557	9,578
BIOMED RLTY TR INC	8,226	7,248
BLACKBAUD INC	3,855	5,648
BOB EVANS FARMS, INC.	17,776	20,236
BOINGO WIRELESS, INC	13,162	10,256
BOK FINANCIAL CORP.	5,068	5,969
BONANZA CREEK ENERGY INC	21,615	39,123
BORG WARNER INC.	39,858	84,312
BRIGHT HORIZONS FAMILY SOLUTIO	9,991	10,104
BROADRIDGE FINANCIAL SOLUTIONS	5,809	11,856
BROOKFIELD ASSET MANAGEMENT CL	14,454	20,774
BRUKER CORPORATION	11,323	14,333
CALAVO GROWERS, INC	21,644	27,234
CALGON CARBON CP	7,526	10,799
CAMERON INTERNATIONAL CORP	76,492	71,436
CANADIAN NATL RAILWAY CO	115,619	311,898
CANADIAN PACIFIC RAILWAY LTD	115,716	261,480
CANON INC.	13,427	13,120
CAPITALSOURCE INC	41,581	89,094
CARBO CERAMICS INC	11,589	17,480
CARDINAL FINANCIAL CORPORATION	10,024	10,794
CARMAX INC	48,224	91,924
CARREFOUR S.A.	11,893	15,618
CASH AMER INTL INC	37,391	38,300
CBIZ, INC.	37,173	49,248

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CBRE GROUP INC	57,797	66,644
CELGENE CORP	27,774	63,364
CEMEX SA DE CV A ADS	6,188	6,779
CHARLES SCHWAB CORP NEW	155,143	221,051
CHART INDUSTRIES, INC.	5,079	7,173
CINEMARK HOLDINGS INC	15,540	19,998
CITY NATL CP	4,301	5,942
CLARCOR INC	10,898	14,479
CME GROUP, INC	56,714	79,088
CNH INDUSTRIAL NV	26,006	38,011
COACH INC	62,847	59,554
COHEN & STEERS INC	5,303	7,011
COHERENT INC CAL	3,788	5,579
COLUMBIA BANKING SYSTEM, INC.	27,702	35,737
COLUMBIA SPORTSWEAR CO.	14,728	19,688
COMMERCE BANCSHARES, INC.	8,750	10,913
COMMERCIAL METALS	7,192	9,657
COMMVAULT SYSTEMS, INC.	5,114	5,615
CONVERGYS CP	45,520	63,150
CORE LABRATORIES	43,872	125,072
CORESITE REALTY CORPORATION	3,826	4,829
CROWN CASTLE INTL	42,421	65,720
CULLEN FROST BANKERS INC	5,729	7,443
DAI NIPPON PRINTING LTD JAPANS	7,340	8,618
DAIICHI SANKYO CO LTD SPONSORE	11,411	11,960
DARLING INTERNATIONAL INC	6,700	7,830
DENTSPLY INTERNATIONAL INC NEW	9,574	10,908
DEUTSCHE TELE AG ADS	7,135	10,701
DIAGEO PLC ADS	68,854	119,178
DONALDSON CO. INC.	14,244	17,384

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DORMAN PRODUCTS INC COMMON STO	11,149	15,411
DRESSER-RAND GROUP	5,947	5,963
DSW INC.	12,464	15,383
DUPONT FABROS TECHNOLOGY INC C	9,638	10,502
EAST WEST BANCORP, INC.	11,878	18,359
EATON CORP PLC	148,672	188,015
EATON VANCE CORP COM	9,060	11,767
ECOLAB INC	55,609	91,966
EDWARDS LIFESCIENCES	90,639	85,883
ENCORE CAPITAL GROUP INC	15,770	16,335
ENSCO PLC	77,493	74,334
ENSIGN RESOURCE SERVICE GROUP	28,577	26,398
EPR PROPERTIES	29,226	34,412
ERICSSON L M TEL CO	10,014	10,649
EXPRESS SCRIPTS HOLDING CO.	141,639	177,776
F5 NETWORKS, INC.	5,115	6,815
FACEBOOK INC	84,726	174,442
FACTSET RESH SYST INC.	6,841	8,144
FINNING INTL INC	3,435	3,218
FIRST PAC CO LTD SPON ADR	8,399	8,580
FLEXTRONICS INTERNATIONAL	8,574	8,625
FORTINET INC	8,508	9,087
FORUM ENERGY TECHNOLOGIES INC	13,450	12,717
FOSTER WHEELER AG	20,268	20,625
FRANKLIN ELECTRIC CO., INC	7,349	10,044
FRANKLIN RES INC	54,209	92,195
FUJIFILM HOLDINGS	8,211	9,673
GENERAL MOTORS	54,559	68,539
GENESEE	9,886	12,006
GENTHERM INC	33,128	45,577

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GEOSPACE TECHNOLOGIES CORP	12,627	14,196
GLAXOSMITHKLINE PLC	14,627	14,949
GLOBAL CASH ACS HLDG	20,817	17,982
GLOBUS MEDICAL INC	21,703	30,270
GOOGLE INC	227,052	441,559
GRAINGER W W INC.	44,536	68,708
GROUPE DANONE ADS	20,472	24,466
H LUNDBECK A/S UNSPON/ADR	5,399	6,869
HAEMONETICS CP	6,158	6,320
HELEN OF TROY LIMITED	13,321	24,690
HERCULES TECHNOLOGY GROWTH	18,909	31,160
HIBBETT SPORTS, INC.	11,411	13,430
HONDA MOTOR CO LTD	8,796	9,924
HOWARD HUGHES CORPORATION	38,350	60,050
HSBC HOLDINGS PLC	10,242	10,530
HUB GROUP, INC.	4,983	5,982
HUBBELL CLASS B	67,028	78,408
IAC/INTERACTIVE CORP	40,946	82,380
ICU MEDICAL, INC.	9,124	9,557
IDEX CP	5,952	7,385
INGERSOL-RAND PLC	39,399	70,840
INT'L FLAVORS & FRAGRANCES INC	13,686	15,476
INTERDIGITAL COMMUNICATIONS CO	48,919	36,125
INTERNATIONAL BUSINESS MACHINE	54,339	67,525
INTESA SANPAOLO S.P.A	11,946	15,847
IPG PHOTONICS CORP	12,122	15,522
ITALCEMENTI FABRICHERIUNITE SP	11,880	12,383
J SAINSBURY PLC S/ADR NEW	7,308	7,620
J2 GLOBAL INC	29,143	62,012
JONES LANG LASALLE	14,540	17,918

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JP MORGAN CHASE & CO	80,751	94,387
KAMAN CORPORATION	48,241	63,568
KANSAS CITY SOUTHERN	70,431	70,335
KAR AUCTION SERVICES INC	37,713	76,830
KINDER MORGAN INC	129,117	147,311
KONINKLIJKE AHOLD	8,591	10,950
L BRANDS, INC.	80,867	94,816
LIBBEY INC.	17,568	18,900
LIFE TIME FITNESS	7,313	7,050
LIGAND PHARMACEUTICALS INCORPO	41,592	42,080
LIMONEIRA CO	15,679	23,931
LINCOLN ELECTRIC HOLDING INC.	7,324	10,630
LINDSAY CORP	8,477	8,275
LIQUIDITY SERVICES INC	53,603	33,424
LORAL SPACE AND COMMUNICATIONS	86,006	105,274
LOWES COMPANIES INC.	68,736	113,816
LPL FINANCIAL HOLDINGS INC	5,557	5,881
MANULIFE FIN CORP	19,217	17,757
MARKETAXESS HOLDINGS, INC.	9,159	16,733
MARKS & SPENCER GRP ADR	7,804	8,598
MARRIOTT INTERNATIONAL INC. CL	76,002	108,126
MASTERCARD INC	54,129	192,155
MCKESSON CORP	52,003	51,487
MDC PARTNERS INC A	25,680	76,530
MEDICAL PROPERTIES TRUST, INC	39,479	45,214
MEDNAX, INC.	13,401	16,014
MELLANOX TECHNOLOGIES, LTD.	9,757	7,994
MERCK & CO INC.	31,014	45,996
MERIDIAN BIOSCIENCE INC.	8,292	10,612
MICROSOFT CORPORATION	95,801	131,495

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MIDDLEBY CORPORATION (THE)	6,434	11,986
MINERAL TECH INC	11,109	16,519
MITSUBISHI TOKYO FIN	9,367	8,083
MONDELEZ INTERNATIONAL INC	24,358	48,185
MS&AD INS GROUP ADR	12,213	10,452
MYRIAD GENETICS, INC	6,230	4,721
N J RESOURCES CP	5,337	5,780
NABORS INDUSTRIES LTD	60,013	49,271
NELNET INC	16,257	33,712
NEXSTAR BROADCASTING GROUP, IN	21,613	22,292
NIKE INC-CL B	42,850	68,260
NIPPON TELEPHONE ADR	12,726	13,520
NISSAN MOTOR LTD ASR	19,598	16,128
NMI HOLDINGS, INC.	33,712	31,825
NOBLE CORPORATION	81,375	74,003
NORDSON CP	9,993	11,145
OASIS PETROLEUM CORP	11,494	18,788
OMNICELL, INC.	9,152	10,212
ORANGE	11,543	13,746
OWENS CORNING (NEW)	75,537	99,072
PARTNERRE LTD. COM	35,998	47,971
PAX WORLD HIGH YIELD BOND-IN	98,788	98,919
PEPSICO INC	40,648	63,947
PFIZER INC.	33,132	51,857
PINNACLE FOODS INC	9,001	10,984
PLANTRONICS INC.	9,291	11,613
POLYCOM, INC.	7,070	7,300
POLYPORE INTERNATIONAL INC.	7,359	6,808
PORTUGAL TELECOM SGPS	7,084	7,560
POTASH CORPORATION OF SASKATCH	90,495	87,344

Name of Stock	End of Year Book Value	End of Year Fair Market Value
POWER INTEGRATIONS, INC.	5,668	9,769
PRAXAIR INC.	45,332	66,315
PRECISION CASTPARTS	82,450	143,805
PREMIERE GLOBAL SVCS	10,502	11,590
PROGRESS SOFTWARE CORP	29,504	33,579
PURE CYCLE CORPORATION	35,847	56,970
QLIK TECHNOLOGIES	92,652	79,810
QUALCOMM INC	60,890	100,683
QUESTAR CP	14,239	15,518
REGENERON PHARMACEUTICALS, INC	32,555	36,332
REGIONAL MANAGEMENT CORP	24,170	27,144
REGIONS FINANCIAL CORP	48,176	66,065
RIVERBED TECHNOLOGY, INC.	8,029	8,588
ROADRUNNER TRANSPORTATION SYST	44,878	56,595
ROCKVILLE FINANCIAL INC	17,532	17,052
ROGERS COMM CL B	65,245	75,070
RPC INC	7,218	9,371
SANOFI-AVENTIS SPONSORED ADR	14,561	15,553
SAPIENT CORPORATION	8,166	12,586
SCHLUMBERGER LTD	66,980	74,521
SEI INVESTMENTS	8,986	13,024
SIGMA ALDRICH CORP	53,135	70,508
SIGNATURE BANK	13,301	18,799
SILGAN HOLDINGS, INC. - COMMON	36,953	72,990
SIX FLAGS ENTERTAINMENT CORPOR	24,371	55,230
SKYWORKS SOLUTIONS, INC	29,574	39,984
SODASTREAM INTERNATIONAL LTD	11,557	11,169
SOLARWINDS INC	5,262	5,675
STARBUCKS CORP COM	107,296	121,975
STARWOOD PROPERTY TRUST INC	28,375	36,010

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SUEZ ENVIRONNEMENT C	7,014	9,933
SVB FINANCIAL GROUP	11,382	18,351
SWISS RE LTD ADR	7,358	9,238
SYNTEL INC	6,063	9,095
T. ROWE PRICE ASSOCIATES	102,748	136,377
TAKEDA PHARMACEUTICAL CO LTD	6,376	6,215
TE CONNECTIVITY LTD	6,056	8,267
TECHNE CORPORATION	3,478	4,734
TELECOM ITALIA ADR	11,473	16,484
TELEFONICA BRASIL, S.A.	6,827	6,150
TELEFONICA S A ADR	7,002	8,203
TENARIS SA-ADR	90,962	94,807
TENNECO INC	15,320	16,971
TESCO PLC S ADR	10,155	10,104
TEXAS CAPITAL BANCSHARES, INC.	5,897	7,775
TEXAS ROADHOUSE, INC.	5,503	5,560
THORATEC LABS CORPORATION	9,189	9,150
TIBCO SOFTWARE	11,785	11,240
TIM PARTICIPACOES S A SPONSORE	6,473	8,922
TIME WARNER CABLE INC	38,552	65,447
TJX COMPANIES INC	31,195	101,012
TOKIO MARINE HOLDINGS INC	11,301	10,370
TOLL BROTHERS INC	92,347	97,014
TOYOTA MTR CORP	7,106	7,315
TRINITY BIOTECH PLC	19,559	22,626
TRIPADVISOR LLC	61,365	80,179
TWO HARBORS INVESTMENT CORP.	22,108	22,272
UBS AG	9,960	8,470
UMB FINANCIAL CORPORATION	6,764	9,642
UNIFIRST CP	5,284	5,350

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNILEVER N V N Y	81,288	98,564
UNILEVER PLC AMER	9,582	10,959
UNITED FINANCIAL BANCORP	17,638	17,001
UNITED NATURAL FOODS, INC	8,127	11,309
UNITED RENTALS INC	50,644	77,171
UNITED TECHNOLOGIES CORP	60,000	101,282
VALUECLICK INC	18,881	25,707
VERITAS SOFTWARE CO.	10,112	10,003
VISA INC	203,268	362,745
VITAMIN SHOPPE INC	17,260	16,903
VODAFONE GROUP PLC	4,988	7,076
WABTEC	11,326	18,568
WALT DISNEY HOLDINGS CO.	55,942	135,151
WATSON WYATT & CO. HOLDINGS	62,609	74,779
WATTS WATER TECHNOLOGIES INC	12,065	17,014
WEATHERFORD INTL NEW	99,200	86,357
WELLPOINT INC	65,043	107,727
WELLS FARGO & CO.	138,622	199,850
WEST PHARMA SVCS INC	9,367	15,945
WEX, INC.	11,218	14,855
WHITEWAVE FOODS COMPANY	11,724	14,338
WHOLE FOODS MARKET, INC.	96,093	126,300
WILLIAMS SONOMA INC.	75,320	93,773
WM MORRISON SUPERMARKETS	1,795	1,297
WM MORRISON UNSPON ADR	13,905	13,997
WOLVERINE WORLDWIDE	12,127	18,678
WORLD FUEL SVCS CP	35,215	47,476
YARA INTERNATIONAL ASA	33,324	36,276

TY 2013 Investments - Land Schedule**Name:** The Prentice Foundation Inc**EIN:** 06-1386173

TY 2013 Investments - Other Schedule**Name:** The Prentice Foundation Inc**EIN:** 06-1386173

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALTERNATIVE INVESTMENTS INSTIT		1,313,875	1,525,832
F&C EMERGING EQUITY ESG FUND		902,211	830,849
GENERATION IM GLOBAL EQUITY FD		2,582,735	3,263,969
LIN MEDIA LLC		21,327	40,194
NORTH SKY CLEANTECH VENTURES,		587,508	571,840

TY 2013 Land, Etc. Schedule**Name:** The Prentice Foundation Inc**EIN:** 06-1386173

TY 2013 Legal Fees Schedule**Name:** The Prentice Foundation Inc**EIN:** 06-1386173

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Document Review/Drafting	265	265		
General Consultations	9,800			9,800
INTERNAL INVESTIGATION	23,306	23,306		
RESPONSE TO IRS INQUIRY	24,797	24,797		

TY 2013 Other Expenses Schedule**Name:** The Prentice Foundation Inc**EIN:** 06-1386173

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	36,697			36,697
Bank Charges	466	466		
Indemnification Insurance	2,027			2,027
K-1 Exp ALTERNATIVE INVESTMENT	10,625	10,625		
K-1 Exp ELLINGTON FINANCIAL LL	303	90		
K-1 Exp GENERATION IM GLOBAL E	33,116	31,977		
K-1 Exp LIN MEDIA LLC	14	14		
K-1 Exp NORTH SKY CLEANTECH VE	19,916	19,803		
Payroll Processing Fees	222			222
State or Local Filing Fees	50			50

TY 2013 Other Income Schedule**Name:** The Prentice Foundation Inc**EIN:** 06-1386173

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss ALTERNATIVE INVESTMENTS INSTITUTIONAL	66,395	66,395	
K-1 Inc/Loss ELLINGTON FINANCIAL LLC	2,460	740	
K-1 Inc/Loss GENERATION IM GLOBAL EQUITY FD, LLC	41,650	41,650	
K-1 Inc/Loss NORTH SKY CLEANTECH VENTURES, LP	-342	2,257	
Foreign Tax Refund	3,257	3,257	
income from f&c emerging equity esg fd	2,211	2,211	

TY 2013 Other Professional Fees Schedule

Name: The Prentice Foundation Inc

EIN: 06-1386173

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	92,666	92,666		

TY 2013 Substantial Contributors Schedule

Name: The Prentice Foundation Inc

EIN: 06-1386173

Name	Address
Elaine P Hapgood Revocable Trust	114 W 47th st New York, NY 10036

TY 2013 Taxes Schedule**Name:** The Prentice Foundation Inc**EIN:** 06-1386173

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ESTIMATED TAX FOR 2013	18,600			
FOREIGN TAX	7,511	7,511		