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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation THE PRENTICE FOUNDATION, INC.		A Employer identification number 06-1386173
Number and street (or P O box number if mail is not delivered to street address) FOUNDATION SOURCE 501 SILVERSIDE RD	Room/suite	B Telephone number (see instructions) (800) 839-1754
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		C If exemption application is pending, check here. ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ 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		D 1 Foreign organizations, check here. ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation. ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 27,713,325.		E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	243.	243.		
	4 Dividends and interest from securities	265,395.	265,395.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,761,173.			
	b Gross sales price for all assets on line 6a 12,379,860.				
	7 Capital gain net income (from Part IV, line 2)		3,403,110.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH. 1	139,162.	137,039.			
12 Total. Add lines 1 through 11	3,165,973.	3,805,787.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages	51,000.			51,000.
	15 Pension plans, employee benefits	13,213.			13,213.
	16a Legal fees (attach schedule) ATCH. 2	8,174.			8,174.
	b Accounting fees (attach schedule) ATCH. 3	11,400.			11,400.
	c Other professional fees (attach schedule) ATCH. 4	159,508.	159,508.		
	17 Interest	104.	104.		
	18 Taxes (attach schedule) (see instructions) ATCH. 5	64,706.	6,331.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,932.			1,932.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 6	171,421.	126,487.		43,046.
	24 Total operating and administrative expenses. Add lines 13 through 23.	481,458.	292,430.		128,765.
	25 Contributions, gifts, grants paid	2,014,725.			2,014,725.
26 Total expenses and disbursements. Add lines 24 and 25	2,496,183.	292,430.	0.	2,143,490.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	669,790.				
b Net investment income (if negative, enter -0-)		3,513,357.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	839,250.	1,321,648.	1,321,648.
	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) ATCH. 7	14,831,796.	12,497,742.	14,174,545.
	c	Investments - corporate bonds (attach schedule).			
	Liabilities	11	Investments - land, buildings, and equipment basis ▶		
		Less accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans.			
13		Investments - other (attach schedule) ATCH. 8	10,024,942.	12,546,388.	12,217,132.
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)	25,695,988.	26,365,778.	27,713,325.
17		Accounts payable and accrued expenses			
18		Grants payable.			
Net Assets or Fund Balances	19	Deferred revenue.			
	20	Loans from officers, directors, trustees, and other disqualified persons.			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg., and equipment fund.				
29	Retained earnings, accumulated income, endowment, or other funds	25,695,988.	26,365,778.		
30	Total net assets or fund balances (see instructions).	25,695,988.	26,365,778.		
31	Total liabilities and net assets/fund balances (see instructions).	25,695,988.	26,365,778.		

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	25,695,988.
2	Enter amount from Part I, line 27a.	2	669,790.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	26,365,778.
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	26,365,778.

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	SEE PART IV SCHEDULE				
b					
c					
d					
e					

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

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

(i) 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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	3,403,110.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0.

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

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

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

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

☐ Yes ☒ No

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

(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))
2014	1,386,613.	20,864,399.	0.066458
2013	1,226,823.	18,866,134.	0.065028
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.	0.063900

2 Total of line 1, column (d)	2	0.341357
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	0.068271
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	29,007,230.
5 Multiply line 4 by line 3	5	1,980,353.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	35,134.
7 Add lines 5 and 6	7	2,015,487.
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	2,143,490.

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 ☐ 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 ☒ and enter 1% of Part I, line 27b		1	35,134.
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	35,134.
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	35,134.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	55,400.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,927.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		61,327.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		26,193.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☐ 26,193. Refunded ☐ ☒	11		

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
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? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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).		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) <u>ATCH 9</u>	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X	
14 The books are in care of <u>FOUNDATION SOURCE</u> Telephone no <u>800-839-1754</u> Located at <u>501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE</u> ZIP+4 <u>19809-1377</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>		
16 At any time during calendar year 2015, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u>		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No If "Yes," list the years <u></u>		
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 <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2015 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 2015.)	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 2015?	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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

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? ☐ **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
ATCH 10		0.	0.	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
ATCH 11		51,000.	9,311.	0.

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
ATCH 12		159,508.

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 N/A	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	15,691,324.
b	Average of monthly cash balances	1b	1,521,971.
c	Fair market value of all other assets (see instructions)	1c	12,235,669.
d	Total (add lines 1a, b, and c)	1d	29,448,964.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	29,448,964.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	441,734.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,007,230.
6	Minimum investment return. Enter 5% of line 5	6	1,450,362.

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	1,450,362.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	35,134.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	35,134.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,415,228.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,415,228.
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	1,415,228.

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	2,143,490.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,143,490.
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	35,134.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,108,356.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,415,228.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015				
a From 2010 243,117.				
b From 2011 322,708.				
c From 2012 473,953.				
d From 2013 308,653.				
e From 2014 384,609.				
f Total of lines 3a through e	1,733,040.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>2,143,490.</u>				
a Applied to 2014, 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 2015 distributable amount.				1,415,228.
e Remaining amount distributed out of corpus.	728,262.			
5 Excess distributions carryover applied to 2015. (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	2,461,302.			
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 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	243,117.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	2,218,185.			
10 Analysis of line 9				
a Excess from 2011 322,708.				
b Excess from 2012 473,953.				
c Excess from 2013 308,653.				
d Excess from 2014 384,609.				
e Excess from 2015 728,262.				

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

NOT APPLICABLE

- 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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
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

N/A

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 address 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 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				
ATCH 13				
Total			3a	2,014,725.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments .			14	243.	
4 Dividends and interest from securities			14	265,395.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property. .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	400.	18	2,760,773.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b ATCH 14 _____		-204.		139,366.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		196.		3,165,777.	
13 Total. Add line 12, columns (b), (d), and (e)					3,165,973.

(See worksheet in line 13 instructions to verify calculations)

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

The Prentice Foundation, Inc.
Taxable Year Ending December 31, 2015

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 9,472,874	\$ 7,664,153	\$ 1,808,721
ALTERNATIVE INVESTMENTS INSTITUTIONAL, LP	12/31/2011	Donated	6/30/2015	\$ 2,906,986	\$ 2,928,856	\$ 973,922
Total included in Part IV				\$ 12,379,860	\$ 10,593,009	\$ 2,760,773
Passthrough K-1 Capital Gain/(Loss) - UBI					\$ 400	\$ 400
Part I, Line 6a Total						\$ 2,761,173

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ALTERNATIVE INVESTMENTS INS	81,395.	81,395.
K-1 INC/LOSS GENERATION IM GLOBAL EQUITY	51,535.	51,535.
K-1 INC/LOSS NORTH SKY CLEANTECH VENTURE	3,905.	4,109.
RESTITUTION PROCEEDS	2,327.	
TOTALS	<u>139,162.</u>	<u>137,039.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
DOCUMENT REVIEW/DRAFTING	8,174.			8,174.
TOTALS	<u>8,174.</u>			<u>8,174.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT FEES	11,400.			11,400.
TOTALS	<u>11,400.</u>			<u>11,400.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	159,508.	159,508.
TOTALS	<u>159,508.</u>	<u>159,508.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2015	55,400.	
990-PF EXCISE TAX FOR 2014	2,975.	
FOREIGN TAX PAID	6,331.	6,331.
TOTALS	<u>64,706.</u>	<u>6,331.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	41,928.		41,928.
BANK CHARGES	8,113.	8,113.	
K-1 EXP ALTERNATIVE INVESTMENT	10,586.	10,586.	
K-1 EXP DBL PARTNERS III, LP	37,450.	36,856.	
K-1 EXP GENERATION IM GLOBAL E	48,186.	46,951.	
K-1 EXP NORTH SKY CLEANTECH VE	24,040.	23,981.	
PAYROLL PROCESSING FEES	660.		660.
STATE OR LOCAL FILING FEES	210.		210.
STORAGE FEE	48.		48.
REGISTERED AGENT FEE	200.		200.
TOTALS	<u>171,421.</u>	<u>126,487.</u>	<u>43,046.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABIOMED	131,617.	172,074.
ACCENTURE PLC	89,042.	124,564.
ACI WORLDWIDE INC	37,166.	42,393.
AEGON N V ORD AMER REG	96,513.	73,812.
AIR METHODS CORPORATION	21,231.	20,965.
ALLERGAN PLC	134,147.	138,438.
ALPHABET INC CL A	95,722.	159,492.
ALPHABET INC CL C	172,571.	314,935.
AMAZON COM	119,090.	316,991.
AMDOCS LIMITED	8,361.	8,186.
AMERICA MOVIL SA	52,334.	38,398.
AMERICAN AIRLINES GROUP INC	98,539.	100,115.
AMERICAN EXPRESS CO	55,903.	61,343.
AMERICAN STATES WATER CO	7,842.	10,488.
AMERICAN WATER WORKS COMPANY I	9,545.	10,456.
AMERIPRISE FINANCIAL INC	57,824.	58,425.
ANIKA THERAPEUTICS INC	8,093.	7,632.
ANTHEM INC	64,883.	117,408.
AON PLC	89,363.	95,622.
APPLE INC	219,769.	305,570.
APPLIED IDNS TECH	9,019.	8,503.
APTAR GROUP INC	80,852.	90,159.
ARTISAN PARTNERS ASSET MANAGEM	9,070.	6,058.
AVAGO TECHNOLOGIES LIMITED	105,417.	123,523.
AVERY DENNISON CORP	4,330.	4,700.
BABCOCK & WILCOX ENTERPRISES I	31,921.	33,183.
BANCO SANTANDER BRASIL	49,164.	38,005.
BANK OF AMERICA CORP	50,866.	53,183.
BANK OF HAWAII CORP	9,495.	11,637.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BARCLAYS PLC ADR	71,750.	58,994.
BERKSHIRE HATHAWAY INC. CLASS	201,359.	222,223.
BEST BUY INC	91,561.	112,269.
BGC PARTNERS INC	46,959.	55,289.
BIG LOTS INC	10,176.	8,672.
BOINGO WIRELESS, INC	10,574.	8,851.
BOK FINANCIAL CORP	4,725.	4,963.
BRISTOL-MYERS SQUIBB CO	87,567.	112,540.
BROWN & BROWN INC	6,834.	6,741.
BRUKER CORPORATION	7,413.	9,198.
C T S CP	32,316.	29,812.
CALGON CARBON CP	9,021.	8,625.
CANADIAN NATL RAILWAY CO	111,100.	150,764.
CANADIAN PACIFIC RAILWAY LTD	47,536.	46,064.
CANON INC	64,879.	60,742.
CARDINAL FINANCIAL CORPORATION	17,152.	22,796.
CARMAX INC	83,239.	102,975.
CARREFOUR S.A	53,368.	49,358.
CATO CORP CL A	6,627.	6,444.
CBIZ, INC	29,576.	35,516.
CELGENE CORP	98,776.	122,634.
CEMEX SA DE CV A ADS	92,488.	57,939.
CHARLES SCHWAB CORP	186,494.	271,146.
CHART INDUSTRIES, INC	5,638.	2,694.
CHEESECAKE FACTORY INC	9,680.	9,453.
CHEMED CORP	3,617.	3,745.
CHINA MOBILE HGK LTD	57,278.	54,696.
CHOICE HOTELS INTERNATIONAL IN	8,606.	7,713.
CINCINNATI FINANCIAL CORP	9,182.	10,355.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CLARCOR INC	8,739.	8,197.
COHEN & STEERS INC	7,376.	6,401.
COHERENT INC CAL	3,491.	4,427.
COLUMBIA BANKING SYSTEM, INC	28,639.	39,532.
COMMERCE BANCSHARES, INC	8,752.	10,337.
COMMVAULT SYSTEMS, INC	5,666.	3,502.
COMPANHIA SANEADS	77,221.	59,952.
COMPASS MINERALS INTERNATIONAL	31,939.	29,355.
CONVERGYS CP	22,652.	32,755.
COOPER COMPANIES INC	12,380.	10,065.
CORESITE REALTY CORPORATION	9,145.	11,911.
CREDIT SUISSE GROUP ADR	61,086.	48,477.
CROWN CASTLE INTL	51,331.	68,296.
CULLEN FROST BANKERS INC	5,451.	4,680.
DAI NIPPON PRINTING LTD JAPANS	33,940.	37,091.
DAIICHI SANKYO CO LTD SPONSORE	67,581.	88,377.
DEL FRISCOS RESTAURANT GROUP I	34,577.	29,573.
DENTSPLY INTL INC COM	8,732.	11,683.
DIGITAL RLTY TR INC	11,169.	12,855.
DONALDSON CO. INC	10,614.	8,598.
DORMAN PRODUCTS INC	9,802.	9,779.
DST SYS INC. COM	5,676.	5,703.
DSW INC	8,962.	5,893.
EAST WEST BANCORP, INC	9,208.	10,889.
EATON VANCE CORP COM	12,197.	11,091.
EBAY INC	40,260.	52,899.
ECOLAB INC	78,116.	76,749.
EDWARDS LIFESCIENCES	64,161.	117,838.
EMBRAER EMPRESA BR	95,628.	84,248.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ENCORE CAPITAL GROUP INC	11,669.	7,270.
EPR PROPERTIES	25,213.	28,056.
ERICSSON L M TEL CO	60,094.	58,285.
ERSTE BK DER OEST SP	51,988.	62,605.
ESTEE LAUDER COMPANIES INC	97,267.	101,709.
EVEREST RE GROUP LTD	5,460.	5,493.
EXLSERVICE HOLDINGS INC	5,456.	6,740.
EXPRESS SCRIPTS HOLDING CO	159,169.	198,596.
F5 NETWORKS, INC	12,598.	11,150.
FACEBOOK INC	105,862.	277,558.
FACTSET RESH SYST INC	8,951.	12,193.
FERRO CORP	14,538.	10,564.
FIRST NBC BANK HOLDING COMPANY	9,752.	10,095.
FIRST PAC CO LTD SPON ADR	87,581.	57,766.
FIRST REPUBLIC BANK	126,412.	137,999.
FLOWERS FOODS INC	10,366.	10,745.
FOSSIL INC COM	6,197.	4,570.
FRANKLIN ELECTRIC CO., INC	8,631.	6,082.
FRANKLIN RES INC	63,870.	52,063.
GENESEE	33,206.	20,671.
GENTHERM INC	5,762.	7,110.
GLAXOSMITHKLINE PLC	153,143.	128,757.
GLOBUS MEDICAL INC	14,118.	16,998.
GOLUB CAPITAL BDC, INC	21,012.	18,692.
H LUNDBECK A/S UNSPON/ADR	21,159.	36,127.
HAEMONETICS CP	6,193.	5,158.
HERCULES TECHNOLOGY GROWTH	18,584.	17,810.
HERSHA HOSPITALITY TRUST	39,406.	32,466.
HONDA MOTOR CO LTD	107,436.	103,709.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HORACE MANN EDUCATOR	6,307.	5,807.
HOWARD HUGHES CORPORATION	43,459.	53,525.
HSBC HOLDINGS PLC	84,678.	70,414.
HUB GROUP, INC	7,425.	6,920.
HUBBELL CLASS B	107,707.	94,573.
IAC/INTERACTIVE CORP	21,912.	25,942.
IDEX CP	5,782.	6,895.
INT'L FLAVORS & FRAGRANCES INC	5,804.	7,777.
INTERDIGITAL COMMUNICATIONS CO	17,051.	22,411.
INTERNATIONAL BUSINESS MACHINE	32,994.	25,184.
INTERVAL LEISURE GROUP, INC	4,655.	3,403.
IPG PHOTONICS CORP	13,032.	16,940.
ITALCEMENTI FABRICHERIUNITE SP	67,227.	100,992.
J SAINSBURY	86,200.	74,114.
J2 GLOBAL INC	21,187.	38,114.
JONES LANG LASALLE	15,920.	17,585.
KAMAN CORPORATION	42,488.	50,278.
KAR AUCTION SERVICES INC	42,436.	66,580.
KINDER MORGAN INC	204,519.	85,208.
KINGFISHER PLC	54,170.	52,031.
KNOWLES CORPORATION	30,980.	17,996.
KRISPY KREME DOUGHNUTS, INC	30,278.	25,755.
LIGAND PHARMACEUTICALS INCORPO	39,053.	82,182.
LINCOLN ELECTRIC HOLDING INC	10,268.	8,821.
LINDSAY CORP	6,150.	5,430.
LINKEDIN CORPORATION	93,902.	94,759.
LOWES COMPANIES INC	92,099.	154,665.
MARKETAXESS HOLDINGS, INC	4,724.	8,927.
MARKS & SPENCER GRP ADR	58,306.	53,320.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MARRIOTT INTERNATIONAL INC. CL	79,977.	81,051.
MASIMO CORPORATION	4,359.	5,189.
MASTERCARD INC	119,907.	201,048.
MB FINANCIAL INC	27,709.	25,896.
MDC PARTNERS INC A	43,212.	51,780.
MEDICAL PROPERTIES TRUST, INC	47,006.	44,129.
MEDNAX, INC	9,765.	11,466.
MEDTRONIC PLC	76,239.	74,612.
MERCK & CO INC	39,283.	43,471.
METTLER-TOLEDO INTL	11,909.	13,565.
MICROSOFT CORP	96,044.	143,804.
MIDDLEBY CORPORATION	9,558.	12,944.
MINERAL TECH INC	9,593.	9,172.
MITSUBISHI TANABE PHARMA CORPO	53,000.	59,909.
MITSUBISHI TOKYO FIN	64,982.	65,577.
MOBILE TELSYS OJSC	46,827.	34,052.
MONOTYPE IMAGING HOLDINGS INC	19,790.	18,676.
MOTORCAR PARTS OF AMERICA INC	18,361.	19,441.
MS&AD INS GROUP ADR	50,585.	62,970.
N J RESOURCES CP	6,802.	7,713.
NATIONAL CINEMEDIA INC	12,724.	14,139.
NATIONAL STORAGE AFFILIATES TR	27,639.	35,973.
NATL HEALTH INVESTOR	7,457.	7,609.
NETAPP, INC	4,272.	3,316.
NETGEAR INC	7,801.	7,334.
NIKE INC-CL B	63,633.	108,875.
NISSAN MOTOR LTD ASR	90,015.	97,876.
NORDSON CP	10,910.	9,943.
ONE GAS INC	11,007.	13,797.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ORANGE	75,423.	75,484.
OWENS AND MINOR INC	5,174.	5,397.
OWENS CORNING	34,636.	48,018.
PACWEST BANCORP	46,292.	59,650.
PAYPAL HOLDINGS, INC	193,928.	200,150.
PDF SOLUTIONS INC	60,841.	43,902.
PEPSICO INC	51,152.	68,345.
PLANTRONICS INC	7,493.	8,583.
POLYCOM, INC	6,220.	6,522.
POWER INTEGRATIONS, INC	3,435.	4,328.
PRICELINE.COM INCORPORATED	132,771.	159,369.
PROVIDENCE SERVICE CORP	32,815.	30,498.
QUALCOMM INC	130,537.	94,422.
QUINTILES TRANSNATIONAL HOLDIN	8,318.	8,583.
RED HAT, INC	125,157.	131,751.
REGIONS FINANCIAL CORP	48,639.	56,736.
RESMED INC	4,308.	4,027.
RESTORATION HARDWARE	99,819.	87,474.
ROADRUNNER TRANSPORTATION SYST	48,974.	19,445.
SALESFORCE.COM	118,587.	161,269.
SALLY BEAUTY HLDG	7,034.	8,367.
SANOFI-AVENTIS SPONSORED ADR	80,741.	69,946.
SCHNEIDER ELEC UNSP/ADR	31,844.	28,816.
SEI INVESTMENTS	7,602.	12,314.
SENSATA TECHNOLOGIES HOLDINGS	7,111.	6,909.
SHERWIN-WILLIAMS CO	117,876.	116,301.
SHINHAN FINL GROUP CO LTD	69,365.	58,111.
SIGNATURE BANK	12,348.	15,337.
SILGAN HOLDINGS, INC	49,747.	63,390.

THE PRENTICE FOUNDATION, INC.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SNAP ON INC	89,928.	112,630.
SPROUTS FARMERS MARKET INC	98,009.	120,852.
STARBUCKS CORP COM	99,735.	153,617.
STARWOOD PROPERTY TRUST INC	20,544.	18,483.
STARWOOD WAYPOINT RESIDENTIAL	27,697.	24,451.
STERIS PLC	9,443.	9,418.
SVB FINANCIAL GROUP	9,593.	11,296.
SWATCH GROUP AG	61,297.	54,125.
SWISS RE LTD ADR	56,000.	63,752.
SYNAPTICS INC	5,155.	6,026.
SYNTEL INC	13,181.	13,801.
T. ROWE PRICE ASSOCIATES	49,837.	49,614.
TAKEDA PHARMACEUTICAL CO LTD	55,988.	60,147.
TANGER FACTORY OUTLT CENREIT	12,162.	11,445.
TECH DATA CORP	7,269.	6,638.
TECHTARGET	18,818.	15,177.
TELECOM ITALIA ADR	31,983.	44,174.
TELECOM ITALIA SPA	16,805.	17,819.
TELEDYNE TECH INC	33,035.	33,706.
TELEFONICA BRASIL, S.A	86,151.	52,365.
TENNECO INC	8,511.	6,887.
TERADATA CORPORATION	10,399.	8,190.
TESCO PLC S ADR	132,787.	86,948.
TESLA MOTORS INC	49,651.	48,722.
TEVA PHARMACEUTICAL INDUSTRIES	138,898.	175,718.
TEXAS CAPITAL BANCSHARES, INC	5,742.	5,634.
TEXAS ROADHOUSE, INC	9,960.	12,555.
THERMO FISHER SCIENTIFIC INC	131,344.	151,212.
TIM PARTICIPACOE S A SPONSORE	55,708.	33,521.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TIME WARNER INC	125,585.	103,213.
TJX COMPANIES INC	59,116.	99,487.
TORO CO	7,592.	8,038.
TRIMAS CORPORATION	25,328.	26,110.
TRIPADVISOR LLC	47,484.	50,894.
TUPPERWARE CORP	5,808.	4,563.
UBIQUITI NETWORKS, INC	6,188.	6,243.
UMB FINANCIAL CORPORATION	7,111.	6,610.
UNIFIRST CP	11,639.	10,941.
UNITED FINANCIAL BANCORP	24,294.	22,373.
UNITED NATURAL FOODS, INC	8,823.	5,314.
UNITED RENTALS INC	96,205.	99,235.
UNITED TECHNOLOGIES CORP	77,461.	79,642.
UNITEDHEALTH GROUP INC	150,322.	165,872.
USD FIRST NBC BANK HOLDING COM	16,928.	17,199.
VALMONT INDUSTRIES INC	7,917.	6,891.
VARIAN MEDICAL SYSTEMS INC	5,992.	6,060.
VISA INC	320,332.	501,360.
VITAMIN SHOPPE INC	11,143.	7,913.
WABCO HOLDINGS INC	46,323.	45,403.
WABTEC	7,561.	9,246.
WALT DISNEY HOLDINGS CO	96,575.	152,891.
WATTS WATER TECHNOLOGIES INC	4,200.	3,725.
WELLS FARGO & CO	165,211.	211,787.
WEST PHARMA SVCS INC	2,854.	5,058.
WESTERN UNION CO	8,941.	8,507.
WEX, INC	9,317.	9,105.
WILLIAMS SONOMA INC	9,973.	10,163.
WILLIS GROUP HOLDINGS LTD	66,217.	72,175.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WM MORRISON SUPERMARKETS	1,795.	655.
WM MORRISON UNSPON ADR	128,523.	94,093.
WOLVERINE WORLDWIDE	5,161.	3,760.
WORLD FUEL SVCS CP	51,702.	46,575.
YAHOO! INC	92,461.	101,543.
	<u>12,497,742.</u>	<u>14,174,545.</u>
TOTALS		

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALTERNATIVE INVESTMENTS SUSTAI	2,906,986.	2,704,459.
DBL PARTNERS III, LP	305,989.	335,472.
F&C RESPONSIBLE EMERGING MKTS	2,156,140.	1,774,897.
GENERATION IM CLIMATE SOLUTION	874,712.	781,835.
GENERATION IM GLOBAL EQUITY FD	5,495,586.	5,758,338.
NORTH SKY CLEANTECH VENTURES,	806,975.	862,131.
TOTALS	<u>12,546,388.</u>	<u>12,217,132.</u>

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND

DURING THE TAXABLE YEAR ENDING 12/31/15, THE PRENTICE FOUNDATION (THE "FOUNDATION") TREATED A DISTRIBUTION TO A DONOR ADVISED FUND OVER WHICH THE FOUNDATION (OR DISQUALIFIED PERSON) HAD ADVISORY PRIVILEGES AS A QUALIFYING DISTRIBUTION. DONOR ADVISED FUNDS ARE EXEMPT UNDER INTERNAL REVENUE CODE ("CODE") SECTION 501(C)(3), MUST BE ORGANIZED AND OPERATED EXCLUSIVELY FOR ONE OR MORE OF THE CHARITABLE PURPOSES DESCRIBED IN CODE SECTION 170(C)(2)(B), AND HAVE SOLE DISCRETION OVER THE FUNDS DISTRIBUTED TO THEM. CONSEQUENTLY, THE FOUNDATION IS NOT IN A POSITION TO EXPLAIN PRECISELY HOW THE FUNDS WILL BE EXPENDED FOR CHARITABLE PURPOSES.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P r o p e r t y	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,472,874.		PUBLICLY-TRADED SECURITIES 7,060,161.					2,412,713.	
		PASSTHROUGH K1 CAPITAL GAIN					973,922.	
2,906,986.		ALTERNATIVE INVESTMENTS INSTITUTIONAL, LP 2,890,511.				D	12/31/2011 16,475.	06/30/2015
TOTAL GAIN(LOSS)							<u>3,403,110.</u>	

THE PRENTICE FOUNDATION, INC.

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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JERRY BABICKA FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP / DIR / SEC / TREAS 1.00	0.	0.	0.
LYNN P BABICKA FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP / DIR 1.00	0.	0.	0.
JOHN POWERS FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / DIR 2.00	0.	0.	0.
GRAND TOTALS		<u>0.</u>	<u>0.</u>	<u>0.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
JANNA SIX 501 SILVERSIDE ROAD WILMINGTON, DE 19809-1377	EXECUTIVE DIRECTOR 35.00	51,000.	9,311.
	TOTAL COMPENSATION	<u>51,000.</u>	<u>9,311.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BNY MELLON BANK 200 PARK AVENUE, 54TH FL NEW YORK, NY 10166	INVESTMENT MGT	159,508.
TOTAL COMPENSATION		<u>159,508.</u>

THE PRENTICE FOUNDATION, INC

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FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
A SPRING OF HOPE INC 7741 NW 39TH AVE COCONUT CREEK, FL 33073	N/A PC	GENERAL & UNRESTRICTED	5,000
ABUNDANCE FOUNDATION INC 220 LORAX LN, BOX 5 PITTSBORO, NC 27312	N/A PC	PICKARDS MOUNTAIN ECO-INSTITUTE PROGRAM	5,000.
ACCESS WOMENS HEALTH JUSTICE PO BOX 3609 OAKLAND, CA 94609	N/A PC	ABORTION ACCESS AND LARCS PROGRAM	2,000
ALLIANCE FOR SUSTAINABLE COLORADO 1536 WYNKOOP ST, STE 100 DENVER, CO 80202	N/A PC	GENERAL & UNRESTRICTED	6,000
ALLIANCE FOR SUSTAINABLE COLORADO 1536 WYNKOOP ST, STE 100 DENVER, CO 80202	N/A PC	DIVEST AND SUSTAINABLE INVESTMENT FORUM	70,000
ALZHEIMER-PARKINSON ASSOCIATION OF IRC INC 2300 5TH AVE STE 150 VERO BEACH, FL 32960	N/A PC	GENERAL & UNRESTRICTED	500

ATTACHMENT 13

THE PRENTICE FOUNDATION, INC.

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALZHEIMERS DISEASE RESEARCH FOUNDATION - CURE ALZ 34 WASHINGTON ST STE 200 WELLESLEY HILLS, MA 02481	N/A PC	GENERAL & UNRESTRICTED	15,000
AMERICAN HEART ASSOCIATION - PHARR TEXAS BRANCH 10900-B STONELAKE BLVD., STE. 320 AUSTIN, TX 78759	N/A PC	GO RED DIVISION	2,500
AMERICAN HUMANE ASSOCIATION 1400 16TH ST NW WASHINGTON, DC 20036	N/A PC	HOLIDAY MATCH CHALLENGE	5,000
AMERICAN SOCIETY FOR THE PREVENTION OF CRUELTY TO 520 8TH AVE, 7TH FL NEW YORK, NY 10018	N/A PC	GENERAL & UNRESTRICTED	2,000
ANIMAL D R E A M S INC PO BOX 1073 PITTSFIELD, MA 01202	N/A PC	GENERAL & UNRESTRICTED	2,000.
ANIMAL LEGAL DEFENSE FUND 170 E COTATI AVE. COTATI, CA 94931	N/A PC	GENERAL & UNRESTRICTED	3,000

THE PRENTICE FOUNDATION, INC

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FORM 990DE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ANIMAL WELFARE INSTITUTE 900 PENNSYLVANIA AVE SE WASHINGTON, DC 20003	N/A PC	GENERAL & UNRESTRICTED	2,500
ARMSTRONG COMMUNITY MUSIC SCHOOL 3267 BEE CAVES RD STE 107 PMB 82 AUSTIN, TX 78746	N/A PC	GENERAL & UNRESTRICTED	5,000
AS YOU SOW 1611 TELEGRAPH AVE STE 1450 OAKLAND, CA 94612	N/A PC	GENERAL & UNRESTRICTED	15,000.
ASPEN COMMUNITY FOUNDATION 110 E HALLAM ST STE 126 ASPEN, CO 81611	N/A PC	THIRD GENERATION FUND	65,216.
AUSTEN RIGGS CENTER INC 25 MAIN ST STOCKBRIDGE, MA 01262	N/A PC	PATIENT AID FUND	1,000
AUSTIN THEATRE ALLIANCE PO BOX 1566 AUSTIN, TX 78767	N/A PC	GENERAL & UNRESTRICTED	15,000

ATTACHMENT 13

THE PRENTICE FOUNDATION, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AUSTIN YOUTH & COMMUNITY FARM INC DBA URBAN ROOTS 4900 GONZALES ST AUSTIN, TX 78702	N/A PC	GENERAL & UNRESTRICTED	10,000.
BACKLINE PO BOX 28284 OAKLAND, CA 94604	N/A PC	ALL OPTIONS ABORTION FUND IN INDIANA	10,000
BACKLINE PO BOX 28284 OAKLAND, CA 94604	N/A PC	ALL OPTIONS PREGNANCY CENTER IN INDIANA	9,000
BAT CONSERVATION INTERNATIONAL INC PO BOX 162603 AUSTIN, TX 78716	N/A PC	GENERAL & UNRESTRICTED	2,500
BERKSHIRE HUMANE SOCIETY INC 214 BARKER RD PITTSFIELD, MA 01201	N/A PC	ADOPTION PROGRAM AND GENERAL SUPPORT	7,500
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD KANAB, UT 84741	N/A PC	BEST FRIENDS ANIMAL SANCTUARY - KANAB, UTAH AND BEST FRIENDS ANIMAL SOCIETY - NEW YORK	10,000

THE PRENTICE FOUNDATION, INC

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FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BIG BROTHERS BIG SISTERS LONE STAR 450E JOHN CARPENTER FRW IRVING, TX 75062	N/A PC	JEAN POWERS BOHART SCHOLARSHIP FUND FOR COLLEGE	24,691.
BLUE MOUNTAIN CLINIC INC 610 N CALIFORNIA ST MISSOULA, MT 59802	N/A PC	ABORTION ACCESS AND LONG ACTING REVERSIBLE CONTRACEPTION PROGRAM	5,000.
BOULDER VALLEY WOMENS HEALTH CENTER INC 2855 VALMONT RD BOULDER, CO 80301	N/A PC	ABORTION SERVICES AND POST ABORTION LARC PROGRAM	3,000.
BOYS & GIRLS CLUB OF INDIAN RIVER COUNTY INC 1729 17TH AVE VERO BEACH, FL 32960	N/A PC	CAPITAL CAMPAIGN FOR CAMPUS EXPANSION	10,000.
BREAST CANCER ACTION 657 MISSION ST STE 302 SAN FRANCISCO, CA 94105	N/A PC	FOR WORK TO GET RID OF TOXIC CANCER CAUSING CHEMICALS IN OUR ENVIRONMENT	334
BREAST CANCER RESEARCH FOUNDATION INC 60 E 56TH ST 8TH FL NEW YORK, NY 10022	N/A PC	GENERAL & UNRESTRICTED	1,000.

THE PRENTICE FOUNDATION, INC

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FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CATHOLICS FOR CHOICE 1436 U ST NW STE 301 WASHINGTON, DC 20009	N/A PC	GENERAL & UNRESTRICTED	20,000.
CENTER FOR BIOLOGICAL DIVERSITY INC PO BOX 710 TUCSON, AZ 85702	N/A PC	ADDRESSING OVERPOPULATION PROGRAM	5,000
CENTER FOR REPRODUCTIVE RIGHTS INC 199 WATER ST 22ND FL NEW YORK, NY 10038	N/A PC	GENERAL & UNRESTRICTED	10,000
CHAPEL HILL CARRBORO PUBLIC SCHOOL FOUNDATION PO BOX 877 CARRBORO, NC 27510	N/A PC	EMPOWERMENT FUND	25,000
CHAPMAN PARTNERSHIP INC 1550 N MIAMI AVE 2 FLR 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	GENERAL & UNRESTRICTED	10,000.

THE PRENTICE FOUNDATION, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDRENS DEFENSE FUND 25 E ST NW WASHINGTON, DC 20001	N/A PC	GENERAL & UNRESTRICTED	3,000.
CI FOUNDATION INC 17301 SW 93RD AVE PALMETTO BAY, FL 33157	N/A PC	EAT SMART PROGRAM	10,000
CLEARWATER SALVATION ARMY TRUST PO BOX 8070 CLEARWATER, FL 33758	N/A PC	GENERAL & UNRESTRICTED	1,000
CLINIC FOR THE REHABILITATION OF WILDLIFE INC PO BOX 150 SANTIBEL, FL 33957	N/A PC	GENERAL & UNRESTRICTED	2,000
CMC FOUNDATION OF CENTRAL TEXAS 4900 MUELLER BLVD AUSTIN, TX 78723	N/A PC	A NIGHT TOGETHER	5,000
COLORADO ASSOCIATION OF FUNDERS 600 S CHERRY ST STE 1200 DENVER, CO 80246	N/A PC	EYE ON THE FUTURE FUND PROGRAM	650

THE PRENTICE FOUNDATION, INC

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FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLORADO ORGANIZATION FOR LATINA OPPORTUNITY AND R PO BOX 40991 DENVER, CO 80204	N/A PC	ABORTION ACCESS PROGRAM	5,000.
COMMUNITY FOOD CUPBOARD INC PO BOX 864 MANCHESTR CTR, VT 05255	N/A PC	GENERAL & UNRESTRICTED	750
COMMUNITY FOUNDATION 1123 SPRUCE ST BOULDER, CO 80302	N/A PC	COLLABORATIVE FUND	235,000
CONFLUENCE PHILANTHROPY INC 475 RIVERSIDE DR RM 900 NEW YORK, NY 10115	N/A PC	GENERAL & UNRESTRICTED	3,000.
CONSERVATION INTERNATIONAL FOUNDATION 2011 CRYSTAL DR, STE 500 ARLINGTON, VA 22202	N/A PC	GENERAL & UNRESTRICTED	6,000
CONSERVATION LAW FOUNDATION INC 62 SUMMER ST BOSTON, MA 02110	N/A PC	GENERAL & UNRESTRICTED	5,000

THE PRENTICE FOUNDATION, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CONSERVATION TRUST FOR NORTH CAROLINA PO BOX 33333 RALEIGH, NC 27636	N/A PC	GENERAL & UNRESTRICTED	3,000
CONSTRUCT INC 41 MAHAWE ST GREAT BARRINGTON, MA 01230	N/A PC	GENERAL & UNRESTRICTED	5,000
CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITY PO BOX 29361 SAN FRANCISCO, CA 94129	N/A PC	CLIMATE AND ENERGY FUNDERS GROUP DIVISION	2,400
CRADIES TO CRAYONS INC 155 N BEACON ST BRIGHTON, MA 02135	N/A PC	GENERAL & UNRESTRICTED	7,500
DEFENDERS OF WILDLIFE 1130 17TH ST NW WASHINGTON, DC 20036	N/A PC	TO ADDRESS CLIMATE CHANGE PROGRAM	5,000
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE 2ND FL NEW YORK, NY 10001	N/A PC	GENERAL & UNRESTRICTED	1,000

THE PRENTICE FOUNDATION, INC.

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DORSET PLAYERS INC PO BOX 521 DORSET, VT 05251	N/A PC		GENERAL & UNRESTRICTED	500.
DORSET THEATRE FESTIVAL PO BOX 510 DORSET, VT 05251	N/A PC		GENERAL & UNRESTRICTED	2,000
DORSET VILLAGE PUBLIC LIBRARY ASSOCIATION INC PO BOX 38 DORSET, VT 05251	N/A PC		GENERAL & UNRESTRICTED	500.
EARTHJUSTICE 50 CALIFORNIA ST, STE 500 SAN FRANCISCO, CA 94111	N/A PC		TO FUND RENEWABLE ENERGY WORK ESPECIALLY IN FLORIDA	7,500
EAST CHAPEL HILL ROTARY CLUB FOUNDATION 217 HUNTINGTON DR CHAPEL HILL, NC 27514	N/A PC		TEACHERS' STORE PROGRAM	1,000
EDUCATE TOMORROW CORP 1717 N BAYSHORE DR #203 MIAMI, FL 33132	N/A PC		YOUTH RANCH PROGRAM	10,000

THE PRENTICE FOUNDATION, INC.

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FORM 990PE - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EDUCATIONAL PROGRAMS FOR THE INTERNATIONAL COMMUNI PO BOX 609 AUSTIN, TX 78767	N/A PC		GENERAL & UNRESTRICTED	30,000.
EMERGENCY MEDICAL ASSISTANCE INC PO BOX 33552 PALM BCH GDNS, FL 33420	N/A PC		GENERAL & UNRESTRICTED	2,500.
EMERGENCY MEDICAL ASSISTANCE INC PO BOX 33552 PALM BCH GDNS, FL 33420	N/A PC		ABORTION ACCESS AND LONG ACTING REVERSIBLE CONTRACEPTION PROGRAM	3,000.
EMPOWERED YOUTH INC 1450 BRICKELL BAY DR APT 1414 MIAMI, FL 33131	N/A PC		SOCIAL ENTREPRENEURSHIP PROGRAM	3,000.
ENGLEWOOD HOSPITAL AND MEDICAL CENTER FOUNDATION I 350 ENGLE ST ENGLEWOOD, NJ 07631	N/A PC		BREAST CANCER CENTER	2,500
ENVIRONMENT AMERICA RESEARCH AND POLICY CENTER INC 218 D ST SE 2ND FL WASHINGTON, DC 20003	N/A PC		TO ADDRESS SUSTAINABLE ENERGY AS A METHOD TO ADDRESS CLIMATE CHANGE	5,000.

THE PRENTICE FOUNDATION, INC

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FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVE S NEW YORK, NY 10010	N/A PC	GENERAL & UNRESTRICTED	5,000
ENVIRONMENTAL DEFENSE FUND INCORPORATED 4000 WESTCHASE BLVD , STE 510 RALEIGH, NC 27607	N/A PC	NORTH CAROLINA OFFICE FOR WORK IN NORTH CAROLINA AND SOUTHEAST U.S	20,000
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DR STE 960 NEW YORK, NY 10115	N/A PC	EYE ON THE FUTURE FUND	3,000
ENVIRONMENTAL LEARNING CENTER INC 255 LIVE OAK DR VERO BEACH, FL 32963	N/A PC	GENERAL & UNRESTRICTED	2,500
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY, AL 36104	N/A PC	GENERAL & UNRESTRICTED	7,500
EX STUDENT'S ASSOCIATION OF THE UNIVERSITY OF TEXA P O. BOX 7278 AUSTIN, TX 78713	N/A PC	GENERAL & UNRESTRICTED	4,000

THE PRENTICE FOUNDATION, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FEEDING SOUTH FLORIDA INC 2501 SW 32ND TERRACE PEMBROKE PARK, FL 33023	N/A PC	GENERAL & UNRESTRICTED	5,000
FEMINIST MAJORITY FOUNDATION 1600 WILSON BLVD. ARLINGTON, VA 22209	N/A PC	ABORTION ACCESS PROGRAM	5,000
FEMINIST WOMENS HEALTH CENTER INC 1924 CLIFF VALLEY WAY NE ATLANTA, GA 30329	N/A PC	ABORTION ACCESS PROGRAM	5,000
FLATHEAD SPAY & NEUTER TASK FORCE INC PO BOX 2095 WHITEFISH, MT 59937	N/A PC	GENERAL & UNRESTRICTED	2,700
FLORIDA NOW EDUCATION FUND INCORPORATED 14939 WARD RD ORLANDO, FL 32824	N/A PC	TO PROTECT ACCESS TO SAFE AND LEGAL ABORTIONS	1,000
FOOD & WATER WATCH 1616 P ST NW STE 300 WASHINGTON, DC 20036	N/A PC	TO CORRECT THE EPA REPORT ON FRACKING PROGRAM	2,500

THE PRENTICE FOUNDATION, INC.

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRIENDS OF THE EARTH 1100 15TH ST NW, 11TH FL WASHINGTON, DC 20005	N/A PC	GENERAL & UNRESTRICTED	2,000
FUNDERS NETWORK FOR SMART GROWTH AND LIVABLE COMMU 1500 SAN REMO AVE STE 249 CORAL GABLES, FL 33146	N/A PC	GENERAL & UNRESTRICTED	1,000
GIFFORD YOUTH ACHIEVEMENT CENTER INC 4875 43RD AVE VERO BEACH, FL 32967	N/A PC	GENERAL & UNRESTRICTED	2,500.
GLEN HIGHLAND FARM INC 217 PEGG RD MORRIS, NY 13808	N/A PC	GENERAL & UNRESTRICTED	1,500.
GREEN CHIMNEYS CHILDRENS SERVICES INC PO BOX 719 BREWSTER, NY 10509	N/A PC	GENERAL & UNRESTRICTED	5,000
GREEN MOUNTAIN ACADEMY FOR LIFE LONG LEARNING INC PO BOX 129 DORSET, VT 05251	N/A PC	GENERAL & UNRESTRICTED	500

THE PRENTICE FOUNDATION, INC

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FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREENPEACE FUND INC 702 H ST NW STE 300 WASHINGTON, DC 20001	N/A PC	TO SUPPORT WORK TO LESSEN THE EFFECTS OF CLIMATE CHANGE	4,000
GUARDIANS FOR NEW FUTURES INC 546 NW UNIVERSITY BLVD STE 203 PORT ST LUCIE, FL 34986	N/A PC	SANCTUARY4KIDS PROGRAM	5,000
GUARDIANS OF MARTIN COUNTY INC PO BOX 1489 HOBE SOUND, FL 33475	N/A PC	CITIZENS AGAINST THE TRAIN PROGRAM	2,500.
GUTTMACHER INSTITUTE INC 125 MAIDEN LN 7TH FL NEW YORK, NY 10038	N/A PC	GENERAL & UNRESTRICTED	10,000
HAITI EMPOWERMENT MISSION INC 1531 DAYTONIA RD MIAMI BEACH, FL 33141	N/A PC	SCHOOL PREPARATION INITIATIVE	5,000.
HEART OF THE VALLEY HUMANE SOCIETY INC PO BOX 11390 BOZEMAN, MT 59719	N/A PC	GENERAL & UNRESTRICTED	5,000

THE PRENTICE FOUNDATION, INC

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FORM 990EF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEARTGIFT FOUNDATION 8015 SHOAL CREEK BLVD STE 207 AUSTIN, TX 78757	N/A PC	GENERAL & UNRESTRICTED	5,000.
HEIFER INTERNATIONAL FOUNDATION 1 WORLD AVE LITTLE ROCK, AR 72202	N/A PC	RELIEF WORK IN NEPAL PROJECT	1,500.
HILL COUNTRY CONSERVANCY INC PO BOX 163125 AUSTIN, TX 78716	N/A PC	GENERAL & UNRESTRICTED	5,000
HOMES FOR OUR TROOPS INC 6 MAIN ST TAUNTON, MA 02780	N/A PC	GENERAL & UNRESTRICTED	5,000.
HUDSON RIVER SLOOP CLEARWATER INC 724 WOLCOTT AVE BEACON, NY 12508	N/A PC	GENERAL & UNRESTRICTED	2,734
HUMANE FARMING ASSOCIATION P.O BOX 3577 SAN RAFAEL, CA 94912	N/A PC	GENERAL & UNRESTRICTED	5,000

THE PRENTICE FOUNDATION, INC

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FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
IF WHEN HOW 1730 FRANKLIN ST OAKLAND, CA 94612	N/A PC	TO PROTECT ACCESS TO CONTRACEPTION AND ABORTION	5,000
INDIAN RIVER GOLF FOUNDATION INC 2800 OCEAN DR VERO BEACH, FL 32963	N/A PC	CHARITABLE EVENT	500
INDIAN RIVER HOSPITAL FOUNDATION INC 1000 36TH ST VERO BEACH, FL 32960	N/A SO I	GENERAL & UNRESTRICTED	10,000.
INDIAN RIVER LAND TRUST INC 80 ROYAL PALM POINTE STE 301 VERO BEACH, FL 32960	N/A PC	GENERAL & UNRESTRICTED	6,500.
INDIAN RIVER LAND TRUST INC 80 ROYAL PALM POINTE STE 301 VERO BEACH, FL 32960	N/A PC	LADIES OF THE LAGOON "ADOPT A FISH" PROGRAM	1,000
INTERNATIONAL JUSTICE MISSION PO BOX 96961 WASHINGTON, DC 20090	N/A PC	GENERAL & UNRESTRICTED	5,775

ATTACHMENT 13

THE PRENTICE FOUNDATION, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
INTERNATIONAL PRIMATE PROTECTION LEAGUE PO BOX 766 SUMMERVILLE, SC 29484	N/A PC	GENERAL & UNRESTRICTED	2,500
IPAS 300 MARKET ST STE 200 CHAPEL HILL, NC 27516	N/A PC	GENERAL & UNRESTRICTED	10,000
JANES DUE PROCESS INC PO BOX 685137 AUSTIN, TX 78768	N/A PC	GENERAL & UNRESTRICTED	8,000
JANES DUE PROCESS INC PO BOX 685137 AUSTIN, TX 78768	N/A PC	ABORTION ACCESS PROGRAM	4,000
JOHNS ISLAND COMMUNITY SERVICE LEAGUE INC 660 BEACHLAND BLVD #208 VERO BEACH, FL 32963	N/A PC	GENERAL & UNRESTRICTED	5,000.
KIDSAVE INTERNATIONAL INC 4622 WISCONSIN AVE NW STE 202 WASHINGTON, DC 20016	N/A PC	LOS ANGELES WEEKEND MIRACLES PROGRAM	5,000

THE PRENTICE FOUNDATION, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEADERSHIP HILLSBOROUGH INC 503 E JACKSON ST, STE 142 TAMPA, FL 33602	N/A PC	GENERAL & UNRESTRICTED	5,000
LEAGUE OF WOMEN VOTERS OF MIAMI - DADE COUNTY EDUCA 6815 BISCAYNE BLVD STE 103 - 146 MIAMI, FL 33138	N/A PC	GENERAL & UNRESTRICTED	2,000.
LITTLE LIGHTHOUSE FOUNDATION INC 100 N BISCAYNE BLVD MIAMI, FL 33132	N/A PC	LEARN & EARN PROGRAM	11,775.
LITTLE LIGHTHOUSE FOUNDATION INC 100 N BISCAYNE BLVD MIAMI, FL 33132	N/A PC	LEARN & EARN PROGRAM	5,000.
LITTLE LIGHTHOUSE FOUNDATION INC 100 N BISCAYNE BLVD MIAMI, FL 33132	N/A PC	LEARN & EARN PROGRAM	10,000
LONG TRAIL SCHOOL INC 1045 KIRBY HOLLOW RD DORSET, VT 05251	N/A PC	ENVIRONMENTAL EDUCATION PROGRAM	2,500.

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MAKE A WISH FOUNDATION OF SOUTHERN FLORIDA INC 4491 S SR 7 ST FT LAUDERDALE, FL 33314	N/A PC	WISHES PROGRAM	15,000.
MANCHESTER RESCUE SQUAD INC PO BOX 26 MANCHESTR CTR, VT 05255	N/A PC	GENERAL & UNRESTRICTED	1,000
MARGARET BYRD RAWSON INSTITUTE INC 122 E PATRICK ST, #106 FREDERICK, MD 21701	N/A PC	GENERAL & UNRESTRICTED	49,000
MCCOMBS SCHOOL OF BUSINESS FOUNDATION 2110 SPEEDWAY, MAIL STOP B6006 AUSTIN, TX 78712	N/A SO I	MBA CLASS OF 2002 ROWLING HALL PROJECT	10,000
MEDICAL STUDENTS FOR CHOICE PO BOX 40188 PHILADELPHIA, PA 19106	N/A PC	INCREASE ABORTION ACCESS PROGRAM	12,000.
MEDICAL STUDENTS FOR CHOICE PO BOX 40188 PHILADELPHIA, PA 19106	N/A PC	TO PROTECT ACCESS TO CONTRACEPTION AND ABORTION	5,000

ATTACHMENT 13

THE PRENTICE FOUNDATION, INC

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FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MELANOMA RESEARCH FOUNDATION 1411 K ST NW STE 800 WASHINGTON, DC 20005	N/A PC	MILES FOR MELANOMA MIAMI INITIATIVE	3,000
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVE NEW YORK, NY 10065	N/A PC	CYCLE FOR SURVIVAL - E'S BIKER BUDDIES INITIATIVE	5,000
MENTAL HEALTH ASSOCIATION IN INDIAN RIVER COUNTY I 820 37TH PL VERO BEACH, FL 32960	N/A PC	GENERAL & UNRESTRICTED	2,500
MERCK FOREST & FARMLAND CENTER PO BOX 86 RUPERT, VT 05768	N/A PC	GENERAL & UNRESTRICTED	500
MIAMI ART MUSEUM OF DADE COUNTY ASSOCIATION INC DB 1103 BISCAYNE BLVD MIAMI, FL 33132	N/A PC	PAMM IN THE NEIGHBORHOOD	5,000.
MIAMI BEACH JEWISH COMMUNITY CENTER INC 4221 PINE TREE DR MIAMI BEACH, FL 33140	N/A PC	AFTER SCHOOL PROGRAM SCHOLARSHIP FUND	5,000

ATTACHMENT 13

THE PRENTICE FOUNDATION, INC

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FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MIAMI CHILDRENS MUSEUM INC 980 MACARTHUR CSWY MIAMI, FL 33132	N/A PC	VERY IMPORTANT POTENTIAL (VIP) PROGRAM	10,000
MOHAWK AND HUDSON RIVER HUMANE SOCIETY 3 OAKLAND AVE MENANDS, NY 12204	N/A PC	GENERAL & UNRESTRICTED	4,000
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 INITIATIVE	2,500
MULTIDISCIPLINARY ASSOCIATION FOR PSYCHEDELIC STUD 1115 MISSION ST SANTA CRUZ, CA 95060	N/A PC	GENERAL & UNRESTRICTED	3,500.
NARAL PRO CHOICE MARYLAND FUND INC 8905 FAIRVIEW RD STE 401 SILVER SPRING, MD 20910	N/A PC	NARAL PRO-CHOICE MULTI-STATE AGENDA	40,000

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FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NARAL PRO-CHOICE AMERICA FOUNDATION 1156 15TH ST NW STE 700 WASHINGTON, DC 20005	N/A PC	GENERAL & UNRESTRICTED	9,250
NARAL PRO-CHOICE CONNECTICUT FOUNDATION INC 56 ARBOR ST, STE 412 HARTFORD, CT 06106	N/A PC	NARAL PRO-CHOICE AFFILIATE MULTI-STATE AGENDA	40,000.
NATIONAL ABORTION FEDERATION 1660 L ST, NW, STE 450 WASHINGTON, DC 20036	N/A PC	TO PROVIDE ABORTION SUBSIDIES ESPECIALLY IN MISSISSIPPI	10,000
NATIONAL ALLIANCE FOR RESEARCH ON SCHIZOPHRENIA AN 90 PARK AVE 16TH FL NEW YORK, NY 10016	N/A PC	THE STUDY OF BIPOLAR DISORDER & DEPRESSION PROGRAM	3,575
NATIONAL ALLIANCE FOR RESEARCH ON SCHIZOPHRENIA AN 90 PARK AVE 16TH FL NEW YORK, NY 10016	N/A PC	THE STUDY OF BIPOLAR DISORDER & DEPRESSION PROGRAM	3,000
NATIONAL ALLIANCE FOR RESEARCH ON SCHIZOPHRENIA AN 90 PARK AVE 16TH FL NEW YORK, NY 10016	N/A PC	FOR RESEARCH ON TREATMENT RESISTANT DEPRESSION	5,000

THE PRENTICE FOUNDATION, INC

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FORM 990BPF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL EDUCATION FOR ASSISTANCE DOG SERVICES INC PO BOX 1100 PRINCETON, MA 01541	N/A PC	GENERAL & UNRESTRICTED	2,000.
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 170280 BOSTON, MA 02117	N/A PC	GENERAL & UNRESTRICTED	5,000
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 170280 BOSTON, MA 02117	N/A PC	MISSISSIPPI REPRODUCTIVE FREEDOM FUND	5,000.
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 170280 BOSTON, MA 02117	N/A PC	SOUTHERN STRATEGY PROGRAM	20,000.
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 473 EAU CLAIRE, WI 54702	N/A PC	ABORTION SERVICES AND LONG ACTING REVERSIBLE CONTRACEPTION	4,000
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 770141 NEW ORLEANS, LA 70117	N/A PC	ABORTION SERVICES AND LONG ACTING REVERSIBLE CONTRACEPTION	3,000

THE PRENTICE FOUNDATION, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL NETWORK OF ABORTION FUNDS - CENTRAL FLORI PO BOX 536522 ORLANDO, FL 32853	N/A PC	ABORTION ACCESS PROGRAM	2,000
NATIONAL NETWORK OF ABORTION FUNDS - CENTRAL FLORI PO BOX 536522 ORLANDO, FL 32853	N/A PC	ABORTION SERVICES AND LONG ACTING REVERSIBLE CONTRACEPTION	3,000
NATIONAL NETWORK OF ABORTION FUNDS - FUND TEXAS CH 3903 S CONGRESS AVE UNIT 41823 AUSTIN, TX 78704	N/A PC	ABORTION SERVICES AND LONG ACTING REVERSIBLE CONTRACEPTION	3,000.
NATIONAL NETWORK OF ABORTION FUNDS - FUND TEXAS CH 3903 S CONGRESS AVE UNIT 41823 AUSTIN, TX 78704	N/A PC	FUND TEXAS CHOICE	5,000
NATIONAL NETWORK OF ABORTION FUNDS-- FREEDOM FUND M630 LINCOLN AVE SPENCER, WI 54479	N/A PC	ABORTION ACCESS AND LARCS PROGRAM	6,000.
NATIONAL PUBLIC RADIO INC 1111 N CAPITOL ST NE WASHINGTON, DC 20002	N/A PC	GENERAL & UNRESTRICTED	1,000

THE PRENTICE FOUNDATION, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NATIVE AMERICAN COMMUNITY BOARD PO BOX 572 LAKE ANDES, SD 57356	N/A PC	ABORTION SERVICES AND LONG ACTING REVERSIBLE CONTRACEPTION	3,000
NEAT STUFF INC 2624 NW 21ST TER MIAMI, FL 33142	N/A PC	CHILD SPONSORSHIP PROGRAM	2,000
NEW JERSEY ASSOCIATION ON CORRECTION 986 S BROAD ST TRENTON, NJ 08611	N/A PC	GENERAL & UNRESTRICTED	2,500
NEW JERSEY STATE FEDERATION OF WOMENS CLUBS - WOMA PO BOX 262 HAWORTH, NJ 07641	N/A PC	FOR WOMEN IN NEED AT THE REQUEST OF KATHY NAKASHIAN	500
NORTH CAROLINA COASTAL FEDERATION INC 3609 N.C. 24 NEWPORT, NC 28570	N/A PC	GENERAL & UNRESTRICTED	7,000
NORTH CAROLINA COMMUNITY FOUNDATION INC 4601 SIX FORKS RD STE 524 RALEIGH, NC 27609	N/A PC	NC NETWORK OF GRANTMAKERS FUND	3,000

THE PRENTICE FOUNDATION, INC

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FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NORTH CAROLINA CONSERVATION NETWORK 19 E MARTIN ST STE 300 RALEIGH, NC 27601	N/A PC	GENERAL & UNRESTRICTED	14,000.
NORTH CAROLINA SUSTAINABLE ENERGY ASSOCIATION 4800 SIX FORKS RD STE 300 RALEIGH, NC 27609	N/A PC	GENERAL & UNRESTRICTED	2,500.
NORTH SHORE ANIMAL LEAGUE AMERICA INC 25 DAVIS AVE PORT WASHINGTON, NY 11050	N/A PC	GENERAL & UNRESTRICTED	5,000.
OCEAN CONSERVANCY INC 1300 19TH ST NW, 8TH FL WASHINGTON, DC 20036	N/A PC	TO REDUCE CLIMATE CHANGE AND OCEAN ACIDIFICATION	5,000.
OHIO STATE UNIVERSITY FOUNDATION 1480 W. LN AVE COLUMBUS, OH 43221	N/A PC	GENERAL & UNRESTRICTED	5,000
OVERTOWN YOUTH CENTER INC 450 NW 14TH ST MIAMI, FL 33136	N/A PC	HIGH SCHOOL PROGRAM	5,000

THE PRENTICE FOUNDATION, INC.

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PARTNERS HEALTHCARE SYSTEM INC - MASSACHUSETTS GEN 125 NASHUA ST, STE 540 BOSTON, MA 02114	N/A PC		MGH FUND	500.
PEOPLE FOR THE AMERICAN WAY FOUNDATION 1101 15TH ST NW STE 600 WASHINGTON, DC 20005	N/A PC		GENERAL & UNRESTRICTED	5,000
PHYSICIANS FOR REPRODUCTIVE HEALTH INC 55 W 39TH ST, STE 1001 NEW YORK, NY 10018	N/A PC		INCREASE ABORTION ACCESS PROGRAM	10,000.
PIEDMONT WILDLIFE CENTER 364 LEIGH FARM RD DURHAM, NC 27707	N/A PC		GENERAL & UNRESTRICTED	2,000
PITTILOVE RESCUE INC PO BOX 3532 FRAMINGHAM, MA 01705	N/A PC		GENERAL & UNRESTRICTED	2,000
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 123 WILLIAMS ST 10TH FL NEW YORK, NY 10038	N/A PC		A THIRD AFFILIATE AWARD FUND	10,000.

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 123 WILLIAMS ST 10TH FL NEW YORK, NY 10038	N/A PC	AFFILIATE AWARDS FUND AND GENERAL SUPPORT FOR PPFA	35,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA INC. 123 WILLIAMS ST 10TH FL NEW YORK, NY 10038	N/A PC	TO DEFEND CLINICS IN TX MATCHING PROGRAM	1,000
PLANNED PARENTHOOD FEDERATION OF AMERICA INC. 123 WILLIAMS ST 10TH FL NEW YORK, NY 10038	N/A PC	STAND WITH PLANNED PARENTHOOD CAMPAIGN	5,000
PLANNED PARENTHOOD GREAT PLAINS 4401 W 109TH ST STE 200 OVERLAND PARK, KS 66211	N/A PC	ABORTION ACCESS AND LARCS PROGRAM	5,000
PLANNED PARENTHOOD GULF COAST INC 4600 GULF FREEWAY HOUSTON, TX 77023	N/A PC	GENERAL & UNRESTRICTED	5,000.
PLANNED PARENTHOOD LEAGUE OF MASSACHUSETTS INC 1055 COMMONWEALTH AVE BOSTON, MA 02215	N/A PC	WESTERN MASSACHUSETTS HEALTH CENTER - SPRINGFIELD, MA DIVISION	10,000

THE PRENTICE FOUNDATION, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD OF CENTRAL AND GREATER NORTHERN 196 SPEEDWELL AVE MORRISTOWN, NJ 07960	N/A PC	ABORTION ACCESS AND LARCS PROGRAM	4,000
PLANNED PARENTHOOD OF CENTRAL NORTH CAROLINA INC 1765 DOBBINS DR CHAPEL HILL, NC 27514	N/A PC	GENERAL & UNRESTRICTED	27,000.
PLANNED PARENTHOOD OF GREATER TEXAS 7424 GREENVILLE AVE STE 206 DALLAS, TX 75231	N/A PC	GENERAL & UNRESTRICTED	17,000
PLANNED PARENTHOOD OF GREATER TEXAS 7424 GREENVILLE AVE STE 206 DALLAS, TX 75231	N/A PC	ABORTION ACCESS AND LARCS PROGRAM	5,000
PLANNED PARENTHOOD OF ILLINOIS 18 S MICHIGAN AVE 6TH FLR CHICAGO, IL 60603	N/A PC	ABORTION ACCESS AND LARCS PROGRAM	3,000
PLANNED PARENTHOOD OF MIDDLE AND EAST TENNESSEE IN 50 VANTAGE WAY STE 102 NASHVILLE, TN 37228	N/A PC	ABORTION ACCESS AND LARCS PROGRAM	5,000

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD OF NORTHERN NEW ENGLAND 784 HERCULES DR STE 110 COLCHESTER, VT 05446	N/A PC	ABORTION ACCESS AND LARCS PROGRAM	5,000
PLANNED PARENTHOOD OF NORTHERN NEW ENGLAND 784 HERCULES DR STE 110 COLCHESTER, VT 05446	N/A PC	TO HELP WITH SECURITY AND REPAIRS TO THE CLINIC IN NEW HAMPSHIRE AND/OR FOR THE LAURA FUND	10,000.
PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASU 2300 N FLORIDA MANGO RD WEST PALM BCH, FL 33409	N/A PC	GENERAL & UNRESTRICTED	17,000.
PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASU 2300 N FLORIDA MANGO RD WEST PALM BCH, FL 33409	N/A PC	ABORTION ACCESS AND LARC PROGRAMS	5,000
PLANNED PARENTHOOD OF SOUTHERN NEW ENGLAND INC 345 WHITNEY AVE NEW HAVEN, CT 06511	N/A PC	GENERAL & UNRESTRICTED	2,000.
PLANNED PARENTHOOD OF SOUTHERN NEW JERSEY INC 317 S BROADWAY CAMDEN, NJ 08103	N/A PC	PROVISION AND PROMOTION OF LARC AND ABORTION SERVICES	7,500

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD OF THE HEARTLAND, INC. P O. BOX 4557 DES MOINES, IA 50305	N/A PC	ABORTION ACCESS AND LARCS PROGRAM	3,000
PLANNED PARENTHOOD PASADENA AND SAN GABRIEL VALLEY 2333 LAKE AVE 2ND FL - MAILBOX J ALTADENA, CA 91001	N/A PC	FAMILY PLANNING AND ABORTION SERVICES PROGRAM	5,000
PLANNED PARENTHOOD SOUTH ATLANTIC 100 S BOYLAN AVE RALEIGH, NC 27603	N/A PC	ABORTION ACCESS AND POST-ABORTION LARCS PROGRAM	15,000
POPULATION MEDIA CENTER INC 30 KIMBALL AVE SOUTH BURLINGTON, VT 05403	N/A PC	GENERAL & UNRESTRICTED	10,000.
POPULATION MEDIA CENTER INC 30 KIMBALL AVE SOUTH BURLINGTON, VT 05403	N/A PC	ABORTION ACCESS PROGRAM	5,000
PRO-CHOICE MASSACHUSETTS FOUNDATION INC 15 COURT SQ STE 900 BOSTON, MA 02108	N/A PC	NARAL PRO-CHOICE AFFILIATE MULTI-STATE AGENDA	40,000

THE PRENTICE FOUNDATION, INC

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FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROGRESS FLORIDA EDUCATION INSTITUTE 1010 CENTRAL AVE, STE 209 ST PETERSBURG, FL 33705	N/A PC	TO HELP PROTECT ACCESS TO CONTRACEPTION AND ABORTION AND TO STOP FRACKING AND PROMOTE RENEWABLE ENERGY	5,000.
PROVIDE INC 47 THORNDIKE ST CAMBRIDGE, MA 02141	N/A PC	ABORTION ACCESS AND LONG ACTING REVERSIBLE CONTRACEPTION	15,000
PUPPIES BEHIND BARS INC 263 W 38 ST, 4TH FL NEW YORK, NY 10018	N/A PC	GENERAL & UNRESTRICTED	2,000.
REPRESENT US EDUCATION FUND PO BOX 60008 FLORENCE, MA 01062	N/A PC	GENERAL & UNRESTRICTED	500
REPRODUCTIVE HEALTH ACCESS PROJECT INC PO BOX 21191 NEW YORK, NY 10025	N/A PC	ABORTION ACCESS AND POST ABORTION LARCS PROGRAM	4,000.
REPRODUCTIVE HEALTH TECHNOLOGIES PROJECT INC 1634 EYE ST NW STE 650 WASHINGTON, DC 20006	N/A PC	THO PROTECT ACCESS TO CONTRACEPTION AND ABORTION	5,000

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FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RHINO MERCY 15305 BROADWAY AVE SNOHOMISH, WA 98296	N/A PC	TO SUPPORT THE BLACK MAMBA, THE ANTI POACHING UNIT	2,500
RIVERSIDE THEATRE INC 3250 RIVERSIDE PARK DR VERO BEACH, FL 32963	N/A PC	GENERAL & UNRESTRICTED	5,000
ROANOKE ECONOMIC DEVELOPMENT INCORPORATED PO BOX 1326 AHOSKIE, NC 27910	N/A PC	GENERAL & UNRESTRICTED	5,000
ROCKY MOUNTAIN INSTITUTE 22830 TWO RIVERS RD BASALT, CO 81621	N/A PC	GENERAL & UNRESTRICTED	5,000
ROCKY MOUNTAIN PLANNED PARENTHOOD INC 7155 E 38TH AVE DENVER, CO 80207	N/A PC	GENERAL & UNRESTRICTED	15,000
SCHOLARSHIP FOUNDATION OF INDIAN RIVER COUNTY INC PO BOX 1820 VERO BEACH, FL 32961	N/A PC	GENERAL & UNRESTRICTED	2,350.

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SECU FAMILY HOUSE AT UNC HOSPITALS 123 OLD MASON FARM RD CHAPEL HILL, NC 27517	N/A PC	GENERAL & UNRESTRICTED	3,000.
SIERRA CLUB FOUNDATION 2101 WEBSTER ST STE 1250 OAKLAND, CA 94612	N/A PC	FOR CLIMATE CHANGE AMELIORATION	5,000
SIERRA CLUB FOUNDATION 2101 WEBSTER ST STE 1250 OAKLAND, CA 94612	N/A PC	TO HELP FULFILL THE PURPOSE OF AMENDMENT 1	5,000.
SIGMA PHI EPSILON EDUCATION FOUNDATION OF TEXAS AL C/O BO BRACKENDORFF 2950 N LOOP W HOUSTON, TX 77092	N/A PC	GENERAL & UNRESTRICTED	1,000
SISTER SONG INC 1237 RALPH D ABERNATHY BLVD SW ATLANTA, GA 30310	N/A PC	TO PROTECT ACCESS FOR ALL TO CONTRACEPTION AND ABORTION	2,500
SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS O 590 N STATE RD BRIARCLIFF, NY 10510	N/A PC	GENERAL & UNRESTRICTED	10,000

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FORM 990DPF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUL DOG RESCUE PO BOX 270534 ST LOUIS, MO 63126	N/A PC	GENERAL & UNRESTRICTED	5,000
SOUTHERN COALITION FOR SOCIAL JUSTICE 1415 W HWY 54 STE 101 DURHAM, NC 27707	N/A PC	YOUTH JUSTICE NORTH CAROLINA	3,000.
SOUTHERN ENVIRONMENTAL LAW CENTER 201 W MAIN ST STE 14 CHARLOTTEVILLE, VA 22902	N/A PC	GENERAL & UNRESTRICTED	5,000
SOUTHERN VERMONT ARTS CENTER INCORPORATED PO BOX 617 MANCHESTER, VT 05254	N/A PC	GENERAL & UNRESTRICTED	1,250
SOUTHWESTERN VERMONT HEALTH CARE FOUNDATION INC 100 HOSPITAL DR BENNINGTON, VT 05201	N/A SO I	THE WOMEN'S IMAGING CENTER	5,000.
ST STEPHENS EPISCOPAL SCHOOL 6500 ST STEPHENS DR AUSTIN, TX 78746	N/A PC	ANNUAL FUND	5,000

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FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SUSTAINABLE FOOD CENTER INC 2921 E 17TH ST BLDG C AUSTIN, TX 78702	N/A PC	GENERAL & UNRESTRICTED	5,000.
THE ARC OF INDIAN RIVER COUNTY INC 1375 16TH AVE VERO BEACH, FL 32960	N/A PC	GENERAL & UNRESTRICTED	1,000
THE CARTER CENTER INC 453 FREEDOM PKWY NE ATLANTA, GA 30307	N/A PC	GENERAL & UNRESTRICTED	20,000.
THE CHAPEL HILL-CARRBORO CHILDRENS MUSEUM 201 S ESTES DR CHAPEL HILL, NC 27514	N/A PC	SUSAN ROSS EDUCATION FUND	3,000
THE CONSERVATION FUND A NONPROFIT CORPORATION 1655 N FORT MYER DR ARLINGTON, VA 22209	N/A PC	RESOURCEFUL COMMUNITIES PROGRAM	3,275
THE FOOD BANK OF WESTERN MASSACHUSETTS INC 97 N HATFIELD RD HATFIELD, MA 01038	N/A PC	GENERAL & UNRESTRICTED	12,000

THE PRENTICE FOUNDATION, INC

06-1386173

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE LEARNING ALLIANCE INC PO BOX 643446 VERO BEACH, FL 32964	N/A PC	GENERAL & UNRESTRICTED	10,000.
THE MARDY FISH CHILDRENS FOUNDATION INC PO BOX 648158 VERO BEACH, FL 32964	N/A PC	GENERAL & UNRESTRICTED	1,000
THE MIAMI FOUNDATION - THE IRIE FOUNDATION 40 NW 3RD ST, STE 305 MIAMI, FL 33128	N/A PC	PASSPORT PROGRAM	17,000.
THE MIAMI FOUNDATION INC 40 NW 3RD ST STE 305 MIAMI, FL 33128	N/A PC	PHILANTHROPEST - FIELD OF DREAMS INITIATIVE	5,000.
THE MIAMI FOUNDATION INC 40 NW 3RD ST STE 305 MIAMI, FL 33128	N/A PC	URBAN GREENWORKS - MUSTARD SEED PROJECT	10,000
THE MOTIVATIONAL EDGE INC 2103 SW CORAL WAY 2ND FL MIAMI, FL 33145	N/A PC	AFTER SCHOOL ADVANTAGE PROGRAM	2,000.

THE PRENTICE FOUNDATION, INC

06-1386173

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE MOTIVATIONAL EDGE INC 2103 SW CORAL WAY 2ND FL MIAMI, FL 33145	N/A PC	THERAPEUTIC ARTS FOR FOSTER YOUTH PROGRAM	10,000.
THE NATURE CONSERVANCY - VERMONT CHAPTER 27 STATE ST, STE 4 MONTPELIER, VT 05602	N/A PC	GENERAL & UNRESTRICTED	2,000.
TIDES CENTER P O BOX 29907 SAN FRANCISCO, CA 94129	N/A PC	TIDES CENTER FUND	11,000
TRIANGLE COMMUNITY FOUNDATION 324 BLACKWELL ST , STE 1220 DURHAM, NC 27701	N/A PC	TOMORROW'S FUND	1,000.
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	GENERAL & UNRESTRICTED	15,000.

THE PRENTICE FOUNDATION, INC

06-1386173

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRUSTEES OF THE HAMLINE UNIVERSITY OF MINNESOTA 1536 HEWITT AVE SAINT PAUL, MN 55104	N/A PC	CENTER FOR GLOBAL ENVIRONMENTAL EDUCATION, SPRING VALLEY PROJECT	4,725.
UMLAUF SCULPTURE GARDEN & MUSEUM 605 ROBERT E LEE RD AUSTIN, TX 78704	N/A PC	GENERAL & UNRESTRICTED	10,000.
UNION OF CONCERNED SCIENTISTS INC 2 BRATTLE SQ, STE 6 CAMBRIDGE, MA 02138	N/A PC	GENERAL & UNRESTRICTED	25,000.
UNITED AGAINST POVERTY INC 2746 US HWY 1 VERO BEACH, FL 32960	N/A PC	GENERAL & UNRESTRICTED	10,000
UNITED CHURCH OF DORSET AND EAST RUPERT PO BOX 263 DORSET, VT 05251	N/A PC	GENERAL & UNRESTRICTED	1,500.
UNITED WAY FOUNDATION OF INDIAN RIVER COUNTY INC 1836 14TH AVE VERO BEACH, FL 32960	N/A SO I	THE CSAC CHALLENGE GRANT INITIATIVE	2,500

THE PRENTICE FOUNDATION, INC.

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF COLORADO FOUNDATION 1800 GRANT ST STE 725 DENVER, CO 80203	N/A PC		WIRTH CHAIR IN SUSTAINABILITY - SCHOOL OF PUBLIC AFFAIRS	5,000
UNIVERSITY OF NORTH CAROLINA CHAPEL HILL ARTS AND 134 E FRANKLIN ST CHAPEL HILL, NC 27514	N/A PC		PLAYMAKERS REPERTORY COMPANY DIVISION	13,000.
URGE UNITE FOR REPRODUCTIVE AND GENDER EQUITY 1317 F ST NW STE 501 WASHINGTON, DC 20004	N/A PC		ABORTION ACCESS PROGRAM	2,000
URGE UNITE FOR REPRODUCTIVE AND GENDER EQUITY 1317 F ST NW STE 501 WASHINGTON, DC 20004	N/A PC		PROVIDING ACCESS TO ABORTION	4,000
VERMONT ETV INC DBA VERMONT PUBLIC TELEVISION 204 ETHAN ALLEN AVE COLCHESTER, VT 05446	N/A PC		GENERAL & UNRESTRICTED	1,000
VERMONTERS FOR A CLEAN ENVIRONMENT INC 789 BAKER BROOK RD DANBY, VT 05739	N/A PC		GENERAL & UNRESTRICTED	1,000

THE PRENTICE FOUNDATION, INC

06-1386173

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VERO BEACH MUSEUM OF ART INC 3001 RIVERSIDE PARK DR VERO BEACH, FL 32963	N/A PC	GENERAL & UNRESTRICTED	1,000
VNA & HOSPICE OF THE SOUTHWEST REGION INC PO BOX 787 RUTLAND, VT 05702	N/A PC	GENERAL & UNRESTRICTED	1,000.
VNA HOSPICE OF INDIAN RIVER COUNTY INC 1110 35TH LN VERO BEACH, FL 32960	N/A PC	GENERAL & UNRESTRICTED	1,500.
VNA HOSPICE OF INDIAN RIVER COUNTY INC 1110 35TH LN VERO BEACH, FL 32960	N/A PC	TO SUPPORT PATRICK IN THE GOLFATHON	2,500
WALDORF SCHOOL OF BALTIMORE 4801 TAMARIND RD BALTIMORE, MD 21209	N/A PC	THE GREEN FUND	2,275
WESTCAVE PRESERVE CORPORATION DBA WESTCAVE OUTDOOR 603 W 13TH ST, STE 2D AUSTIN, TX 78701	N/A PC	GENERAL & UNRESTRICTED	7,000

THE PRENTICE FOUNDATION, INC

06-1386173

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WMHT EDUCATIONAL TELECOMMUNICATIONS INC 4 GLOBAL VIEW TROY, NY 12180	N/A PC	GENERAL & UNRESTRICTED	1,000.
WOMEN HAVE OPTIONS INC PO BOX 1611 COLUMBUS, OH 43216	N/A PC	ABORTION ACCESS AND REPRODUCTIVE HEALTH SERVICES	3,000
WOMEN OF TOMORROW MENTOR AND SCHOLARSHIP PROGRAM I 500 W 14 MILE RD MACYS OAKLAND MAL TROY, MI 48083	N/A PC	WOMEN OF TOMORROW MENTOR & SCHOLARSHIP FUND	10,000.
WOMENS EMERGENCY NETWORK INC PO BOX 566392 MIAMI, FL 33256	N/A PC	ABORTION ACCESS AND POST-ABORTION LARC PROGRAM	5,000
WOMENS HEALTH PROJECT INC 227 N DUBUQUE ST IOWA CITY, IA 52245	N/A PC	ABORTION ACCESS AND REPRODUCTIVE HEALTH SERVICES	4,000
WOMENS PRISON ASSOCIATION AND HOME 110 2ND AVE NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	2,500

THE PRENTICE FOUNDATION, INC

06-1386173

FORM 990PP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOMENS REPRODUCTIVE RIGHTS ASSISTANCE PROJECT WRRRA 2934 1/2 BEVERLY GLEN CIR, #169 LOS ANGELES, CA 90077	N/A PC		ABORTION ACCESS PROGRAM	2,000
WWW PILOTSNPAWS ORG INCORPORATED 4651 HOWE RD LANDRUM, SC 29356	N/A PC		GENERAL & UNRESTRICTED	2,000
WXEL PUBLIC BROADCASTING CORPORATION 3401 S CONGRESS AVE BOYNTON BEACH, FL 33426	N/A PC		GENERAL & UNRESTRICTED	1,000
ZACHARY AND ELIZABETH M FISHER CENTER FOR ALZHEIME 110 E 42ND ST 16TH FL NEW YORK, NY 10017	N/A PC		GENERAL & UNRESTRICTED	15,000.
TOTAL CONTRIBUTIONS PAID				<u>2,014,725</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>EXCLUSION</u>		<u>RELATED OR EXEMPT FUNCTION INCOME</u>
		<u>AMOUNT</u>	<u>CODE</u>	
K-1 INC/LOSS RESTITUTION PROCEEDS	525990	-204.	14	137,039.
			01	2,327.
TOTALS		<u>-204.</u>		<u>139,366.</u>

ATTACHMENT 14



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06108

PHONE 860-509-6003

WEBSITE www.concord-sots.ct.gov

The Prentice Foundation, Inc.

EIN: 06-1386173

Taxable Year Ending December 31, 2015

Pt VII-A Ln 3 (990PF) - Changes Not Yet Reported

CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

USE INK COMPLETE ALL SECTIONS PRINT OR TYPE ATTACH 8 1/2 X 11 SHEETS IF NECESSARY

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):		FILING FEE: \$20
NAME	The Prentice Foundation, Inc	
ADDRESS	c/o Foundation Source	
	55 Walls Drive	
CITY	Fairfield	
STATE	CT	ZIP 06824
1. NAME OF CORPORATION:		
The Prentice Foundation, Inc		
2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C)		
☐ A AMENDED		
☐ B RESTATED		
☒ C AMENDED AND RESTATED		
THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT		
3. TEXT OF EACH AMENDMENT / RESTATEMENT:		
See Schedule I		

4. VOTE INFORMATION (CHECK A, B or C)

☐ A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

☐ B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS AND MEMBER APPROVAL WAS NOT REQUIRED.

☒ C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND MEMBER APPROVAL WAS NOT REQUIRED.

5. EXECUTION:

DATED THIS 16th DAY OF April, 2015

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
John Powers	President & Director	

SCHEDULE 1

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF THE PRENTICE FOUNDATION, INC.

1. The name of the corporation is THE PRENTICE FOUNDATION, INC.
2. The corporation is organized and shall be operated exclusively for charitable, religious, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (as defined in paragraph 9). In furtherance of these corporate purposes and objectives (but not otherwise), and subject to the restrictions set forth below, the corporation has and may exercise all of the powers conferred upon nonprofit corporations organized under the laws of Connecticut, and may do everything necessary or convenient for the accomplishment of any of the corporate purposes and objectives, subject to any limitations prescribed by law.
3. The corporation is nonprofit and shall not have or issue shares of stock or make distributions.
4. The corporation shall have no voting members or nonvoting members. The management of the affairs of the corporation is vested in a self-perpetuating Board of Directors. The number of directors, including any ex officio directors, their classifications, their terms of office and the manner of their selection, will be as provided in the Bylaws of the Corporation.
5. Notwithstanding any other provisions of this Certificate of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code .
6. No part of the net earnings of the corporation may inure to the benefit of or be distributable to any director or officer of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes). No director or officer of the corporation or any other private individual is entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation or otherwise.

7. No part of the activities of the corporation may consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise allowed pursuant to section 4945 of the Internal Revenue Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

8. In the event of dissolution, all of the remaining assets of the corporation must, after payment or provision for all of its liabilities and obligations, be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code, subject to any approval, statement or determination of Connecticut regulatory officials or agencies as shall be required by Connecticut Revised Nonstock Corporation Act. The organizations to receive such property, and their respective shares and interests, shall be determined by the Board of Directors.

9. In any taxable year in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Internal Revenue Code, and the corporation shall not (a) engage in any act of self-dealing, as defined in section 4941(d) of the Internal Revenue Code, (b) retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, (c) make any investments in such a manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code, or (d) make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

10. All references in this Certificate of Incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent Federal tax laws.

11. No director will be personally liable to the corporation for monetary damages for breach of duty as a director, for any amount which exceeds the compensation received by the director, if any, for serving the corporation during the year of the violation, if such a breach did not: (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in Conn. Gen. Stat. Section 33-840, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation. If the Connecticut Revised Nonstock Corporation Act is subsequently amended to authorize the further elimination or limitation of the liability of

directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided in this paragraph 11, shall be further eliminated or limited to the fullest extent permitted by the Connecticut Revised Nonstock Corporation Act. Any repeal or modification of this paragraph 11 will be prospective only and will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

12. The Board of Directors has the exclusive power and authority at any time to amend this Certificate of Incorporation by the affirmative vote of two-thirds of all the directors then in office, provided the notice of the proposed amendment is provided to all directors at least ten days before such action.

13. The foregoing Amended and Restated Certificate of Incorporation was adopted by the Board of Directors on April 16, 2015.

The Prentice Foundation, Inc.
EIN: 06-1386173
Taxable Year Ending December 31, 2015

Pt VII-A Ln 3 (990PF) - Changes Not Yet Reported

AMENDED AND RESTATED
BYLAWS
of
THE PRENTICE FOUNDATION

April 16, 2015

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**AMENDED AND RESTATED BYLAWS
OF
THE PRENTICE FOUNDATION, INC.**

ARTICLE I. GENERAL

ARTICLE 1.1 Purpose. These bylaws supplement the provisions of the certificate of incorporation of The Prentice Foundation (the “Corporation”) and the Connecticut Revised Nonstock Corporation Act, as amended (the “Act”). References in these bylaws to provisions of the Act shall refer to any corresponding provisions of future state law.

ARTICLE 1.2 Offices of Corporation. The principal office of the Corporation in Connecticut, if any, shall be the address designated as such in the last annual report, if any, filed by the Corporation with the Connecticut Secretary of State. If no principal office is so designated, the Corporation’s principal office shall be the address in Connecticut for the Corporation’s registered agent last shown on the records of the Connecticut Secretary of State. The Board of Directors (the “Board”) shall have the power to determine the location of the Corporation’s registered office and the person to serve as its registered agent in Connecticut, and the power to determine the location of the principal office of the Corporation and such additional offices, from time to time, in accordance with applicable law, and by making the required filings, if any, with the Connecticut Secretary of State.

ARTICLE 1.3 Objects and Purposes. The objects and purposes for which the Corporation is formed are fully set forth in its certificate of incorporation. Such objects and purposes are, in brief, to conduct and carry on the work of the Corporation not for profit but exclusively for religious, charitable, scientific, literary, or educational purposes in such manner that no part of its income or property shall inure to the private benefit of any donor, director, officer or individual having a personal or private interest in the activities of the Corporation.

ARTICLE 1.4 Membership. The Corporation shall have no voting or nonvoting members.

ARTICLE II. BOARD OF DIRECTORS

ARTICLE 2.1 Authority. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, a self-perpetuating Board of Directors, subject to any limitations set forth in the certificate of incorporation.

ARTICLE 2.2 Number. The Corporation shall have not less than three and not more than thirteen directors. The number of directors shall be the number fixed (within said range) at any time by resolution adopted by the Board or, in the absence thereof, shall be the number of directors appointed at the most recently held meeting of the Board for such purpose. No decrease in the number of directors shall shorten the term of any incumbent director.

ARTICLE 2.3 Qualifications. Only Authorized Grantmakers, as determined under Article III, upon attaining the age of 25 shall be eligible to serve as directors of the Corporation.

ARTICLE 2.4 Election and Terms. John Powers, Lynn Babicka and Jerry Babicka (each, an “Initial Director”) shall each serve as a director for life, or until his or her earlier resignation or removal.

All other directors shall be elected by the Board at each annual meeting of the Board, by the affirmative vote of at least two-thirds of all directors. Each director so elected shall serve for a one-year term, commencing at the end of the annual meeting of his or her election and concluding at the end of the next annual meeting, or until his or her earlier death, resignation or removal. There shall be no limit upon the number of successive one-year terms which may be served by a director.

All rights, powers, privileges, obligations or duties of a director of the Corporation, as such, shall cease upon termination of his or her directorship.

ARTICLE 2.5 Vacancies. Any vacancy or vacancies occurring on the Board by reason of death, resignation, removal or otherwise shall be filled promptly, if the number of remaining directors falls below three, by the affirmative vote of all directors remaining in office. Otherwise, the Board shall have discretion whether to fill the vacancy, and if it does so, the election shall require the same vote required in Article 2.4. Any director elected to fill a vacancy shall serve out the remaining term of his or her predecessor in office (unless the predecessor was an Initial Director, in which case his or her successor shall serve until the end of the next annual meeting). A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new director may not take office until that vacancy occurs. If at any time there should cease to be any directors of the Foundation, then the personal representative of the last director to have his directorship terminated by death shall elect new directors.

Any vacancy occurring by reason of an increase in the number of directors, may be filled at any meeting of the Board, by the same vote required in Article 2.4. A director so elected shall serve until the end of the next annual meeting of the Board, or until his or her earlier death, resignation or removal.

ARTICLE 2.6 Meetings and Notices. Annual meetings of the Board shall be held at such places as may be directed by the President. The President or its Board will specify an appropriate date and issue notice thereof as provided below, for the purpose of electing directors and officers for the ensuing year, receiving reports from the Corporation's officers, agents and committees, and transacting such other business as may properly come before the meeting. Notice of the annual meeting shall be in writing and shall be transmitted to all directors at least ten business days before the annual meeting.

The Board shall hold at least one regular meeting in addition to the annual meeting. Regular meetings of the directors may be held at such times and places as, in the opinion of the President or a majority of the directors, the interests of the Corporation shall require. Notice of any regular meeting shall be in writing and shall be transmitted to all directors at least ten business days before the meeting.

Special meetings of the directors shall be held whenever called by the President or by the Secretary or as determined by the Board. At least two business days' written notice stating the date, time and place of special meetings shall be given to each director.

Written notice required to be given to directors or to its committee members hereunder may, without limitation, be issued by regular mail, hand delivery, electronic means or facsimile.

ARTICLE 2.7 Waiver of Notice. A written waiver signed at any time by a director entitled to notice shall be equivalent to the giving of notice. A written waiver shall be delivered to the Corporation and filed with the minutes or corporate records. The attendance by any director at a meeting without protesting the lack of proper notice prior to the commencement of, at the beginning of, or promptly upon the director's arrival to the meeting, shall be deemed to be a waiver by such person of notice of the meeting.

ARTICLE 2.8 Quorum, Action, Adjournment and Assent. A majority of the directors then serving shall constitute a quorum for the transaction of business, and the act of a numerical majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the presence of or act of a greater number is specifically required by these bylaws, the Corporation's certificate of incorporation, or the Act. If a quorum shall not be present at any meeting of directors, a majority of the directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

A director present at a meeting when corporate action is taken is deemed to have assented to the action taken unless: (1) he or she objects at the beginning of the meeting or promptly upon his/her arrival to holding the meeting or transacting business at the meeting; (2) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he or she delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation promptly after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

ARTICLE 2.9 Action Without a Meeting. Any action which may be taken at a meeting of the Board or of a committee of the Board may also be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter of such meeting. Such consent shall be filed with the minutes of the directors' or committee's meetings.

ARTICLE 2.10 Meeting by Conference Telephone. A director may participate in a meeting of the Board by means of conference telephone, conference conducted via the internet or similar communications equipment enabling all directors participating in the meeting to hear one another, and participation in such a meeting shall constitute presence in person at such meeting.

ARTICLE 2.11 Resignations. Any director may resign at any time by delivering written notice to the Corporation. Such resignation shall be effective immediately upon receipt by the Corporation if no time is specified, or at such later time as the resigning director may specify and the Corporation shall accept. Except for the Initial Directors, failure of a director to attend three consecutive Board meetings over a one-year period, without being excused by the President in

his or her discretion, shall be deemed a resignation if the Board confirms the non-attendance. A director shall also be deemed to have resigned if a court of competent jurisdiction determines he or she is incapacitated, or if he or she ceases to be an Authorized Grantmaker.

ARTICLE 2.12 Removal of Directors. Any director, other than an Initial Director, may be removed at any time, with or without cause, by the affirmative vote of at least two-thirds of all directors. An Initial Director may only be removed for cause, by the affirmative vote of at least two-thirds of all directors. In either case, notice of said proposed action shall be transmitted to all directors at least ten business days before said meeting.

ARTICLE 2.13 Compensation. No director shall receive compensation for services rendered to the Corporation in such capacity, but directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine, and may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation.

ARTICLE III. AUTHORIZED GRANTMAKERS

ARTICLE 3.1 Qualifications. Each Authorized Grantmaker shall be at least age 21 and a direct lineal descendant of Elaine Prentice Hapgood, whether biological or adopted (a "Descendant").

ARTICLE 3.2 Selection. Each Initial Director shall be an Authorized Grantmaker for life, or until his or her earlier resignation. Any other qualified Descendant shall automatically become an Authorized Grantmaker by providing written notice of his or her desire to become such to the Board.

ARTICLE 3.3 Privileges. Each Authorized Grantmaker shall have the privilege to recommend grants in an aggregate amount not to exceed his or her annual allocation, in accordance with grant guidelines established by the Board. The annual allocation of each Authorized Grantmaker shall be determined by the Board, in its sole discretion.

ARTICLE 3.4 Number. The Corporation shall have not less than three Authorized Grantmakers. There shall be no upper limit.

ARTICLE 3.5 Resignations. Any Authorized Grantmaker may resign at any time by delivering written notice to the Corporation. Such resignation shall be effective immediately upon receipt by the Corporation if no time is specified, or at such later time as the resigning Grantmaker may specify and the Corporation shall accept. Except for the Initial Directors, failure of an Authorized Grantmaker to make any grants over a fiscal year without being excused by the President in his or her discretion, shall be deemed a resignation. An Authorized Grantmaker shall be deemed to have resigned if a court of competent jurisdiction determines he or she is incapacitated.

ARTICLE 3.6 Removal. Any Authorized Grantmaker, other than an Authorized Grantmaker who is an Initial Director, may be removed at any time, with or without cause, by the affirmative vote of at least two-thirds of all directors. However, notice of said proposed action shall be transmitted to all directors at least ten business days before any meeting at which such action will be considered.

ARTICLE IV. COMMITTEES OF THE BOARD

ARTICLE 4.1 Executive Committee. If at any time the Board has more than three directors, there shall be an Executive Committee. The Executive Committee, if any, shall consist of the President, the Vice President, the Secretary and Treasurer. The President shall serve ex-officio as chairman of the Executive Committee. Subject to any prior limitations imposed by the Board, the Executive Committee shall have the power to transact all regular business of the Corporation during the interim between the meetings of the Board of Directors, and its actions shall have the same force and effect of action of the Board of Directors, provided, however, the Executive Committee may not: (1) fill vacancies on the Board of Directors or any committee of the Board; (2) adopt, amend or repeal bylaws; (3) approve a plan of merger; (4) approve a sale, lease, exchange or other disposition of all or substantially all, of the property of the Corporation; or (5) approve a proposal to dissolve. The Executive Committee shall report any actions and recommendations to the Board.

ARTICLE 4.2 Other Committees. The Board may establish, by adoption of a resolution or charter, such other committees as it from time to time may consider necessary or advisable. The Board shall appoint the chairman of each such committee unless an ex officio chairman has been designated in the resolution or charter establishing the committee. The duties of each committee shall also be as set forth in the resolution or charter establishing the committee, or as may from time to time be determined by the Board.

Except as specifically authorized by the affirmative vote of a majority of all directors then serving, all such other committees shall be advisory in nature and shall not have authority to act on behalf of the Corporation. Persons who are not members of the Board may be appointed to any committee that does not have authority to act on behalf of the Corporation, and ex-officio members and non-board members of such committees shall each be counted in determining a quorum and shall each have the right to vote on a committee recommendation.

Each committee shall meet with sufficient frequency to accomplish its assigned functions, reasonable notice thereof having been provided. Each committee shall report its actions, if any, to the Board at its next meeting.

ARTICLE 4.3 Rules and Procedures. The rules and procedures governing the meetings and actions of each committee, including the Executive Committee, shall be the same as those set forth in these bylaws or the Act for the Board, unless otherwise provided in these bylaws or the resolution or charter establishing such committee.

ARTICLE V. OFFICERS

ARTICLE 5.1 Officers and Qualifications. The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, each of whom shall be members of the Board. The Board shall elect all of the foregoing officers, and may elect such other officers, who need not be directors, as it shall deem appropriate. Any person may simultaneously hold multiple offices, except that no individual shall simultaneously hold the office of President and Secretary or Treasurer.

ARTICLE 5.2 Election and Terms of Office. Officers shall be elected at each annual meeting of the Board to serve for a term extending until the end of the next succeeding annual meeting of the Board and thereafter until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal.

ARTICLE 5.3 Vacancies. Any vacancy or vacancies occurring in any office of the Corporation shall be filled by the Board in the same manner as officers are elected at the annual meeting of the Board. If the number of directors falls below three, the vacancy or vacancies may be filled by the affirmative vote of all remaining directors in office, though less than a quorum. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new officer may not take office until that vacancy occurs.

ARTICLE 5.4 President. The President shall lead the Board in setting the mission and strategic direction of the Corporation, and overseeing the effective implementation thereof by management. The President shall work to ensure that the Board functions properly, meets its obligations and responsibilities, and fulfills its purpose and mission as set forth in the certificate of incorporation and these bylaws, and as otherwise determined from time to time by the Board. The President shall work to maintain an effective relationship between the Board and management and, in so doing, will be the liaison between the Board and management. The President shall, if present, preside over all meetings of the Board of Directors. In addition, the President generally shall cause to be performed all acts incident to the office of President and shall perform such other duties as may be assigned to him or her by the Board.

ARTICLE 5.5 Vice President. The Vice President, in the absence of the President, shall perform the President's duties. The Vice President shall also perform such other duties as may be assigned to him or her by the Board or the President.

ARTICLE 5.6 Secretary. The Secretary shall issue or cause to be issued all notices required by law or these bylaws. The Secretary shall keep (or cause to be kept) minutes of the proceedings of the meetings of the Corporation and of the Board, and shall ensure that all records and reports of the Corporation and of the Board shall be retained. In addition, the Secretary shall cause to be performed all acts incident to the office of Secretary and shall perform such other duties as may be assigned to him or her by the Board or the President.

ARTICLE 5.7 Treasurer. The Treasurer shall ensure that timely and accurate financial information is presented to the Board, and that financial records shall be available for inspection by any director of the Corporation. The Treasurer shall ensure that all reports and records required by law regarding the Corporation's financial or tax status are submitted or retained as required. In addition, the Treasurer generally shall cause to be performed all acts incident to the office of Treasurer and shall perform or oversee such further duties as be assigned to him or her by the Board or the President.

ARTICLE 5.8 Resignations. Any officer may resign at any time by delivering written notice to the Corporation. Such resignation shall be effective immediately upon receipt by the Corporation if no time is specified, or at such later time as the resigning officer may specify and the Corporation shall accept. An officer shall be deemed to have resigned if a court of competent

jurisdiction determines he or she is incapacitated or, in the case of the President, Vice President, Secretary or Treasurer, he or she ceases to be a director.

ARTICLE 5.9 Removal of Officers. Any officer of the Corporation may be removed at any time, with or without cause, by the affirmative vote of two-thirds of all directors, but without prejudice to such officer's contract rights, if any. However, notice of said proposed action shall be transmitted to all directors at least ten business days before any meeting at which such action will be considered.

ARTICLE VI. EXECUTIVE DIRECTOR

ARTICLE 6.1 Executive Director. The Board, by the affirmative vote of two-thirds of all directors, may appoint an Executive Director to serve at the pleasure of the Board. The Executive Director shall be the chief executive of the Corporation, subject to the control and direction of the Board. The Executive Director may attend meetings of the Board at its invitation, and shall submit regular reports to the President and to the Board on the operations of the Corporation. The Executive Director shall not be entitled to vote at Board meetings. The compensation and terms of employment of the Executive Director shall be reviewed and determined at least annually by the Board in accordance with applicable law. The Executive Director may be removed with or without cause by the affirmative vote of two-thirds of the directors, but without prejudice to the Executive Director's contract rights, if any, provided notice of such action shall have been transmitted to all directors at least ten business days before such action.

ARTICLE VII. GENERAL PROVISIONS

ARTICLE 7.1 Gender. All references in these bylaws to the masculine, feminine or neuter gender shall be deemed to apply equally to one or more of such gender-specific references as may be appropriate.

ARTICLE 7.2 Fiscal Year. The fiscal year of the Corporation shall be determined by the Board.

ARTICLE 7.3 Electronic Signatures. Any written signature required under these bylaws or the Corporation's certificate of incorporation or by Connecticut law may be evidenced by manual, facsimile or electronic signature, any of which shall have the same legal effect as the manual signature of the signing party.

ARTICLE 7.4 Indemnification. The Corporation shall indemnify each person who is or was a director, officer, Authorized Grantmaker, employee or volunteer of the Corporation to the fullest extent allowed under the Act, and may purchase insurance insuring its obligations or otherwise protecting the persons intended to be protected by this Article. Any repeal or modification of this Article shall be prospective only and will not adversely affect any right or indemnification of any person who is or was a director, officer, Authorized Grantmaker, employee or volunteer of the Corporation existing at the time of such repeal or modification. The Corporation may, but shall not be obligated to, indemnify any agent of the Corporation not otherwise covered by this Article to the fullest extent allowed under the Act. If any provision of the Act or these bylaws dealing with indemnification is invalidated by any court on any ground, then the Corporation will

nevertheless indemnify each party otherwise entitled to indemnification under these bylaws to the fullest extent allowed by any provision of the Act or these bylaws not invalidated.

The Corporation shall not indemnify any person, nor advance expense or purchase any insurance, in any manner or to any extent that would jeopardize or be inconsistent with the Corporation's status as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would cause the imposition of any liability under section 4941 of the Internal Revenue Code.

ARTICLE 7.5 Merger, Dissolution and Other Major Events. The following shall require the affirmative vote of two-thirds of all directors, with notice to all directors at least ten business days before a meeting at which such action will be considered: (i) merger, conversion or consolidation of the Corporation; (ii) sale, lease, exchange or other disposition of all or substantially all of the Corporation's property; (iii) division of the Corporation into two or more entities; and (iv) voluntary dissolution of the Corporation.

ARTICLE 7.6 Amendment. These bylaws may be amended at any time by the affirmative vote of two-thirds of all directors, provided notice of the proposed amendment is provided to all directors at least ten business days before such action.

The foregoing bylaws were adopted by the Board on April 16, 2015.

990-PF Part VII-A, Line 3

I, John Powers (Name of Officer),
President (Officer Title) of The Prentice Foundation, Inc. (the "Foundation"),
hereby declare that I am an authorized officer of the Foundation, and I certify that the conformed copy of
the Foundation's amended bylaws attached hereto is a complete and accurate copy of the original
document.

Signed:

• Date:

John Powers
November 9, 2016