

EXTENDED TO NOVEMBER 15, 2019
Return of Private Foundation

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

► Do not enter social security numbers on this form as it may be made public
► Go to www.irs.gov/Form990PF for instructions and the latest information

For calendar year 2018 or tax year beginning

, and ending

Name of foundation

THE PRENTICE FAMILY FOUNDATION

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

1805 OSCEOLA STREET

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

JACKSONVILLE, FL 32204

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

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

I Fair market value of all assets at end of year J Accounting method. Cash Accrual
 (from Part II, col. (c), line 16) Other (specify) _____

► \$ 15,157,034.

(Part I, column (d) must be on cash basis.)

Part II Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		2,500.		N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		290,631.	290,631.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,650,719.			
Gross sales price for all assets on line 6a		5,263,263.			
7 Capital gain net income (from Part IV, line 2)			1,650,719.		
8 Net short-term capital gain					
9 Income modifications					
10a Cross sales loss returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		50,426.	50,426.		STATEMENT 2
12 Total Add lines 1 through 11		1,994,276.	1,991,776.		
13 Compensation of officers, directors, trustees, etc		122,000.	14,400.		107,600.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees	STMT 3	4,489.	2,244.		2,245.
b Accounting fees	STMT 4	13,325.	6,663.		6,662.
c Other professional fees					
17 Interest					
18 Taxes	STMT 5	13,684.	2,214.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,111.	0.		1,111.
22 Printing and publications					
23 Other expenses	STMT 6	67,665.	67,665.		0.
24 Total operating and administrative expenses	Add lines 13 through 23	222,274.	93,186.		117,618.
25 Contributions, gifts, grants paid		742,004.			742,004.
26 Total expenses and disbursements	Add lines 24 and 25	964,278.	93,186.		859,622.
27 Subtract line 26 from line 12		1,029,998.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			1,898,590.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II		Balance Sheets	Attached schedules and amounts in the description column should be for end of year amounts only		
			Beginning of year	End of year	
Assets	1	Cash - non-interest-bearing	(a) Book Value	(b) Book Value	(c) Fair Market Value
	2	Savings and temporary cash investments	790,583.	197,190.	197,190.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 8	7,455,044.	8,047,879.
	c	Investments - corporate bonds	STMT 9	3,544,972.	3,898,379.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 10	500,000.	850,000.
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)		719,339.	925,773.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		13,009,938.	13,919,221.
					15,157,034.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)		0.	0.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26, and lines 30 and 31			
Net Assets or Fund Balances	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds		11,038,451.	11,038,451.
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		1,971,487.	2,880,770.
	30	Total net assets or fund balances		13,009,938.	13,919,221.
	31	Total liabilities and net assets/fund balances		13,009,938.	13,919,221.

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	13,009,938.
2	Enter amount from Part I, line 27a	2	1,029,998.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	14,039,936.
5	Decreases not included in line 2 (itemize) ►	5	120,715.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,919,221.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 ASSOC TRUST CO STCG				VARIOUS	12/31/18
b ASSOC TRUST CO LTCG				VARIOUS	12/31/18
c ASSOC TRUST CO LTCG				VARIOUS	12/31/18
d BASIS ADJUSTMENT ON PTP SALES				VARIOUS	12/31/18
e CAPITAL GAINS DIVIDENDS					
(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 1,045,315.		1,032,774.	12,541.		
b 2,973,280.		2,297,883.	675,397.		
c 1,037,535.		281,887.	755,648.		
d 45,706.			45,706.		
e 161,427.			161,427.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any			
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	1,650,719.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	897,525.	15,975,239.	.056182
2016	981,995.	15,504,592.	.063336
2015	628,987.	15,541,661.	.040471
2014	961,943.	14,342,075.	.067071
2013	724,805.	14,237,569.	.050908
2 Total of line 1, column (d)			277968
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			.055594
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			15,712,526.
5 Multiply line 4 by line 3			873,522.
6 Enter 1% of net investment income (1% of Part I, line 27b)			18,986.
7 Add lines 5 and 6			892,508.
8 Enter qualifying distributions from Part XII, line 4			1,309,622.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2018 estimated tax payments and 2017 overpayment credited to 2018

6a 12,000.

b Exempt foreign organizations - tax withheld at source

6b 0.

c Tax paid with application for extension of time to file (Form 8868)

6c 0.

d Backup withholding erroneously withheld

6d 0.

7 Total credits and payments. Add lines 6a through 6d

7 12,000.

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached

8 17.

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 12 ►

9 7,003.

10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►

10 Refunded ►

11 Enter the amount of line 10 to be: Credited to 2019 estimated tax ►

11

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11	X	
12	X	
13	X	
14	The books are in care of ► <u>BRYANT H PRENTICE III</u> Telephone no. ► <u>716-250-7500</u> Located at ► <u>1805 OSCEOLA STREET, JACKSONVILLE, FL</u> ZIP+4 ► <u>32204</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> ► <u>N/A</u>	
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► <u>16</u> ► <u>X</u>	

Part VIII-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.

1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	N/A	
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
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 2018?		
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2018 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 2018)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2018?		

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))?

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

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

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?

N/A

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?

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

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?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

5b N/A ►

6b X

7b N/A

8 Yes X No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		122,000.	0.	0.

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

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

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

►

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	14,679,670.
b	Average of monthly cash balances	1b	452,738.
c	Fair market value of all other assets	1c	819,395.
d	Total (add lines 1a, b, and c)	1d	15,951,803.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	15,951,803.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	239,277.
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,712,526.
6	Minimum investment return Enter 5% of line 5	6	785,626.

[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	785,626.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	18,986.
b	Income tax for 2018. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,986.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	766,640.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	766,640.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted . Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	766,640.

[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	859,622.
b	Program-related investments - total from Part IX-B	1b	450,000.
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.	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	1,309,622.
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8; and Part XIII, line 4		
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	18,986.
6	Adjusted qualifying distributions . Subtract line 5 from line 4	6	1,290,636.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				766,640.
2 Undistributed income, if any, as of the end of 2018			0.	
a Enter amount for 2017 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017	19,554.			
f Total of lines 3a through e	19,554.			
4 Qualifying distributions for 2018 from Part XII, line 4. ► \$ 1,309,622.			0.	
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				766,640.
e Remaining amount distributed out of corpus	542,982.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	562,536.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
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)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a	562,536.			
10 Analysis of line 9.				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017	19,554.			
e Excess from 2018	542,982.			

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

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 2018, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section

09/23/07

4942(V3) 05

4943(1)(5)

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

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))

BRYANT H. PRENTICE, III

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email 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	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				
CANISIUS COLLEGE BUFFALO, NY 14208	NONE	PC	ADMINISTRATION OF THE SCHOLARSHIP PROGRAM AND SCHOLARSHIP AWARDS	243,004.
UNIV OF BUFFALO FOUNDATION BUFFALO, NY 14260	NONE	PC	ADMINISTRATION OF THE SCHOLARSHIP PROGRAM AND SCHOLARSHIP AWARDS	499,000.
Total			► 3a	742,004.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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					
4 Dividends and interest from securities			14	290,631.	
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			14	50,426.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events			18	1,650,719.	
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		1,991,776.	0.
13 Total Add line 12, columns (b), (d), and (e)			13	1,991,776.	
(See worksheet in line 13 instructions to verify calculations)					

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

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash

(2) Other assets

b Other transactions.

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign
Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

May the IRS discuss this
return with the preparer
shown below? See instr

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JEFFREY ARNOL	JEFFREY ARNOL	10/30/19		P00082023
	Firm's name ► WIPFLI LLP			Firm's EIN ► 39-0758449	
	Firm's address ► 100 TRI-STATE INTERNATIONAL, SUITE 300 LINCOLNSHIRE, IL 60069			Phone no 847.941.0100	

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	331,922.	161,427.	170,495.	170,495.	
INTEREST	120,136.	0.	120,136.	120,136.	
TO PART I, LINE 4	452,058.	161,427.	290,631.	290,631.	

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PUBLICLY TRADED PARTNERSHIP INCOME	-12,379.	-12,379.	
PUBLICLY TRADED PARTNERSHIP INCOME	62,805.	62,805.	
TOTAL TO FORM 990-PF, PART I, LINE 11	50,426.	50,426.	

FORM 990-PF

LEGAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,489.	2,244.		2,245.
TO FM 990-PF, PG 1, LN 16A	4,489.	2,244.		2,245.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	13,325.	6,663.		6,662.
TO FORM 990-PF, PG 1, LN 16B	13,325.	6,663.		6,662.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	2,214.	2,214.		0.
FEDERAL TAXES	11,470.	0.		0.
TO FORM 990-PF, PG 1, LN 18	13,684.	2,214.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LOAN FEES	1,000.	1,000.		0.
INVESTMENT FEES	66,665.	66,665.		0.
TO FORM 990-PF, PG 1, LN 23	67,665.	67,665.		0.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 7

DESCRIPTION	AMOUNT
BOOK/FMV DIFFERENCE	110,843.
PASSIVE LOSS ADJUSTMENT	9,872.
TOTAL TO FORM 990-PF, PART III, LINE 5	120,715.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	8,047,879.	9,356,542.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,047,879.	9,356,542.

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	3,898,379.	3,827,529.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,898,379.	3,827,529.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BHS FOODSERVICE SOLUTION	COST	850,000.	850,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		850,000.	850,000.

FORM 990-PF

OTHER ASSETS

STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LOAN - STC ARCHITECTURAL	350,000.	450,000.	450,000.
LOAN - SUP ERIE ADVENTURE	40,000.	40,000.	40,000.
PREPAID FEDERAL INCOME TAX	18,316.	12,000.	12,000.
ACCRUED INTEREST RECEIVABLE	1,023.	1,023.	1,023.
LOAN - EFFERENT LABS	310,000.	410,000.	410,000.
LOAN - ADVENTURE SPORTS DEVELOPMENT	0.	12,750.	12,750.
TO FORM 990-PF, PART II, LINE 15	719,339.	925,773.	925,773.

FORM 990-PF

INTEREST AND PENALTIES

STATEMENT 12

TAX DUE FROM FORM 990-PF, PART VI	6,986.
UNDERPAYMENT PENALTY	17.
LATE PAYMENT INTEREST	187.
LATE PAYMENT PENALTY	210.
 TOTAL AMOUNT DUE	 7,400.

FORM 990-PF

LATE PAYMENT PENALTY

STATEMENT 13

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/19	6,986.	6,986.	6	210.
DATE FILED	11/15/19		6,986.		
 TOTAL LATE PAYMENT PENALTY					210.

FORM 990-PF

LATE PAYMENT INTEREST

STATEMENT 14

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/19	6,986.	6,986.	.0600	46	53.
INTEREST RATE CHANGE	06/30/19	0.	7,039.	.0500	138	134.
DATE FILED	11/15/19		7,173.			
 TOTAL LATE PAYMENT INTEREST						187.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRYANT H. PRENTICE, III 1805 OSCEOLA STREET JACKSONVILLE, FL 32204	PRESIDENT 5.00	0.	0.	0.
JOAN P. PRENTICE 1805 OSCEOLA STREET JACKSONVILLE, FL 32204	VICE PRES. 5.00	0.	0.	0.
COLETTE P. PIKE 1539 FOXHALL ROAD NW, WASHINGTON, DC 20007	SECRETARY 5.00	0.	0.	0.
MARC C. HUTCHINSON 1092 MCCUE COURT GREAT FALLS, VA 22066	TREASURER 5.00	25,000.	0.	0.
JAMES TANOUS 41 NIAGARA PIER ERIE, PA 16507	EXECUTIVE DIREC 40.00	72,000.	0.	0.
ROBERT ZAK 1088 DELAWARE AVENUE BUFFALO, NY 14209	DIRECTOR 5.00	25,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		122,000.	0.	0.

ACTIVITY ONE

SCHOLARSHIP PROGRAM FOR INDIVIDUALS WHO ARE OR PLAN TO PURSUE POST SECONDARY SCHOOL EDUCATION.

SCHOLARSHIPS MAY BE AWARDED FOR TWO YEAR JUNIOR COLLEGES, PUBLIC FOUR YEAR COLLEGES AND UNIVERSITIES AND PRIVATE FOUR YEAR COLLEGES AND UNIVERSITIES. THE GRANTING OF THE SCHOLARSHIP WILL DEPEND ON ELIGIBILITY, NEED, AND STUDENT MIX, AS WELL AS THE STUDENT'S ABILITY TO COMPLY WITH THE SCHOOL'S STANDARD OF PROGRESS TO MEET FEDERAL SCHOLARSHIP GUIDELINES.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

0.