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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

FREDERICK HENRY PRINCE TESTAMENTARY TRUST

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

303 WEST MADISON STREET

Room/suite

1900

City or town, state, and ZIP code

CHICAGO, IL 60606

A Employer identification number

36-6009208

B Telephone number (see page 10 of the instructions)

(312) 419-8700

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☐ Section 501(c)(3) exempt private foundation
☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) $\$$ 91,960,454.J Accounting method ☐ Cash ☐ Accrual
☒ Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(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 (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	1,455.	1,455.	0.	
4 Dividends and interest on securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-1,389,423.			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
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)	3,646,306.	3,646,306.		ATCH 1
12 Total. Add lines 1 through 11	2,258,338.	3,647,761.	0.	
13 Compensation of officers, directors, trustees, etc.	70,000.	35,000.	0.	35,000.
14 Other employee salaries and wages	269,600.	8,090.	0.	261,510.
15 Pension plans, employee benefits	137,190.	2,606.	0.	134,584.
16a Legal fees (attach schedule) ATCH 2	21,493.	0.	0.	21,493.
b Accounting fees (attach schedule) ATCH 3	10,398.	7,279.	0.	3,119.
c Other professional fees (attach schedule) *	164,246.	50,624.	0.	113,622.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) **	224,489.	5,011.	0.	34,478.
19 Depreciation (attach schedule) and depletion	15,478.	0.	0.	
20 Occupancy	75,113.	0.	0.	75,113.
21 Travel, conferences, and meetings	28,173.	0.	0.	28,173.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	57,577.	258.	0.	57,319.
24 Total operating and administrative expenses. Add lines 13 through 23	1,073,757.	108,868.	0.	764,411.
25 Contributions, gifts, grants paid	48,644,240.			3,353,828.
26 Total expenses and disbursements. Add lines 24 and 25	49,717,997.	108,868.	0.	4,118,239.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-47,459,659.			
b Net investment income (if negative, enter -0-)		3,538,893.		
c Adjusted net income (if negative, enter -0-)			-00.	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 4 JSA ** ATCH 5

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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		1,199,296.	192,584.	192,584.
	2	Savings and temporary cash investments				
	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 page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule)	*	1,800,000.	ATCH 7	
		Less allowance for doubtful accounts	0.	1,900,000.	1,800,000.	1,800,000.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	ATCH 8	117,499,693.	89,936,599.	89,936,599.	
14	Land, buildings, and equipment basis		207,951.			
	Less accumulated depreciation (attach schedule)		176,680.	39,129.	31,271.	31,271.
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		120,638,118.	91,960,454.	91,960,454.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	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		120,638,118.	91,960,454.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30	Total net assets or fund balances (see page 17 of the instructions)		120,638,118.	91,960,454.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		120,638,118.	91,960,454.	

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	120,638,118.
2	Enter amount from Part I, line 27a	2	-47,459,659.
3	Other increases not included in line 2 (itemize) ATTACHMENT 9	3	18,781,995.
4	Add lines 1, 2, and 3	4	91,960,454.
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	91,960,454.

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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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-1,389,423.	
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	7,094,548.	142,800,632.	0.049681
2007	7,850,650.	162,375,344.	0.048349
2006	7,594,207.	149,208,513.	0.050897
2005	9,141,670.	143,396,181.	0.063751
2004	6,741,244.	136,381,771.	0.049429
2 Total of line 1, column (d)			2 0.262107
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 0.052421
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 101,702,013.
5 Multiply line 4 by line 3			5 5,331,321.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 35,389.
7 Add lines 5 and 6			7 5,366,710.
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 on page 18.			8 4,118,239.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	70,778.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	70,778.
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	70,778.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 62,860.		
b Exempt foreign organizations-tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 15,200.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	78,060.
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	7,282.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 7,282. 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 page 19 of the instructions for 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?		
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 page 19 of the instructions) RI,		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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)

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>HTTP://FOUNDATIONCENTER.ORG/GRANTMAKER/PRINCE</u>	13	X	
14	The books are in care of ▶ <u>TONI DOBBINS</u> Telephone no ▶ <u>312-419-8700</u> Located at ▶ <u>303 WEST MADISON STREET, SUITE 1900 CHICAGO, IL</u> ZIP + 4 ▶ <u>60606</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☒ 15 and enter the amount of tax-exempt interest received or accrued during the year			

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 page 20 of the instructions)? ☐ 1b		X
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 2009? 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ 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 page 20 of the 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 ▶ _____		
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 2009 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 2009) 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 2009? 4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? ☐ Yes ☒ No
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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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 page 22 of the 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
ATTACHMENT 10		70,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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
ATTACHMENT 11		428,800.	137,258.	0.

Total number of other employees paid over \$50,000 ☐ NONE

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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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 12		101,248.

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

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 page 23 of the 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 page 24 of the 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 page 24 of the 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	101,585,022.
b	Average of monthly cash balances	1b	1,665,753.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	103,250,775.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	103,250,775.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,548,762.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	101,702,013.
6	Minimum investment return. Enter 5% of line 5	6	5,085,101.

Part XI Distributable Amount (see page 25 of the 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	5,085,101.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	70,778.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	70,778.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,014,323.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,014,323.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,014,323.

Part XII Qualifying Distributions (see page 25 of the 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	4,118,239.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,118,239.
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 page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,118,239.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				5,014,323.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				0.
b From 2005				2,110,225.
c From 2006				270,030.
d From 2007				0.
e From 2008				149,536.
f Total of lines 3a through e	2,529,791.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 4,118,239.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				4,118,239.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	896,084.			896,084.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,633,707.			
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 page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,633,707.			
10 Analysis of line 9				
a Excess from 2005	1,214,141.			
b Excess from 2006	270,030.			
c Excess from 2007	0.			
d Excess from 2008	149,536.			
e Excess from 2009				

Form 990-PF (2009)

Part XIV Private Operating Foundations (see page 27 of the 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 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

ATTACHMENT 13

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

ATTACHMENT 14

c Any submission deadlines

ATTACHMENT 15

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

NONE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED STATEMENT				48,644,240.
Total			3a	48,644,240.
b Approved for future payment				
Total			3b	

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

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 page 28 of the 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	1,455.	
4	Dividends and interest from securities					
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	3,646,306.	
8	Gain or (loss) from sales of assets other than inventory			18	-1,389,423.	
9	Net income or (loss) from special events . . .					
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)				2,258,338.	
13	Total. Add line 12, columns (b), (d), and (e)					2,258,338.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

[illegible]

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

Kind of Property		Description				P or D	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)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					303,745.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-1693168.	
TOTAL GAIN (LOSS)							<u>-1389423.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INCOME FROM PRINCE CHARITABLE POOLED FND	3,646,306.	3,646,306.
TOTALS	<u>3,646,306.</u>	<u>3,646,306.</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>
LEGAL FEES	21,493.			21,493.
TOTALS	<u>21,493.</u>	<u>0.</u>	<u>0.</u>	<u>21,493.</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>
ACCOUNTING FEES	10,398.	7,279.		3,119.
TOTALS	<u>10,398.</u>	<u>7,279.</u>	<u>0.</u>	<u>3,119.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL 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>
PROFESSIONAL SERVICES	62,998.	0.	0.	62,998.
ADMINISTRATIVE SERVICES	101,248.	50,624.	0.	50,624.
TOTALS	<u>164,246.</u>	<u>50,624.</u>	<u>0.</u>	<u>113,622.</u>

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
EXCISE TAX	185,000.	0.	0.	0.
PAYROLL TAX	39,489.	5,011.	0.	34,478.
TOTALS	224,489.	5,011.	0.	34,478.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	31,039.	0.	0.	31,039.
MISCELLANEOUS	278.	0.	0.	278.
OFFICE EXPENSE	20,688.	0.	0.	20,688.
FUNCTION SUPPORT	2,667.	0.	0.	2,667.
PAYROLL SERVICES	2,037.	258.	0.	1,779.
COMPUTER EXPENSE	868.	0.	0.	868.
TOTALS	<u>57,577.</u>	<u>258.</u>	<u>0.</u>	<u>57,319.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	PIEDMONT ENVIRONMENTAL COUNCIL
ORIGINAL AMOUNT:	1,800,000.
INTEREST RATE:	0.090000
DATE OF NOTE:	03/15/2005
MATURITY DATE:	07/31/2010
SECURITY PROVIDED:	CERTAIN REAL ESTATE LOCATED IN LOUDON COUNTY, VA
PURPOSE OF LOAN:	TO CONTROL DEVELOPMENT OF CERTAIN REAL ESTATE
BEGINNING BALANCE DUE	1,800,000.
ENDING BALANCE DUE	<u>1,800,000.</u>
ENDING FAIR MARKET VALUE	<u>1,800,000.</u>
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	<u>1,800,000.</u>
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	<u>1,800,000.</u>
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	<u>1,800,000.</u>

FREDERICK HENRY PRINCE TESTAMENTARY TRUST
FORM 990PF, PART II - OTHER INVESTMENTS

36-6009208

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PRINCE CHARITABLE TRUST POOLED	117,499,693.	89,936,599.	89,936,599.
TOTALS	<u>117,499,693.</u>	<u>89,936,599.</u>	<u>89,936,599.</u>

The Frederick Henry Prince Testamentary Trust owns
71.5332% of each of the following investments:
As of December 31, 2009

FEIN 36-6009208

<u>Investment:</u>	<u>Principal amount or number of shares</u>	<u>Cost</u>	<u>Market</u>
<u>Barclays Global Investors</u>			
US Equity Market Fund B	882,640.620	38,568,759	37,848,580
Total Barclays Global Investors		<u>38,568,759</u>	<u>37,848,580</u>
<u>GMO</u>			
Benchmark Free Allocation Fund	466,776.180	11,011,353	10,152,382
Multi-Strategy Offshore Fund, L.P.	N/A	2,863,207	2,456,262
Total GMO		<u>13,874,559</u>	<u>12,608,644</u>
<u>Pacific Investment Management Co.</u>			
PIMCO Total Return Fund	3,240,931.050	33,736,062	35,002,055
Total PIMCO		<u>33,736,062</u>	<u>35,002,055</u>
<u>Franklin Templeton</u>			
Templeton Institutional Foreign Equity Seri	1,352,682.340	27,202,927	26,106,769
Total Franklin Templeton		<u>27,202,927</u>	<u>26,106,769</u>
<u>Vanguard</u>			
Vanguard Global Equity Fund	881,832.220	18,735,916	13,818,311
Total Vanguard		<u>18,735,916</u>	<u>13,818,311</u>
Total All Funds		<u>132,118,224</u>	<u>125,384,360</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN	18,781,995.
TOTAL	<u>18,781,995.</u>

FREDERICK HENRY PRINCE TESTAMENTARY TRUST

36-6009208

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
FREDERICK H. PRINCE 816 CONNECTICUT AVE. NW WASHINGTON, DC 20006	TRUSTEE 3.00	35,000.	0.	0.
WILLIAM N. WOOD PRINCE 303 W. MADISON STREET CHICAGO, IL 60606	TRUSTEE 3.00	35,000.	0.	0.
GRAND TOTALS		70,000.	0.	0.

FREDERICK HENRY PRINCE TESTAMENTARY TRUST

36-6009208

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

		<u>ATTACHMENT 11</u>	
<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
CHARLES TWICHELL 303 WEST MADISON STREET SUITE 1900 CHICAGO, IL 60606	PROGRAM OFFICER 35.00	82,000.	38,478. 0.
SHARON ROBISON 303 WEST MADISON STREET SUITE 1900 CHICAGO, IL 60606	GRANTS MANAGER 35.00	65,600.	33,866. 0.
BENNA WILDE 303 WEST MADISON STREET 1900 CHICAGO, IL 60606	MANAGING DIRECTOR 35.00	157,200.	30,107. 0.
KRISTIN PAULY 816 CONNECTICUT AVE. NW WASHINGTON, DC 20006	MANAGING DIRECTOR 35.00	124,000.	34,807. 0.
TOTAL COMPENSATION		<u>428,800.</u>	<u>137,258.</u> <u>0.</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>
F.H. PRINCE & COMPANY 303 W. MADISON, STUIE 1900 CHICAGO, IL 60606	ADMINISTRATIVE	101,248.
TOTAL COMPENSATION		<u>101,248.</u>

FREDERICK HENRY PRINCE TESTAMENTARY TRUST

36-6009208

ATTACHMENT 13

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

PRINCE CHARITABLE TRUSTS
303 W MADISON STREET, SUITE 1900
CHICAGO, IL 60606
312-419-8700

ATTN: TRUSTEES

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

WRITTEN PROPOSALS, IRS LETTER OF DETERMINATION UNDER SECTION 509(A),
CURRENT BUDGET, AUDITED FINANCIAL STATEMENTS, DESCRIPTIVE LITERATURE.

990PF, PART XV - SUBMISSION DEADLINES

APPLICATIONS ARE RECEIVED THROUGHOUT THE YEAR. BASED ON THE TOPIC OF GRANT, DEADLINES USUALLY ARE IN JANUARY, MAY AND JUNE.

FEDERAL FOOTNOTES

FREDERICK HENRY PRINCE TESTAMENTARY TRUST
FEIN # 36-6009208

2009 FORM 990-PF
PART VII-B, QUESTION 5C
EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE: NEWPORT PARTNERSHIP FOR FAMILIES
(PAID THROUGH: NEWPORT PUBLIC EDUCATION FOUNDATION INC)
435 BROADWAY
NEWPORT, RI 02840

DATE AND AMOUNT OF GRANT: 10/05/2009 \$10,000.00

PURPOSE OF THE GRANT: READING REAPS REWARDS 2010 SUMMER READING
PROGRAM

AMOUNTS EXPENDED BY GRANTEE: \$0.00

DIVERSION OF FUNDS: TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE
HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE
GRANT.

DATES OF REPORTS RECEIVED: JULY 2, 2010

VERIFICATION OF REPORTS: NONE

FEDERAL FOOTNOTES

FREDERICK HENRY PRINCE TESTAMENTARY TRUST
FEIN # 36-6009208

2009 FORM 990-PF
PART VII-B, QUESTION 5C
EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE: FOUNDATION FOR PENNSYLVANIA WATERSHEDS
(PAID THROUGH: COMMUNITY FOUNDATION OF GREATER JOHNSTOWN)
116 MARKET STREET, SUITE 4
JOHNSTOWN, PA 15901-1644

DATE AND AMOUNT OF GRANT: 06/18/2009 \$10,000

PURPOSE OF THE GRANT: TRANSMISSION EFFICIENCY FOR RENEWABLES
PROJECT

AMOUNTS EXPENDED BY GRANTEE: \$10,000.00

DIVERSION OF FUNDS: TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE
HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE
GRANT.

DATES OF REPORTS RECEIVED: JANUARY 22, 2010

VERIFICATION OF REPORTS: NONE

FEDERAL FOOTNOTES

FREDERICK HENRY PRINCE TESTAMENTARY TRUST
FEIN # 36-6009208

2009 FORM 990-PF
PART VII-B, QUESTION 5C
EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE: DC ALLIANCE OF YOUTH ADVOCATES
(PAID THROUGH: WASHINGTON AREA CONSORTIUM ON HIV INFECTION
IN YOUTH)
1012 14TH STREET NW
WASHINGTON, DC 20005

DATE AND AMOUNT OF GRANT: 12/08/2009 \$8,000.00

PURPOSE OF THE GRANT: DCAYA'S YOUTH EMPOWERMENT

AMOUNTS EXPENDED BY GRANTEE: \$8,000.00

DIVERSION OF FUNDS: TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE
HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE
GRANT.

DATES OF REPORTS RECEIVED: JULY 14, 2010

VERIFICATION OF REPORTS: NONE

FEDERAL FOOTNOTES

FREDERICK HENRY PRINCE TESTAMENTARY TRUST
FEIN # 36-6009208

2009 FORM 990-PF
PART VII-B, QUESTION 5C
EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE: COALITION FOR SMARTER GROWTH
(PAID THROUGH: PIEDMONT ENVIRONMENTAL COUNCIL)
4000 ALBEMARLE STREET NW, SUITE 310
WASHINGTON, DC 20036

DATE AND AMOUNT OF GRANT: 03/25/2009 \$100,000.00

PURPOSE OF THE GRANT: DC REGIONAL LAND USE, TRANSPORTATION, AND
AFFORDABLE HOUSING CAMPAIGN

AMOUNTS EXPENDED BY GRANTEE: \$100,000.00

DIVERSION OF FUNDS: TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE
HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE
GRANT.

DATES OF REPORTS RECEIVED: JANUARY 15, 2010

VERIFICATION OF REPORTS: NONE

FEDERAL FOOTNOTES

FREDERICK HENRY PRINCE TESTAMENTARY TRUST
FEIN # 36-6009208

2009 FORM 990-PF
PART VII-B, QUESTION 5C
EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE: THE DE RAMEL FOUNDATION
29 HOWARD STREET
NEWPORT, RI 02840

DATE AND AMOUNT OF GRANT: 07/31/2009 \$11,322,603

PURPOSE OF THE GRANT: TO CREATE AN ENDOWMENT FUND FOR A TERM OF
YEARS, WHICH SHALL BE USED EXCLUSIVELY TO FURTHER THE TAX-EXEMPT
RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES
OF THE DE RAMEL FOUNDATION

AMOUNTS EXPENDED BY GRANTEE: \$39,763.00

DIVERSION OF FUNDS: TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE
HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE
GRANT.

DATES OF REPORTS RECEIVED: APRIL 30, 2010

VERIFICATION OF REPORTS: NONE

NOTE: THE GRANT GIVEN WAS NOT CONSIDERED A QUALIFYING DISTRIBUTION
FOR THE YEAR

FEDERAL FOOTNOTES

FREDERICK HENRY PRINCE TESTAMENTARY TRUST
FEIN # 36-6009208

2009 FORM 990-PF
PART VII-B, QUESTION 5C
EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE: THE REGIS DE RAMEL FAMILY CHARITABLE TRUST
1605 HILLSIDE MILL ROAD
WILMINGTON, DE 19807

DATE AND AMOUNT OF GRANT: 07/31/2009 \$11,322,603

PURPOSE OF THE GRANT: TO CREATE AN ENDOWMENT FUND FOR A TERM OF
YEARS, WHICH SHALL BE USED EXCLUSIVELY TO FURTHER THE TAX-EXEMPT
RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES
OF THE REGIS DE RAMEL FAMILY
CHARITABLE TRUST

AMOUNTS EXPENDED BY GRANTEE: \$17,842.04

DIVERSION OF FUNDS: TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE
HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE
GRANT.

DATES OF REPORTS RECEIVED: APRIL 30, 2010

VERIFICATION OF REPORTS: NONE

NOTE: THE GRANT GIVEN WAS NOT CONSIDERED A QUALIFYING DISTRIBUTION
FOR THE YEAR

FEDERAL FOOTNOTES

FREDERICK HENRY PRINCE TESTAMENTARY TRUST
FEIN # 36-6009208

2009 FORM 990-PF
PART VII-B, QUESTION 5C
EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE: THE ELIZABETH PRINCE CHARITABLE TRUST
2 ROVENSKY AVENUE
NEWPORT, RI 02840

DATE AND AMOUNT OF GRANT: 07/31/2009 \$11,322,603

PURPOSE OF THE GRANT: TO CREATE AN ENDOWMENT FUND FOR A TERM OF
YEARS, WHICH SHALL BE USED EXCLUSIVELY TO FURTHER THE TAX-EXEMPT
RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES
OF THE ELIZABETH PRINCE CHARITABLE TRUST

AMOUNTS EXPENDED BY GRANTEE: \$15,895.00

DIVERSION OF FUNDS: TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE
HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE
GRANT.

DATES OF REPORTS RECEIVED: APRIL 30, 2010

VERIFICATION OF REPORTS: NONE

NOTE: THE GRANT GIVEN WAS NOT CONSIDERED A QUALIFYING DISTRIBUTION
FOR THE YEAR

FEDERAL FOOTNOTES

FREDERICK HENRY PRINCE TESTAMENTARY TRUST
FEIN # 36-6009208

2009 FORM 990-PF
PART VII-B, QUESTION 5C
EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE: THE DIANA OEHRLI CHARITABLE TRUST
400 ATLANTIC AVENUE
BOSTON, MA 02110

DATE AND AMOUNT OF GRANT: 07/31/2009 \$11,322,603

PURPOSE OF THE GRANT: TO CREATE AN ENDOWMENT FUND FOR A TERM OF
YEARS, WHICH SHALL BE USED EXCLUSIVELY TO FURTHER THE TAX-EXEMPT
RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES
OF THE DIANA OEHRLI CHARITABLE TRUST

AMOUNTS EXPENDED BY GRANTEE: \$35.00

DIVERSION OF FUNDS: TO THE KNOWLEDGE OF THE GRANTOR, THE
GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF
THE GRANT.

DATES OF REPORTS RECEIVED: APRIL 30, 2010

VERIFICATION OF REPORTS: NONE

NOTE: THE GRANT GIVEN WAS NOT CONSIDERED A QUALIFYING DISTRIBUTION
FOR THE YEAR

FEDERAL FOOTNOTES

FREDERICK HENRY PRINCE TESTAMENTARY TRUST
FEIN # 36-6009208

2009 FORM 990-PF
PART VII-B, QUESTION 5C
EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE: CHICAGO CPER
(PAID THROUGH: PUBLIC INTEREST PROJECTS)
45 WEST 36TH STREET 6TH FLOOR
NEW YORK, NY 10018

DATE AND AMOUNT OF GRANT: 05/27/2009 \$20,000.00

PURPOSE OF THE GRANT: CHICAGO CPER/GROW YOUR OWN ILLINOIS

AMOUNTS EXPENDED BY GRANTEE: \$20,000.00

DIVERSION OF FUNDS: TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE
HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE
GRANT.

DATES OF REPORTS RECEIVED: APRIL 29, 2010

VERIFICATION OF REPORTS: NONE

Frederick H Prince Testamentary Trust
Contributions
for the year Ended December 31, 2009

Organization	Street Address	City	State	Zip Code	Status	Purpose	Amount
Academy for Urban School Leadership	3400 North Austin Boulevard	Chicago	IL	60634	Public	general operating support	25,000 00
After-School Matters Inc	78 East Washington Street, 2nd	Chicago	IL	60602	Public	Gallery37 downtown program	10,000 00
AIDS Foundation of Chicago	411 South Wells Street Suite 300	Chicago	IL	60607	Public	Hospital-to-Housing program	20,000 00
Albany Park Theater Project	PO Box 257995	Chicago	IL	60625	Public	general operating support	200 00
Albany Park Theater Project	PO Box 257995	Chicago	IL	60625	Public	operating support \$10,000 and one time grant \$5,000	15,000 00
Allendale Association Inc	PO Box 1088	Lake Villa	IL	60046	Public	cafeteria campaign	5,000 00
Allendale Association Inc	PO Box 1088	Lake Villa	IL	60046	Public	operating support	3,000 00
Alliance for the Great Lakes	17 North State Street, Suite 1390	Chicago	IL	60602	Public	for the Chicago coastal open space program	25,000 00
Animal Welfare League	10305 Southwest Highway	Chicago Ridge	IL	60415	Public	general operating support	500 00
Aquidneck Island Land Trust	790 Aquidneck Avenue	Middletown	RI	02842	Public	land acquisition	285,000 00
Aquidneck Island Land Trust	790 Aquidneck Avenue	Middletown	RI	02842	Public	general operating support	50,000 00
Aquidneck Island Planning Commission	321 East Main Road	Portsmouth	RI	02871	Public	Aquidneck Island Energy Initiative	10,000 00
Art Institute of Chicago	111 South Michigan Avenue	Chicago	IL	60603	Public	general operating support - sustaining fellows status	2,500 00
Associated Colleges of Illinois	20 North Wacker Drive Suite 1456	Chicago	IL	60605	Public	Teacher Induction Academy offered by the Center for Success in High	15,000 00
Barnard College	3009 Broadway	New York	NY	10027	Public	Neard Schools	1,000 00
Best Pets Inc	4567 West Moncreiff Place	Denver	CO	80212	Public	general operating support	2,500 00
Big Apple Circus Ltd	505 East Avenue 19th Floor	New York	NY	10018	Public	Clown Care Program at La Rabida Children's Hospital	25,000 00
Boston Symphony Orchestra Inc	301 Massachusetts Avenue	Boston	MA	02115	Public	Tanglewood Music Center Director's Discretionary Account	200 00
Boy Scouts of America	PO Box 14777	East	RI	02914	Public	Project COPE for Aquidneck Island	6,000 00
Boys Clubs & Girls Clubs of Newport County Inc	95 Church Street	Newport	RI	02840	Public	general operating support	20,000 00
Brooks School	1160 Great Pond Road	North	MD	01845	Public	2009 annual fund	1,000 00
Building Bridges Across the River	1901 Mississippi Avenue SE	Washington	DC	20020	Public	THEARC Theater	7,500 00
Bull Run Mountain Conservancy	PO Box 210	Broad Run	VA	20137	Public	general operating support	5,000 00
Capital Hospice	2900 Telestar Court	Falls Church	VA	22042	Public	Deconstructing Self-Care	10,000 00
Carole Robertson Center for Learning	2020 West Roosevelt Road	Chicago	IL	60608	Public	for the Infant Toddler Development Program	30,000 00
Cathedral Choral Society of Washington DC Washington Cathedral	Washington National Cathedral	Washington	DC	20016	Public	general operating support	3,500 00
Center for Watershed Protection	8390 Main Street 2nd Floor	Ellicott City	MD	21043	Public	operating support	800 00
Charlottesville Area Community Foundation	PO Box 1767	Charlottesville	VA	22902	Public	Charlottesville Area Community Foundation for the Vito Perriello	668 00
Chesapeake Bay Trust	60 West Street Suite 405	Annapolis	MD	21403	Public	capacity building	15,000 00
Chicago Academy of Sciences	2430 North Cannon Drive	Chicago	IL	60614	Public	general operating support	10,000 00
Chicago Alliance to End Homelessness	205 West Wacker Drive Suite 1321	Chicago	IL	60606	Public	special initiative on Economic Stimulus Funding	5,000 00
Chicago Alliance to End Homelessness	205 West Wacker Drive Suite 1321	Chicago	IL	60606	Public	general operating support	15,000 00
Chicago Childrens Choir	78 East Washington Street 5th Floor	Chicago	IL	60602	Public	general operating support \$15,000 and one time \$10,000	25,000 00
Chicago Foundation for Women	One East Wacker Drive Suite 1620	Chicago	IL	60601	Public	annual luncheon and symposium	5,000 00
Chicago Foundation for Women	One East Wacker Drive Suite 1620	Chicago	IL	60601	Public	operating support	100 00
Chicago Foundation for Women	One East Wacker Drive Suite 1620	Chicago	IL	60601	Public	operating support	5,000 00
Chicago High School for the Arts	3200 South Calumet Avenue	Chicago	IL	60616	Public	support for arts instruction	10,000 00
Chicago Theatre Group Inc	170 North Dearborn	Chicago	IL	60601	Public	operating support	25,000 00
Chicago Theatre Group Inc	170 North Dearborn	Chicago	IL	60601	Public	operating support	2,500 00
Chicago Symphony Orchestra	220 South Michigan	Chicago	IL	60604	Public	Prince Prize for Commissioning Original Work	75,000 00
Childrens Home & Aid Society of Illinois	125 South Wacker Drive 14th Floor	Chicago	IL	60605	Public	for the Early Childhood Quality Initiative	15,000 00
Citizens Association of Georgetown	1365 Wisconsin Avenue NW Suite	Washington	DC	20007	Public	general operating support	5,000 00
Citizens Association of Georgetown	1365 Wisconsin Avenue NW Suite	Washington	DC	20007	Public	general operating support	250 00
Colorado Environmental Coalition Inc	1536 Wynkoop Street	Denver	CO	80202	Public	general operating support	3,300 00
Community Foundation of Greater Johnston	116 Market Street Suite 4	Johnstown	PA	15901	Public	Foundation for Pennsylvania Watersheds-TERP	10,000 00
Community Health NFP	2611 West Chicago Avenue	Chicago	IL	60622	Public	technology and morale initiative	25,000 00
Community Renewal Society	332 South Michigan Avenue Suite	Chicago	IL	60604	Public	for catalyst Chicago	15,000 00
Company of the Redwood Library and Athenaeum	50 Bellevue Avenue	Newport	RI	02840	Public	general operating support	25,000 00
Court Theatre Fund	5535 South Ellis Avenue	Chicago	IL	60637	Public	general operating support \$15,000 and one time \$10,000	25,000 00
Cultural Development Corporation of the District of Columbia	916 G Street NW	Washington	DC	20001	Public	general operating support	7,500 00
District of Columbia Appleeared Center for Law and Justice Inc	1111 14th Street NW	Washington	DC	20005	Public	Anacostia Jobs and Housing Project	60,000 00
District of Columbia Primary Care Association	1411 K Street NW	Washington	DC	20005	Public	Institute for Primary Care Enhancement/clinic morale	50,000 00
Donors Forum of Chicago	208 South LaSalle Street Suite 1540	Chicago	IL	60604	Public	operating support \$10,000 and one time grant \$1,000	11,000 00
Donors Forum of Chicago	208 South LaSalle Street Suite 1540	Chicago	IL	60604	Public	general operating support	668 00
Earth Day Network Inc	1616 P Street NW	Washington	DC	20036	Public	National Civic Education Project	10,000 00
East Bay Community Action Program	35 Dexter Street	Newport	RI	02840	Public	general operating support	20,000 00
East Bay Community Action Program	35 Dexter Street	Newport	RI	02840	Public	early childhood programs	25,000 00
Eighth Blackbird Performing Arts Association	848 Dodge Avenue #331	Evanston	IL	60202	Public	general operating support \$10,000 and one time grant of \$5,000	15,000 00
Elephant Sanctuary in Tennessee	PO Box 393	Hohenwald	TN	38462	Public	operating support	2,300 00

Environmental Film Festival in the Nations Capital	3121 South Street NW	Washington	DC	20007	Public	general operating support for youth programs	2,500 00
Environmental Law & Policy Center of the Midwest	35 East Wacker Drive Suite 1300	Chicago	IL	60601	Public	general operating support	25,000 00
Erie Family Health Center Inc	1701 West Superior Street 3rd Floor	Chicago	IL	60622	Public	for the creation of an intranet	25,000 00
Erie Neighborhood House	1701 West Superior Street 3rd Floor	Washington	DC	20020	Public	for the Family Child Care Homes Program	15,000 00
Facilitating Leadership in Youth Inc	2021 Martin Luther King Jr Ave SE	Washington	DC	20036	Public	general operating support	7,500 00
Fair Chance	2000 M Street NW	Washington	DC	20007	Public	general operating support	8,000 00
Fay School Inc	48 Main Street	Southborough	MA	01772	Public	2009 annual fund	1,000 00
Finanka Akoma Ntoaso FAN	2041 Martin Luther King Jr Ave SE	Washington	DC	20020	Public	Youth ensembles and Transitions program	10,000 00
FINCA International Inc	1101 Fourteenth Street NW	Washington	DC	20005	Public	Village Banking Sponsorship in Haiti	5,000 00
FLOC for Love of Children	1763 Columbia Road NW	Washington	DC	20009	Public	Educational Guidance & Advocacy Program	10,000 00
Friends of the Parks	17 N State Street Suite 1450	Chicago	IL	60602	Public	general operating support	25,000 00
Gads Hill Center	1919 West Cullerton Street	Chicago	IL	60608	Public	implementation of an early mathematics curriculum	7,000 00
Garfield Park Conservatory Alliance	300 North Central Park Avenue	Chicago	IL	60624	Public	general operating support	25,000 00
Girl Scout Council of the Nations Capital	4301 Connecticut Avenue NW Suite	Washington	DC	20008	Public	teen programs in DC	7,000 00
Girls in the Game	1501 West Randolph Street	Chicago	IL	60607	Public	general operating support	25,000 00
Grant Park Orchestral Association	205 East Randolph Drive	Chicago	IL	60601	Public	general operating support \$10,000 and one time grant of \$5,000	15,000 00
Grantmakers in the Arts	604 West Galer Street	Seattle	WA	98119	Public	general operating support	5,000 00
Grantmakers for Education	720 S W Washington Street	Portland	OR	97205	Public	2009 National Conference in Chicago	1,500 00
Greater Chicago Food Depository	4100 West Ann Lurie Place	Chicago	IL	60632	Public	general operating support	10,000 00
Greater Washington Educational Telecommunications Association,	2775 South Quincy Street	Arlington	VA	22206	Public	WEIA 90.5 FM opera broadcasts	5,000 00
Greenhome Inc	PO Box 42676	Washington	DC	20015	Public	GreenSPACE project	50,000 00
Greenhome Inc	235 Promenade Street Suite 550	Washington	DC	20015	Public	general operating support	25,000 00
Grow Smart Rhode Island	1542 West Devon Avenue	Providence	RI	02908	Public	general operating support	40,000 00
Hamdard Center for Health and Human Services NFP	PO Box 63	Georgetown	IL	60660	Public	technology upgrades and implementing Electronic Medical Records	16,038 00
Hope for Animals Clear Creek Rescue	226 Bellevue Avenue Suite 11	Newport	RI	02840	Public	general operating support	4,000 00
Hope Funds for Cancer Research	4025 North Sheridan Road	Chicago	IL	60613	Public	support for fellowships for cancer research	10,000 00
Howard Brown Health Center	1147 West Jackson Boulevard	Chicago	IL	60607	Public	upgrade to computer network	25,000 00
Hubbard Street Dance Chicago Inc	1147 West Jackson Boulevard	Chicago	IL	60607	Public	general operating support	25,000 00
Hubbard Street Dance Chicago Inc	PO Box 237	Woodstock	CT	06281	Public	support for leadership transition	25,000 00
Hyde School	1256 West Chicago Avenue	Chicago	IL	060642	Public	2009 annual fund	1,000 00
Illinois Maternal and Child Health Coalition	902 West New York Street	Chicago	IL	060642	Public	IL Coalition of School Health Centers' Administrative Cost-Sharing	35,000 00
Indiana University Foundation	PO Box 47	Bloomington	IN	46202	Public	development support to The Institute for American Thought Pearce	22,000 00
Initiative to Educate Afghan Women	4554 North Broadway	Warren	RI	02885	Public	general operating support	2,500 00
Inspiration Corporation	PO Box 746	Chicago	IL	60640	Public	for the family housing program	15,000 00
Island Moving Company	10 East Randolph Street	Newport	RI	02840	Public	general operating support	20,000 00
The Joffrey Ballet	1200 South Lake Shore Drive	Chicago	IL	60601	Public	general operating support	25,000 00
John G. Shedd Aquarium	500 North Dearborn Street Suite	Chicago	IL	60654	Public	general operating support	2,500 00
Juvenile Diabetes Research	534 Jilmsere Drive	Annapolis	MD	21403	Public	general operating support	300 00
Key School Inc	145 South Green Bay Road	Lake Forest	IL	60045	Public	annual fund	200 00
Lake Forest Country Day School	560 North Oakwood Avenue Suite	Lake Forest	IL	60045	Public	general operating support	5,000 00
Lake Forest Open Lands Association	PO Box 520	Libertyville	IL	60048	Public	general operating support	2,500 00
Lambs Farm Inc	1419 Columbia Road NW	Washington	DC	20009	Public	art and media house	4,500 00
Latin American Youth Center Inc	59 West North Boulevard	Chicago	IL	60610	Public	general operating support	8,000 00
Latin School of Chicago	5002 Hayes Street NE	Washington	DC	20019	Public	for the Art and Media House	5,000 00
Life Pieces to Masterpieces	128 M Street NW	Washington	DC	20001	Public	general operating support DC Program	10,000 00
Lift Inc	PO Box 552	Little Compton	RI	02837	Public	general operating support	15,000 00
Lucy's Hearth	913 West Main Road	Middletown	RI	02842	Public	general operating support	1,000 00
Maderia School Inc	8328 Georgetown Pike	McLean	RI	22102	Public	general operating support	25,000 00
Make a Wish Foundation of Northern Illinois	640 North LaSalle Street Suite 280	Chicago	IL	60654	Public	wish allocation fund	2,000 00
Martin Luther King Community Center	20 Drs Marcus W Wheatland	Newport	RI	02940	Public	general operating support	1,000 00
Meals on Wheels of RI Inc	70 Bath Street	Providence	RI	02908	Public	general operating support	20,000 00
METRO Squash NFP	5655 South University Avenue	Chicago	IL	60637	Public	general operating support	10,000 00
Metropolitan Planning Council	140 South Dearborn Street Suite	Chicago	IL	60603	Public	Placemaking Chicago project	25,000 00
Miriam Hospital	164 Summit Avenue	Providence	RI	02906	Public	Novice Nurse Internship Program	15,000 00
Music and Dance Theater Chicago Inc	205 East Randolph Drive	Chicago	IL	60601	Public	general operating support \$15,000 and one time \$10,000	20,000 00
National Audubon Society Inc	1718 Sherman Avenue	Evansston	IL	60001	Public	support Chicago Conservation Programs	15,000 00
National Building Museum	401 F Street NW	Washington	DC	20565	Public	design apprenticeship program	5,000 00
National Gallery of Art	National Gallery of Arts	Washington	DC	20565	Public	2009 annual fund	15,000 00
National Gallery of Art	11100 Wildlife Center Drive	Reston	VA	20190	Public	Exhibition Circle	20,000 00
National Wildlife Federation	8 South Michigan Avenue Suite 900	Chicago	IL	60603	Public	support Chesapeake Bay Watershed NGO Coalition	30,000 00
Nature Conservancy	1434 West Division Street	Chicago	IL	60622	Public	Chicago Chapter	5,000 00
Near North Montessori School	25 East Washington Street Suite	Chicago	IL	60602	Public	capital campaign	15,000 00
NeighborSpace	850 West Jackson Boulevard Suite	Chicago	IL	60607	Public	general operating support	15,000 00
New Leaders						for support for the Chicago program	25,000 00

New York Quarterly Meeting of the Religious Society of Friends	375 Pearl Street	New York	NY	11201	Public	general operating support	134 00
Newport Art Museum and Art Association	76 Bellevue Avenue	Newport	RI	02840	Public	annual fund	1,000 00
Newport Art Museum and Art Association	76 Bellevue Avenue	Newport	RI	02840	Public	general operating support	25,000 00
Newport Art Museum and Art Association	76 Bellevue Avenue	Newport	RI	02840	Public	support for board retreat	10,000 00
Newport Community School	55 Broadway	Newport	RI	02840	Public	general operating support	10,000 00
Newport County Womens Resource Center	114 Touro Street	Newport	RI	02840	Public	operating support	25,000 00
Newport Historical Society	82 Touro Street	Newport	RI	02840	Public	general operating support	25,000 00
Newport Hospital	11 Friendship Street	Newport	RI	02840	Public	support uncompensated care for the citizens of Newport	15,000 00
Newport Public Education Foundation	15 Wickham Road	Newport	RI	02840	Non	Reading Reaps Rewards	10,000 00
The Nonprofit Roundtable of Greater Washington	1201 15th Street NW	Washington	DC	20005	Public	general operating support	5,000 00
Norman Bird Sanctuary Trust	583 Third Beach Road	Middletown	RI	02842	Public	general operating support	25,000 00
Northern Virginia Affordable Housing Alliance	2706 Silkwood Court	Oakton	VA	22124	Public	general operating support	5,000 00
Northwestern Memorial Hospital	251 East Huron Street	Chicago	IL	60611	Public	training in end-of-life care conversations for nurses and residents	50,000 00
Oak Park River Forest Community of Congregations	PO Box 3365	Oak Park	IL	60303	Public	general operating support	400 00
Openlands	25 East Washington Street Suite	Chicago	IL	60602	Public	Community Greening Division	25,000 00
Patricia M Sitar Center for the Arts	1700 Kalorama Road NW	Washington	DC	20009	Public	arts for teens initiative	9,500 00
Peabody Essex Museum Inc	East India Square	Salem	MA	01970	Public	2009 Annual Fund	15,000 00
Peace Village Projects Inc	240 Maple Street	Burlington	VT	05401	Public	Vaira Dakini Nunnery	1,000 00
PEN/Faulkner	201 East Capital Street SE	Washington	DC	20003	Public	writers in schools program in DC	5,000 00
Peoples Music School Inc	931 West Eastwood Avenue	Chicago	IL	60640	Public	general operating support \$10,000 and one time grant of \$5,000	15,000 00
Pew Charitable Trusts	2005 Market Street Suite 1700	Philadelphia	PA	19103	Public	support for the Illinois Cultural Data project	10,000 00
Piedmont Environmental Council	PO Box 460	Warrenton	VA	02188	Public	general operating support	100,000 00
Piedmont Environmental Council (coalition for Smarter Growth)	PO Box 460	Warrenton	VA	20188	Non	Washington DC Regional Land Use, Transportation and Affordable	100,000 00
Planned Parenthood of Rhode Island	345 Whitney Avenue	New Haven	CT	06511	Public	public policy and advocacy programs in RI	10,000 00
Posse Foundation	1612 K Street NW	Washington	DC	20006	Public	general operating support	10,000 00
Preservation Society of Newport County	424 Bellevue Avenue	Newport	RI	02840	Public	2009 annual fund	5,000 00
Preservation Society of Newport County	424 Bellevue Avenue	Newport	RI	02840	Public	coaching weekend	10,000 00
Preservation Society of Newport County	424 Bellevue Avenue	Newport	RI	02840	Public	Newport Symposium	1,000 00
Preservation Society of Newport County	424 Bellevue Avenue	Newport	RI	02840	Public	annual fund	1,000 00
Preservation Society of Newport County	424 Bellevue Avenue	Newport	RI	02840	Public	tree preservation project	25,000 00
Preservation Society of Newport County	424 Bellevue Avenue	Newport	RI	02840	Public	coaching weekend	16,500 00
Project Exploration	424 Bellevue Avenue	Chicago	IL	60637	Public	general operating support	600 00
Protestant Episcopal Church in the United States of America	950 East 61st Street #358	Chicago	IL	60610	Public	Auction 2010	7,500 00
Providence Youth Student Movement	1424 North Dearborn Parkway	Providence	RI	02840	Public	restricted media campaign	20,000 00
Public Interest Projects	80 Broad Street Suite 1600	New York	NY	10004	Non	For Chicago CPER	
Rhode Island Arts Foundation at Newport, Inc	PO Box 3300	Newport	RI	02840	Public	annual fund	1,000 00
Rhode Island Arts Foundation at Newport, Inc	PO Box 3300	Newport	RI	02840	Public	general operating support	10,000 00
Rhode Island Community Food Bank Association	200 Atlantic Avenue	Providence	RI	02907	Public	operating support	25,000 00
Rhode Island Kids Count Inc	One Union Station	Providence	RI	02903	Public	operating support	30,000 00
Rhode Island Legal Services Inc	56 Pine Street	Providence	RI	02903	Public	Newport office operating support	25,000 00
Rhode Island Natural History Survey	PO Box 1858	Kingston	RI	02881	Public	Aquidneck Island coyote management program	25,000 00
Rhode Island Zoological Society	1000 Elmwood Avenue	Providence	RI	02907	Public	general operating support	5,000 00
Robert Potter League for Animals Inc	PO Box 412	Newport	RI	02840	Public	general operating support	20,000 00
Rocky Mountain Wildlife Conservation	1946 WCR 53	Kennesburg	CO	80643	Public	general operating support	3,400 00
Rush University Medical Center	1700 West Van Buren Street Suite	Chicago	IL	60612	Public	nursing morale project	30,000 00
Save The Bay Inc	100 Save the Bay Drive	Providence	RI	02916	Public	general operating support \$35,000 / Newport Exploratin Center	50,000 00
Sea Shepherd Conservation Society	PO Box 2616	Friday Harbor	WA	98250	Public	general operating support	2,000 00
Seed Foundation Inc	1776 Massachusetts Avenue NW	Washington	DC	20036	Public	general operating support	2,500 00
Shake-A-Leg Inc	PO Box 1264	Newport	RI	02840	Public	adaptive sailing program	10,000 00
Shakespeare Theatre	516 8th Street SE	Washington	DC	20003	Public	general operating support	5,000 00
Sierra Club Foundation	85 Second Street Suite 750	San Francisco	CA	94105	Public	Transportation Choices 2020 campaign	15,000 00
Signature Theatre Inc	2320 S Street NW	Arlington	VA	22206	Public	general operating support	5,000 00
Society for the Preservation of New England Antiquities Inc	141 Cambridge Street	Boston	MA	02114	Public	Project CHICK	5,000 00
St George's School	PO Box 1910	Newport	RI	02840	Public	annual fund recognition of WNW	50,000 00
Student Conservation Association Inc	1800 North Kent Street	Arlington	VA	22209	Public	DC Conservation Leadership Corps	7,500 00
Synetic Theatre Inc	4041 Campbell Avenue	Arlington	VA	22206	Public	general operating support	5,000 00
Textile Museum	2320 S Street NW	Washington	DC	20008	Public	general operating support	3,000 00
Third Sector New England Inc	PO Box 633	Saunderstown	RI	02874	Public	general operating support Rhode Island Land Trust Council	15,000 00
Trinity Repertory Company	201 Washington Street	Providence	RI	02903	Public	honor of Nuala and Claiborne Pell	10,000 00
Trustees of the Corcoran Gallery of Art	500 Seventeenth Street NW	Washington	DC	20006	Public	annual fund 2009	2,500 00
Trustees of Westminster School Inc	995 Homewood Street	Simsbury	CT	06070	Public	Endowment for Financial Aid	20,000 00
Tudor Place Foundation Inc	1644 31st Street NW	Washington	DC	20007	Public	general operating support	10,000 00
U Street Theatre Foundation Inc	1215 U Street NW	Washington	DC	20009	Public	general operating support	2,500 00

Umoja Student Development Corporation	2935 West Polk Room 116	Chicago	IL	60612	Public	general operating support	600 00
Umoja Student Development Corporation	2935 West Polk Room 116	Chicago	IL	60612	Public	general operating support	500 00
United States Conference of Catholic Bishops-Holy Cross Hospital of	1500 Forest Glen Road	Silver Spring	MD	20910	Public	Improving Nurse Morale Respite Room Experience	16,168 00
Silver Spring Inc							
United States Conference of Catholic Bishops-Little Sisters of the	80 West Northwest Highway	Palatine	IL	60067	Public	general operating support	4,500 00
Poor St Josephs Home for the Elderly	721 North LaSalle Street	Chicago	IL	60610	Public	for the Homelessness Prevention Call Center	40,000 00
United States Conference of Catholic Bishops-Options for Housing	6350 North Sheridan Road	Chicago	IL	60660	Public	general operating support	15,000 00
United States Conference of Catholic Bishops-Sacred Heart Schools	1710 Rhode Island Avenue NW	Washington	DC	20036	Public	general operating support	25,000 00
United States International Council on Disabilities	560 West Lake Street	Chicago	IL	60661	Public	Naperville United Way Campaign	1,000 00
United Way of Metropolitan Chicago	220 South Ferry Road	Narragansett	RI	02882	Public	Newport Harbor redeveloping planning initiative	25,000 00
University of Rhode Island Foundation	PO Box 8860	Madison	WI	53708	Public	Bolt Center for Arts Administration, UW Madison School of Business	134 00
University of Wisconsin Foundation	1327 14th Street NW	Washington	DC	20005	Public	general operating support	10,000 00
Urban Alliance Foundation Inc	124 Raymond Avenue	Poughkeepsie	NY	12604	Public	William Gifford Fund for Visiting Writers	668 00
Vassar College	124 Raymond Avenue	Poughkeepsie	NY	12604	Public	Annual Fund	1,000 00
Vassar College	124 Raymond Avenue	Poughkeepsie	NY	12604	Public	Annual Fund	1,000 00
Visiting Nurse Service of Newport & Bristol Counties	1184 East Main Road	Portsmouth	RI	02871	Public	general operating support	15,000 00
Washington Animal Rescue League	71 Oglethorpe Street NW	Washington	DC	20011	Public	general operating support	5,000 00
Washington Area Community Investment Fund Inc		Washington	DC	20005	Public	Technical assistance and access to capital	
Washington Area Consortium on HIV Infection in Youth	1012 14th Street NW	Washington	DC	20005	Non	DCAVA's Youth Empowerment	8,000 00
Washington DC International Film Festival Inc	PO Box 21396	Washington	DC	20009	Public	general operating support for youth programs	2,500 00
Washington Drama Society Inc	1160 6th Street SW	Washington	DC	20024	Public	general operating support	5,000 00
Washington National Opera	2600 Virginia Ave NW	Washington	DC	20037	Public	Education programs	30,000 00
Washington Regional Association of Grantmakers	1400 16th Street NW	Washington	DC	20036	Public	leadership grant	5,000 00
Washington Regional Association of Grantmakers	1400 16th Street NW	Washington	DC	20036	Public	medical morale grantmaking program	100,000 00
Washington Square Services Corporation	50 Washington Square	Newport	RI	02840	Public	McKinney Cooperative Shelter	15,000 00
Women's Board of Northwestern Memorial Hospital	676 North St Clair Street Suite 1717	Chicago	IL	60611	Public	general operating support	1,500 00
Women's Health and Education Fund	PO Box 5863	Providence	RI	02903	Public	general operating support and match of challenge grant	10,000 00
Woodlands Academy	760 East Westleigh Road	Lakeforest	IL	60045	Public	general operating support	5,000 00
Woolly Mammoth Theatre Co	917 M Street NW	Washington	DC	20001	Public	general operating support	5,000 00
Word Beats and Life Inc	1525 Newton Street NW	Washington	DC	20010	Public	general operating support	11,322,603 00
The Elizabeth Prince Charitable Trust	40 Kennedy Plaza Suite 1500	Providence	RI	02903	Private	pursuant to family settlement agreement	11,322,603 00
The Diana Oehrli Charitable Trust	400 Atlantic Avenue	Boston	MA	02110	Private	pursuant to family settlement agreement	11,322,603 00
The Regis de Ramel Family Charitable Trust	174 Bellevue Ave Suite 312	Newport	RI	02840	Private	pursuant to family settlement agreement	11,322,603 00
The de Ramel Foundation	29 Howard Street	Newport	RI	02840	Private	pursuant to family settlement agreement	48,644,240 00
TOTAL							

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file) Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for *Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization FREDERICK HENRY PRINCE TESTAMENTARY TRUST		Employer identification number 36-6009208
	Number, street, and room or suite no. If a P O box, see instructions 303 WEST MADISON STREET		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CHICAGO, IL 60606		

Check type of return to be filed (file a separate application for each return)

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ► **TONI DOBBINS**

Telephone No ► **312 419-8700**

FAX No ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/16, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ☒ calendar year **2009** or
 ► ☐ tax year beginning _____, and ending _____

- 2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 15,200.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 0.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 15,200.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 4-2009)