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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation
FREDERICK HENRY PRINCE TESTAMENTARY TRUST

A Employer identification number 36-6009208

Number and street (or P O box number if mail is not delivered to street address) 303 WEST MADISON STREET
Room/suite 1900

B Telephone number (see page 10 of the instructions) (312) 419-8700

City or town, state, and ZIP code
CHICAGO, IL 60606

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 foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 96,895,272.

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)	0.			
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	777,962.			
b	Gross sales price for all assets on line 6a 859,011.				
7	Capital gain net income (from Part IV, line 2)		859,011.		
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)	1,969,530.	1,969,530.	0.	ATCH 1
12	**Total** Add lines 1 through 11	2,747,492.	2,828,541.	0.	
13	Compensation of officers, directors, trustees, etc	70,000.	35,000.	0.	35,000.
14	Other employee salaries and wages	446,948.	29,190.	0.	417,758.
15	Pension plans, employee benefits	119,635.	12,505.	0.	107,130.
16a	Legal fees (attach schedule) ATCH 2	18,766.	0.	0.	18,766.
b	Accounting fees (attach schedule) ATCH 3	11,313.	7,919.	0.	3,394.
c	Other professional fees (attach schedule) *	151,780.	19,110.	0.	132,670.
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) **	88,102.	7,190.	0.	50,712.
19	Depreciation (attach schedule) and depletion	8,811.	0.	0.	
20	Occupancy	66,946.	0.	0.	66,946.
21	Travel, conferences, and meetings	24,062.	0.	0.	24,062.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	89,222.	318.	0.	88,904.
24	**Total operating and administrative expenses.** Add lines 13 through 23	1,095,585.	111,232.	0.	945,342.
25	Contributions, gifts, grants paid	3,425,270.			3,425,270.
26	**Total expenses and disbursements** Add lines 24 and 25	4,520,855.	111,232.	0.	4,370,612.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-1,773,363.			
b	**Net investment income** (if negative, enter -0-)		2,717,309.		
c	**Adjusted net income** (if negative, enter -0-)			0.	

Revenue

Operating and Administrative Expenses

For Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 4 JSA ** ATCH 5 Form **990-PF** (2010)

G14
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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	192,584.	1,198,104.	1,198,104.
	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 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ *		* 1,800,000.	ATCH 7
		Less allowance for doubtful accounts ▶	1,800,000.	1,800,000.	1,800,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	0.	3,092.	3,092.
	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	89,936,599.	93,871,210.	93,871,210.
	14	Land, buildings, and equipment basis ▶ 208,357. Less accumulated depreciation (attach schedule) ▶ 185,491.	31,271.	22,866.	22,866.
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	91,960,454.	96,895,272.	96,895,272.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
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	91,960,454.	96,895,272.	
	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)	91,960,454.	96,895,272.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	91,960,454.	96,895,272.	

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	91,960,454.
2	Enter amount from Part I, line 27a	2	-1,773,363.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 9	3	6,708,181.
4	Add lines 1, 2, and 3	4	96,895,272.
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	96,895,272.

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (*from col* (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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	859,011.
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))
2009	4,118,239.	101,702,013.	0.040493
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

2 **Total** of line 1, column (d)	2	0.253171
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	0.050634
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	88,909,686.
5 Multiply line 4 by line 3	5	4,501,853.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,173.
7 Add lines 5 and 6	7	4,529,026.
8 Enter qualifying distributions from Part XII, line 4	8	4,370,612.

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

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	54,346.
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	54,346.
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	54,346.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 . . . . — 6a: 27,282.		
b	Exempt foreign organizations-tax withheld at source . . . . — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) . . . . — 6c: 30,000.		
d	Backup withholding erroneously withheld . . . . — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	57,282.
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	2,936.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 2,936. **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?	1a		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)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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* . .	7	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*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?	13	X	

Website address ▶ HTTP://FOUNDATIONCENTER.ORG/GRANTMAKER/PRINCE

14 The books are in care of ▶ TONI DOBBINS Telephone no ▶ 312-419-8700

Located at ▶ 303 WEST MADISON STREET, SUITE 1900 CHICAGO, IL ZIP + 4 ▶ 60606

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 ▶ 15

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **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 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ **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 22 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 2010 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 2010)*	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 2010?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? **5b** — No: X

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** — No: X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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		529,451.	180,605.	0.

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

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
N/A		
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 24 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 ▶	

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	88,968,211.
b	Average of monthly cash balances	1b	1,295,430.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	90,263,641.
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	90,263,641.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,353,955.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	88,909,686.
6	**Minimum investment return.** Enter 5% of line 5	6	4,445,484.

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	4,445,484.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	54,346.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	54,346.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	4,391,138.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	4,391,138.
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	4,391,138.

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	4,370,612.
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	4,370,612.
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	4,370,612.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					4,391,138.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only					
b Total for prior years 20 08 ,20 07 ,20 06					
3 Excess distributions carryover, if any, to 2010					
a From 2005	1,214,141.				
b From 2006	270,030.				
c From 2007	0.				
d From 2008	149,536.				
e From 2009	0.				
f Total of lines 3a through e		1,633,707.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 4,370,612.					
a Applied to 2009, 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 2010 distributable amount					4,370,612.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		20,526.			20,526.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,613,181.			
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 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		1,193,615.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		419,566.			
10 Analysis of line 9					
a Excess from 2006	270,030.				
b Excess from 2007	0.				
c Excess from 2008	149,536.				
d Excess from 2009	0.				
e Excess from 2010	0.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a 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 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 12

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

ATTACHMENT 13

c Any submission deadlines

ATTACHMENT 14

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				3,425,270.
Total ▶ 3a				3,425,270.
b *Approved for future payment*				
Total ▶ 3b				

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 (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					
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	1,969,530.	
8 Gain or (loss) from sales of assets other than inventory			18	777,962.	
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)				2,747,492.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 2,747,492.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
N/A	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (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

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee

Date: 8-15-11

Title: TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KRISTIN FICKER	Kristin Ficker	8-11-11		P01254056

Firm's name ▶ CROWE HORWATH LLP

Firm's EIN ▶ 35-0921680

Firm's address ▶ 70 W. MADISON ST, SUITE 700
CHICAGO, IL 60602

Phone no 312-899-7000

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					898,000.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-38,989.	
TOTAL GAIN (LOSS)							859,011.	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INCOME FROM PRINCE CHARITABLE POOLED FND	1,956,524.	1,956,524.	0.
RECOVERY OF LOSS FROM INVESTMENT	11,816.	11,816.	0.
OTHER INCOME	1,190.	1,190.	0.
TOTALS	1,969,530.	1,969,530.	0.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		18,766.	0.	0.	18,766.
	TOTALS	18,766.	0.	0.	18,766.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		11,313.	7,919.	0.	3,394.
	TOTALS	11,313.	7,919.	0.	3,394.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PROFESSIONAL SERVICES	105,087.	0.	0.	105,087.
ADMINISTRATIVE SERVICES	46,693.	19,110.	0.	27,583.
TOTALS	151,780.	19,110.	0.	132,670.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
EXCISE TAX		30,200.	0.	0.	0.
PAYROLL TAX		57,902.	7,190.		50,712.
	TOTALS	88,102.	7,190.	0.	50,712.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	23,014.	0.	0.	23,014.
MISCELLANEOUS	523.	0.	0.	523.
OFFICE EXPENSE	24,742.	0.	0.	24,742.
FUNCTION SUPPORT	4,808.	0.	0.	4,808.
PAYROLL SERVICES	2,564.	318.	0.	2,246.
COMPUTER EXPENSE	1,154.	0.	0.	1,154.
INSURANCE EXP - GENERAL	32,417.	0.	0.	32,417.
TOTALS	89,222.	318.	0.	88,904.

ATTACHMENT 7

FORM 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: 07/31/2012
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	1,800,000.
ENDING FAIR MARKET VALUE	1,800,000.
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	1,800,000.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	1,800,000.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	1,800,000.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PRINCE CHARITABLE TRUST POOLED	89,936,599.	93,871,210.	93,871,210.
TOTALS	89,936,599.	93,871,210.	93,871,210.

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

DESCRIPTION		AMOUNT
UNREALIZED GAIN		6,708,181.
	TOTAL	6,708,181.

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 2.50	35,000.	0.	0.
PATRICK WOOD-PRINCE 303 W. MADISON STREET CHICAGO, IL 60606	TRUSTEE 2.50	35,000.	0.	0.
	GRAND TOTALS	70,000.	0.	0.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BENNA WILDE 303 WEST MADISON STREET SUITE 1900 CHICAGO, IL 60606	MANAGING DIRECTOR 35.00	175,582.	32,851.	0.
KRISTIN PAULY 816 CONNECTICUT AVE. NW WASHINGTON, DC 20006	MANAGING DIRECTOR 35.00	124,138.	35,024.	0.
CHARLES TWICHELL 303 WEST MADISON STREET SUITE 1900 CHICAGO, IL 60606	PROGRAM OFFICER 35.00	83,616.	38,282.	0.
TONI DOBBINS 303 WEST MADISON STREET SUITE 1900 CHICAGO, IL 60606	DIR OF ACCT & HR 35.00	78,753.	35,867.	0.
SHARON ROBISON 303 WEST MADISON STREET SUITE 1900 CHICAGO, IL 60606	GRANTS MANAGER 35.00	67,362.	38,581.	0.
	TOTAL COMPENSATION	529,451.	180,605.	0.

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

ATTACHMENT 13

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.

ATTACHMENT 14

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.

Frederick H Prince Testamentary Trust
Contributions
for the year Ended December 31, 2010

Part XV, Line 3A
FEIN 36-6009208

Organization	Street Address	City	State	Status	Purpose	Amount
After-School Matters Inc	78 East Washington Street 2nd Floor	Chicago	IL	Public	project support for Gallery37 downtown program	10,000 00
Albany Park Theater Project	PO Box 257995	Chicago	IL	Public	general operating support	500 00
Albany Park Theater Project	PO Box 257995	Chicago	IL	Public	general operating support	15 000 00
Allendale Association Inc	PO Box 1088	Lake Villa	IL	Public	for the Allendale Shelter Club	5,000 00
Allendale Association Inc	PO Box 1088	Lake Villa	IL	Public	operating support	3,000 00
Alliance for the Great Lakes	17 North State Street, Suite 1390	Chicago	IL	Public	for the Chicago coastal open space program	25,000 00
American National Red Cross	2025 E Street NW	Washington	DC	Public	general operating support	5 000 00
American University	4000 Brandywine Stree NW	Washington	DC	Public	acquisition and broadcast of "Car Talk"	2 500 00
Animal Welfare League	10305 Southwest Highway	Chicago Ridge	IL	Public	in honor of Mrs Owen B Jones	10,000 00
Animal Welfare League	10305 Southwest Highway	Chicago Ridge	IL	Public	general operating support	500 00
Aquidneck Island Land Trust	790 Aquidneck Avenue	Middletown	RI	Public	land acquisition	150,000 00
Aquidneck Island Land Trust	790 Aquidneck Avenue	Middletown	RI	Public	general operating support	50,000 00
Aquidneck Island Planning Commission	437 Broadway	Newport	RI	Public	general operating support	12 000 00
Art Institute of Chicago	111 South Michigan Avenue	Chicago	IL	Public	general operating support	2,500 00
Art Institute of Chicago	111 South Michigan Avenue	Chicago	IL	Public	one-time grant for organizational assessment - Gene Siskel Film Center)	15 000 00
Avon Products Foundation Incorporated	Avon Plaza	Rye	NY	Public	Avon Walk for Breast Cancer	200 00
Avon Products Foundation Incorporated	Avon Plaza	Rye	NY	Public	Avon Walk for Breast Cancer	100 00
Ballet Theatre Foundation Inc	890 Broadway	New York	NY	Public	general operating support for DC performances	5,000 00
Barnard College	3009 Broadway	New York	NY	Public	2011 annual fund	1,000 00
Beacon House Community Ministry Inc	601 Edgewood St NE #15	Washington	DC	Public	general operating support	10,000 00
Big Shoulders Fund	309 W Washington Suite 550	Chicago	IL	Public	general operating support in honor of Elizabeth Cole	10,000 00
Boston Symphony Orchestra Inc	301 Massachusetts Avenue	Boston	MA	Public	in honor of Ellen Highsteing, Director Tanglewood Music Center	434 00
Boy Scouts of America	PO Box 14777	East Providence	RI	Public	Project COPE for Aquidneck Island	6 000 00
Boys Clubs & Girls Clubs of Newport County Inc	95 Church Street	Newport	RI	Public	general operating support	20 000 00
Brainfood Inc	1525 Newton Street NW	Washington	DC	Public	general operating support	10 000 00
Bread for the City Inc	1525 Seventh Street NW	Washington	DC	Public	capital funding for the new medical building	25,000 00
Brooks School	1160 Great Pond Road	North Andover	MD	Public	2010 Annual Fund	1,000 00
Brookings Institution	1775 Massachusetts Avenue NW	Washington	DC	Public	Metropolitan Policy Program s Study of Walkable Urban Places Phase I	15,000 00
Brooklyn Friends School	375 Pearl Street	Brooklyn	NY	Public	for the Annual Fund	200 00
Building Bridges Across the River	1901 Mississippi Avenue SE	Washington	DC	Public	THEARC Theater general operating support	7,500 00
Bull Run Mountain Conservancy	PO Box 210	Broad Run	VA	Public	general operating support	8,000 00
Calvary Womens Services Inc	110 Maryland Ave NE #103	Washington	DC	Public	general operating support	10 000 00
Carnegie Institution of Washington	1530 P Street NW	Washington	DC	Public	general operating support	2 500 00
Casa Central Social Services Corporation	1343 N California Avenue	Chicago	IL	Public	EQUIP grant - Behavior Management Program	7,000 00
Cathedral Choral Society of Washington DC Washington Cathedral	Washington National Cathedral	Washington	DC	Public	general operating support	3,500 00
Center for Watershed Protection	8390 Main Street 2nd Floor	Ellicott City	MD	Public	general operating support	1,000 00
Cesar Chavez Public Charter Schools for Public Policy (The DC Promises Neighborhood Project)	709 12th Street SE	Washington	DC	Non 501(c)(3)	planning grant to match Federal grant from Department of Education	25,000 00
Cesar Chavez Public Charter Schools for Public Policy (The DC Promises Neighborhood Project)	709 12th Street SE	Washington	DC	Non 501(c)(3)	Promise Neighborhood planning process	5 000 00
Chesapeake Bay Trust	60 West Street Suite 405	Annapolis	- MD	Public	2010 support for the Agriculture Initiative of CBFN,"Strong Communities Healthy Waters" final grant	10,000 00
Chicago Academy of Sciences	2430 North Cannon Drive	Chicago	IL	Public	general operating support	10,000 00
Chicago Childrens Choir	78 East Washington Street 5th Floor	Chicago	IL	Public	general operating support	20,000 00
Chicago Dramatist	1105 W Chicago Avenue	Chicago	IL	Public	general operating support	10,000 00
Chicago Family Health Center Inc	9119 S Exchange Avenue	Chicago	IL	Public	employee intranet	10,000 00
Chicago Foundation for Women	One East Wacker Drive Suite 1620	Chicago	IL	Public	25th Anniversary Luncheon	5 000 00
Chicago High School for the Arts	3200 South Calumet Aveune	Chicago	IL	Public	support for arts instruction	10 000 00
Chicago Theatre Group Inc	170 North Dearborn	Chicago	IL	Public	general operating support	5,000 00
Chicago Theatre Group Inc	170 North Dearborn	Chicago	IL	Public	for the Annual Fund	100 00
Chicago Theatre Group Inc	170 North Dearborn	Chicago	IL	Public	Prince Prize for Commissioning Original Work	75,000 00
Child and Family Services of Newport County	31 John Clarke Road	Middletown	RI	Public	to initiate "Living Well in Newport"	25,000 00
Childrens Law Center Incorporated	616 H Street NW Suite 300	Washington	DC	Public	Health Access Project Mary's Center Partnership	15 000 00
Childrens Memorial Foundation	200 Childrens Plaza	Chicago	IL	Public	for the Niansha Project in honor of the wedding of Jacob and Jeb Solotaroff as part of the tribute program	200 00
Citizens Association of Georgetown	1365 Wisonsin Avenue NW Suite 200	Washington	DC	Public	general operating support $2500 and Trees for Georgetown $2500	5 000 00
City Blossoms Inc	3616 Malden Avenue	Baltimore	MD	Public	general operating support	5,000 00
Colorado Environmental Coalition Inc	1536 Wynkoop Street	Denver	CO	Public	general operating support	3 300 00
Columbia College	600 S Michigan Ave	Chicago	IL	Public	general operating support	5,000 00
Company of the Redwood Library and Athenaeum	50 Bellevue Avenue	Newport	RI	Public	general operating support	25,000 00
Coordinated Advice and Referral Program for Legal Services	17 N State Street Suite 1850	Chicago	IL	Public	general operating support	500 00
Council on Foundations Inc	2121 Crystal Drive Suite 700	Arlington	VA	Public	general operating support	4,500 00

Frederick H Prince Testamentary Trust
Contributions
for the year Ended December 31 2010

Part XV, Line 3A
FEIN 36-6009208

Organization	Street Address	City	State	Status	Purpose	Amount
Cultural Development Corporation of the District of Columbia	916 G Street NW	Washington	DC	Public	general operating support	5,000 00
Days End Farm Horse Rescue Inc	PO Box 309	Lisbon	MD	Public	general operating support	2 500 00
DC Alliance of Youth Advocates Inc	1012 14th Street NW	Washington	DC	Public	general operating support	8,000 00
DC Rape Crisis Center	PO Box 34125	Washington	DC	Public	general operating support	5,000 00
DC Wheel Productions Inc	3225 8th Stree NE	Washington	DC	Public	general operating support	8,000 00
District of Columbia Appleseed Center for Law and Justice Inc	1111 14th Street NW	Washington	DC	Public	Anacostia Jobs and Housing Project	25,000 00
District of Columbia Appleseed Center for Law and Justice Inc	1111 14th Street NW	Washington	DC	Public	Anacostia Jobs and Housing Project $60,000 year 2008,2009,2010	60,000 00
District of Columbia Primary Care Association	1411 K Street NW	Washington	DC	Public	Raising Morale through Reducing Systemic Stressors	40 000 00
Doctors Without Borders	333 7th Avenue 2nd Floor	New York	NY	Public	Haiti Relief	5,000 00
Doctors Without Borders	333 7th Avenue 2nd Floor	New York	NY	Public	relief in Pakistan and Haiti	5 000 00
Doctors Without Borders	333 7th Avenue 2nd Floor	New York	NY	Public	Haiti Relief	10 000 00
Donors Forum of Chicago	208 South LaSalle Street Suite 1540	Chicago	IL	Public	membership renewal $4500 annual luncheon sponsorship $3500, general operating support $1230	9,230 00
Eagle Hill Farm Equine Rescue	31584 Eleys Ford Road	Fredricksburg	VA	Public	general operating support	2,500 00
Earth Sangha Inc	10123 Commonweath Blvd	Fairfax	VA	Public	Wild Plant Nursery	10,000 00
East Bay Community Action Program	35 Dexter Street	Newport	RI	Public	general operating support	20 000 00
East Bay Community Action Program	35 Dexter Street	Newport	RI	Public	early childhood programs	25,000 00
Eighth Blackbird Performing Arts Association	5315 N Clark Street #104	Chicago	IL	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	Public	operating support	2 300 00
Ellington Fund	3500 R Street NW	Washington	DC	Public	general operating support	10,000 00
Engaged Community Offshoots	3901 Livingston	Hyattsville	MD	Public	"Sowing Seeds Here and Now"	2,500 00
Environmental Film Festival in the Nations Capital	1228 1/2 31st Street NW	Washington	DC	Public	for outreach program for children and youth	7,500 00
Episcopal School of Los Angeles	PO Box 691404	Los Angeles	CA	Public	general operating support	10,000 00
Equine Rescue League Foundation	PO Box 4366	Leesburg	VA	Public	general operating support	2,500 00
Evergreen Invitational NFP	251 East Huron Street Suite 3-200	Chicago	IL	Public	sponsorship of Evergreen Invitational 2010 to benefit Prentice Womens Hospital	10 000 00
Facilitating Leadership in Youth Inc	611 Pennsylvania Avenue SE #409	Washington	DC	Public	general operating support	5,000 00
Fair Chance	2000 M Street NW	Washington	DC	Public	general operating support	8,000 00
Fay School Inc	48 Main Street	Southborough	MA	Public	2010 Annual Fund	1,000 00
Fihankra Akoma Ntoaso FAN	2041 Martin Luther King Jr Ave SE	Washington	DC	Public	general operating support	10,000 00
FLOC for Love of Children	1763 Columbia Road NW	Washington	DC	Public	Educational Guidance & Advocacy Program	10,000 00
Food & Friends Inc	219 Riggs Road NE	Washington	DC	Public	for the Morale Building Program	50,000 00
Fort Adams Trust Inc	90 Fort Adams Drive	Newport	RI	Public	to purchase the Sgt Foshey trunk	5 000 00
Foundation Center	1627 K Street NW 3rd Floor	Washington	DC	Public	general operating support for the Washington, DC library/resource center	3,000 00
Fountain House Inc	425 West 47th Street	New York	NY	Public	for the Gala	4 000 00
Friends of Audubon School	3500 N Hoyne Street	Chicago	IL	Public	general operating support	200 00
Friends of Audubon School	3500 N Hoyne Street	Chicago	IL	Public	general operating support	2,000 00
Friends of Audubon School	3500 N Hoyne Street	Chicago	IL	Public	general operating support	300 00
Friends of Audubon School	3500 N Hoyne Street	Chicago	IL	Public	Redmoon Theatre Partnership	1,666 00
Friends of Conservation - Friends	700 Commerce Drive Suite 500	Oak Brook	IL	Public	general operating support	5,000 00
Girl Scout Council of the Nations Capital	4301 Connecticut Avnue NW Suite M-2	Washington	DC	Public	teen programs in DC	5,000 00
Glass Slipper Project	PO Box 577915	Chicago	IL	Public	general operating support	500 00
Greater Boston Food Bank Inc	70 South Bay Avenue	Boston	MA	Public	on behalf of Nancy Milman	2,000 00
Greater Washington Educational Telecommunications Association Inc	2775 South Quincy Street	Arlington	VA	Public	WETA 90 5 FM opera broadcasts	5 000 00
Greenhome Inc	PO Box 42676	Washington	DC	Public	general operating support	20,000 00
Grow Smart Rhode Island	235 Promenade Street Suite 550	Providence	RI	Public	general operating support	40,000 00
Hope for Animals Clear Creek Rescue	PO Box 63	Georgetown	CO	Public	general operating support	4 000 00
Hope Funds for Cancer Research	226 Bellevue Avenue Suite 11	Newport	RI	Public	support for fellowships for cancer research	10 000 00
House Theatre of Chicago	4611 N Ravenswood Ave Stuite 206	Chicago	IL	Public	general operating support	10 000 00
Howard Brown Health Center	4025 North Sheridan Road	Chicago	IL	Public	general operating support	5 000 00
Hugh Gregory Gallagher Motivational Theatre Inc	Po Box 1048	Easton	MD	Public	one-time organizational development support	15,000 00
Hyde School	PO Box 237	Woodstock	CT	Public	2010 annual fund	1 000 00
Illinois Maternal and Child Health Coalition	1256 West Chicago Avenue	Chicago	IL	Public	IL Coalition of School Health Centers' Administrative Cost-Sharing Project	25 000 00
Indiana University Foundation	902 West New York Street	Bloomington	IN	Public	for the Pierce Edition Project	2,500 00
Initiative to Educate Afghan Women	PO Box 47	Warren	RI	Public	matching grant program one time grant	10,000 00
Institute of Women Today	7315 S Yale	Chicago	IL	Public	general operating support	150 00
International Contemporary Ensemble Foundation Inc	1834 N Burley #BF	Chicago	IL	Public	general operating support	10 000 00
Island Moving Company	PO Box 746	Newport	RI	Public	general operating support	20 000 00
Josie King Foundation Inc	6137 Barroll Road	Baltimore	MD	Public	Care for the Caregiver program	25,000 00
Juvenile Diabetes Research	11 South LaSalle Street #1800	Chicago	IL	Public	general operating support	400 00
Key School Inc	534 Jillsmere Drive	Annapolis	MD	Public	annual fund	1,000 00
La Casa Norte	3533 W North Avenue	Chicago	IL	Public	general operating support	150 00

Frederick H Prince Testamentary Trust
Contributions
for the year Ended December 31, 2010

Part XV, Line 3A
FEIN 36-6009208

Organization	Street Address	City	State	Status	Purpose	Amount
Lake Forest Hospital	660 N Westmoreland Road	Lake Forest	IL	Public	general operating support	3,500 00
Lake Forest Country Day School	145 South Green Bay Road	Lake Forest	IL	Public	operating support	5,000 00
Lambs Farm Inc	PO Box 520	Libertyville	IL	Public	general operating support	4,500 00
Latin American Youth Center Inc	1419 Columbia Road NW	Washington	DC	Public	art and media house	10,000 00
Latin School of Chicago	59 West North Boulevard	Chicago	IL	Public	general operating support	5,000 00
Latin School of Chicago	59 West North Boulevard	Chicago	IL	Public	Lation School Auction recognition of the involvement of Sophie Bross	25,000 00
Latin School of Chicago	59 West North Boulevard	Chicago	IL	Public	science facilities for middle school students	50,000 00
Lawndale Christian Health Center	3860 W Ogden Avenue	Chicago	IL	Public	for the electronic data storage and backup project	25 000 00
Life Pieces to Masterpieces	5002 Hayes Street NE	Washington	DC	Public	for the Art and Media House	10 000 00
Lift Inc	800 7th Street NW Suite 300	Washington	DC	Public	general operating support DC Program	10,000 00
Lucys Hearth	913 West Main Road	Middletown	RI	Public	general operating support	20 000 00
Lutheran University Association	1401 Linwood Avenue	Valpraiso	IN	Public	Project on Civic Reflection for the Strengthening Those Who Serve Reflective Reading Programs for Pallative and Hospice Care Teams	9,763 00
Lyric Opera of Chicag	20 N Wacker Drive	Chicago	IL	Public	Annual Fund for the 2010-2011 season in recognition of the involvement of Elizabeth Cole	7 500 00
Maderia School Inc	8328 Georgetown Pike	McLean	RI	Public	2010 Annual Fund	2,000 00
Maderia School Inc	8328 Georgetown Pike	McLean	RI	Public	"Cottages for Community" capital campaign	60 000 00
Maderia School Inc	8328 Georgetown Pike	McLean	RI	Public	"Cottages for Community" capital campaign	40,000 00
Make a Wish Foundation of Norhern Illinois	640 North LaSalle Street Suite 280	Chicago	IL	Public	wish allocation fund	2 500 00
Martin Luther King Community Center	20 Drs Marcus F Wheatland Boulevard	Newport	RI	Public	general operating support	20,000 00
Meals on Wheels of RI Inc	70 Bath Street	Providence	RI	Public	general operating support	10,000 00
Metropolitan Opera Association Inc	Lincoln Center	New York	NY	Public	support the Met Broadcasts	2,500 00
Miriam Hospital	164 Summit Avenue	Providence	RI	Public	Novice Nurse Internship Program	12,000 00
Mount Sinai Hospital Medical Center	1501 S California Ave Ste F122	Chicago	IL	Public	for handheld electronic charting devices for the new community health center	25,000 00
Music and Dance Theater Chicago Inc	205 East Randolph Drive	Chicago	IL	Public	general operating support	20,000 00
Music of the Baroque Concert	111 N Wabash Suite 810	Chicago	IL	Public	one-time grant for an expanded schedule for the 40th anniversary season	20,000 00
National Audubon Society Inc (Audubon Chicago Region)	1718 Sherman Avenue	Evanston	IL	Public	support Chicago Conservation Programs	15,000 00
National Building Museum	401 F Street NW	Washington	DC	Public	design apprenticeship program	5,000 00
National Gallery of Art	National Gallery of Arts	Washington	DC	Public	Collectors' Committee	15,000 00
National Gallery of Art	National Gallery of Arts	Washington	DC	Public	Exhibition Circle	20,000 00
Nature Conservancy	8 South Michigan Avenue Suite 900	Chicago	IL	Public	general operating support	5 000 00
Nature Conservancy	4245 N Fairfax Drive Suite 100	Arlington	VA	Public	Bahamas Project	5 000 00
Near North Montessori School	1434 West Division Street	Chicago	IL	Public	Annual Fund	5,000 00
The New York Public Library Astor Lenox and Tilden Foundations	Fifth Avenue and 42nd Street	New York	NY	Public	for Astor Conservator	10,000 00
Newport Art Museum and Art Association	76 Bellevue Avenue	Newport	RI	Public	general operating support	25,000 00
Newport County Womens Resource Center	114 Touro Street	Newport	RI	Public	operating support	25,000 00
Newport Historical Society	82 Touro Street	Newport	RI	Public	general operating support	25,000 00
Newport Historical Society	82 Touro Street	Newport	RI	Public	general operating support	5,000 00
Newport Hospital	11 Friendship Street	Newport	RI	Public	to offset uncompensated care	10,000 00
Nonprofit Roundtable of Greater Washington	1201 15th Street NW	Washington	DC	Public	general operating support	5 000 00
Norman Bird Sanctuary Trust	583 Third Beach Road	Middletown	RI	Public	general operating support	25,000 00
Norman Bird Sanctuary Trust	583 Third Beach Road	Middletown	RI	Public	for the restoration of the Paradise Farmhouse	50 000 00
North Central College	30 N Brainard Street	Naperville	IL	Public	Fine Arts Programming	1,666 00
Northern Virginia Affordable Housing Alliance	2706 Silkwood Court	Oakton	VA	Public	general operting support	5 000 00
Northwestern Memorial Foundation	251 East Huron Street	Chicago	IL	Public	Magellan Development Chicago Spring Half Marathon and 10K benefiting the Northwestern Brain Tumor Institute	7 500 00
Northwestern Memorial Hospital	251 East Huron Street	Chicago	IL	Public	for training in Palliative Care and Home Hospice	50,000 00
Oak Park River Forest Food Pantry	848 Lake Street	Oak Park	IL	Public	general operating support	200 00
Orphans of the Storm	2200 Riverwoods Road	Riverwoods	IL	Public	general operating support	500 00
Partners in Health a Nonprofit Corporation	888 Commonwealth Ave 3rd Floor	Boston	MA	Public	Haiti Relief	10,000 00
Partners in Health a Nonprofit Corporation	888 Commonwealth Ave 3rd Floor	Boston	MA	Public	Haiti Relief	5,000 00
Partners in Health a Nonprofit Corporation	888 Commonwealth Ave 3rd Floor	Boston	MA	Public	Haiti Relief	10,000 00
Partners in Health a Nonprofit Corporation	888 Commonwealth Ave 3rd Floor	Boston	MA	Public	Haiti Relief	5,000 00
Patricia M Sitar Center for the Arts	1700 Kalorama Road NW	Washington	DC	Public	general operting support	7,500 00
Peabody Essex Museum Inc	East India Square	Salem	MA	Public	2010 Annual Fund	15,000 00
PEN Faulkner	201 East Capital Street SE	Washington	DC	Public	general operating support for the DC school programs	5 000 00
Perennial Garden Club	3201 N Abingdon Street	Arlington	VA	Public	educational landscape at Bishop Walker School	5,000 00
Piedmont Environmental Council	PO Box 460	Warrenton	VA	Public	Gilberts Corner Protection and Land Use Strategy	35,000 00
Piedmont Environmental Council	PO Box 460	Warrenton	VA	Public	general operating support	120,000 00
Piedmont Environmental Council (Coalition for Smarter Growth)	PO Box 460	Warrenton	VA	Non 501(c)(3)	Washington DC Regional Land Use Transportation and Affordable Housing Campaign	120,000 00
Planned Parenthood of Southern New England Inc	345 Whitney Avenue	New Haven	CT	Public	public policy and advocacy programs in RI	10,000 00
Planned Pethood International	4170 Tennyson Street	Denver	CO	Public	general operating support	10,000 00

Frederick H Prince Testamentary Trust
Contributions
for the year Ended December 31 2010

Part XV, Line 3A
FEIN 36-6009208

Organization	Street Address	City	State	Status	Purpose	Amount
Posse Foundation	1612 K Street NW	Washington	DC	Public	general operating support	10,000 00
Preservation Society of Newport County	424 Bellevue Avenue	Newport	RI	Public	Annual Fund	4,000 00
Preservation Society of Newport County	424 Bellevue Avenue	Newport	RI	Public	for the Newport Symposium	1,000 00
Preservation Society of Newport County	424 Bellevue Avenue	Newport	RI	Public	Gothic Art in the Guilded Age Ball	10,000 00
Preservation Society of Newport County	424 Bellevue Avenue	Newport	RI	Public	tree preservation project	25 000 00
Protestant Episcopal Cathedral Foundation of the D of C	Massachusetts and Wisconsin Ave NW	Washington	DC	Public	Annual Fund	2,500 00
Protestant Episcopal Church Diocese of Chicago Bishops and Trustees (St Chrysotoms Day School)	1424 North Dearborn Parkway	Chicago	IL	Public	general operating support	10,000 00
Protestant Episcopal Church Diocese of Chicago Bishops and Trustees (St Chrysotoms Day School)	1424 North Dearborn Parkway	Chicago	IL	Public	Auction 2010	5 000 00
Public Interest Projects	80 Broad Street Suite 1600	New York	NY	Non 501(c)(3)	For Chicago CPER/Grow Your Own Illinois	20 000 00
Rabies Challenge Fund Charitable Trusts	11561 Salinaz Avenue	Garden Cove	CA	Public	general operating support	666 00
Rectory School Inc	528 Pomfret Street	Pomfret	CT	Public	2010 Annual Fund	1,000 00
Remy Bumppo Theatre Company	3717 Ravenswood Suite 245	Chicago	IL	Public	one-time grant to conduct a patron analysis	15,000 00
Rhode Island Arts Foundation at Newport Incorporated	PO Box 3300	Newport	RI	Public	general operating support	20,000 00
Rhode Island Community Food Bank Association	200 Niantic Avenue	Providence	RI	Public	general operating support for work in Newport County	20 000 00
Rhode Island Kids Count Inc	One Union Station	Providence	RI	Public	general operating support	40,000 00
Rhode Island Legal Services Inc	56 Pine Street	Providence	RI	Public	Newport office operating support	25,000 00
Rhode Island Natural History Survey	PO Box 1858	Kingston	RI	Public	Aquidneck Island coyote management program	20 000 00
Rhode Island Natural History Survey	PO Box 1858	Kingston	RI	Public	Aquidneck Island coyote management program	20,000 00
River North Dance Company	1016 N Dearborn Parkway	Chicago	IL	Public	one-time grant to create a fall time development manager position	25,000 00
Robert Potter League for Animals Inc	PO Box 412	Newport	RI	Public	general operating support	20,000 00
Rocky Mountain Wildlife Conservation	1946 WCR 53	Kennesburg	CO	Public	general operating support	3,400 00
Sargent Shriver National Center on Poverty Las	50 E Washington Street Ste 500	Chicago	IL	Public	general operating support	1,000 00
Save The Bay Inc	100 Save the Bay Drive	Providence	RI	Public	general operating support $35,000 / Newport Exploratin Center $15 000	50 000 00
Sea Shepherd Conservation Society	PO Box 2616	Friday Harbor	WA	Public	general operating support	2 000 00
Seed Foundation Inc	1776 Massachusetts Avenue NW	Washington	DC	Public	general operating support	2 500 00
Shake-A-Leg Inc	PO Box 1264	Newport	RI	Public	general operating support	10,000 00
Shakespeare Theatre	516 8th Street SE	Washington	DC	Public	general operating support in memory of Heidi L Berry	5,000 00
Shedd Aquarium Society	1200 South Lake Shore Drive	Chicago	IL	Public	Oceanarium Revitalization Project in honor of Lloyd A Semple	250,000 00
Shedd Aquarium Society	1200 South Lake Shore Drive	Chicago	IL	Public	general operating support	2,500 00
Sierra Club Foundation	85 Second Street Suite 750	San Francisco	CA	Public	Transportation Choices 2020 campaign	13 000 00
Signature Theatre Inc	4200 Campbell Avenue	Arlington	VA	Public	general operating support	5 000 00
Southeast Environmental Task Force	13300 S Baltimore Avenue	Chicago	IL	Public	general operating support	15 000 00
St Georges School	PO Box 1910	Newport	RI	Public	annual fund	10,000 00
St Patrick Residence	1400 Brookdale Road	Naperville	IL	Public	general operating support	1,000 00
Student Conservation Association Inc	1800 North Kent Street	Arlington	VA	Public	DC Conservation Leadership Corps	7,500 00
Susan G Komen Breast Cancer Foundation	8765 W Higgins Suite 401	Chicago	IL	Public	Sue s Breast Friends Team	200 00
Susan G Komen Breast Cancer Foundation	8765 W Higgins Suite 401	Chicago	IL	Public	Sue s Breast Friends Team	100 00
Susan G Komen Breast Cancer Foundation	8765 W Higgins Suite 401	Chicago	IL	Public	Sue s Breast Friends Team	100 00
Susan G Komen Breast Cancer Foundation	8765 W Higgins Suite 401	Chicago	IL	Public	general operating support	166 00
Synetic Theatre Inc	4041 Campbell Avenue	Arlington	VA	Public	general operating support	5 000 00
Textile Museum	2320 S Street NW	Washington	DC	Public	general operating support	5,000 00
Third Sector New England Inc	PO Box 633	Saunderstown	RI	Public	general operating support Rhode Island Land Trust Council	15 000 00
Through the Kitchen Door International Inc	3305 Pauline Drive	Chevy Chase	MD	Public	general operating support	2,500 00
Timeline Theatre Company	615 W Wellington Ave	Chicago	IL	Public	one-time grant to expand the part-time audience services manager position to full-time	20,000 00
Travellers Rest Equine Elders Sanctuary	PO Box 2260	Spotsylvania	VA	Public	general operating support	2,500 00
Trustees of the Corcoran Gallery of Art	500 Seventeenth Street NW	Washington	DC	Public	general operating support	5,000 00
Tudor Place Foundation Inc	1644 31st Street NW	Washington	DC	Public	garden party	3,000 00
Tudor Place Foundation Inc	1644 31st Street NW	Washington	DC	Public	general operating support	7,000 00
U Street Theatre Foundation Inc	1215 U Street NW	Washington	DC	Public	general operating support	5,000 00
Umoja Student Development Corporation	2935 West Polk Room 116	Chicago	IL	Public	general operating support	600 00
Umoja Student Development Corporation	2935 West Polk Room 116	Chicago	IL	Public	general operating support	1,666 00
Umoja Student Development Corporation	2935 West Polk Room 116	Chicago	IL	Public	general operating support	700 00
United States Conference of Catholic Bishops-Little Sisters of the Poor St Josephs Home for the Elderly	80 West Northwest Highway	Palatine	IL	Public	general operating support	4 500 00
United States Conference of Catholic Bishops-Sacred Heart Schools	6250 North Sheridan Road	Chicago	IL	Public	general operating support	15 000 00
United Way of Metropolitan Chicago	560 West Lake Street	Chicago	IL	Public	Naperville United Way Campaign	1 000 00
University of Rhode Island Foundation	220 South Ferry Road	Narrangansett	RI	Public	Newport Harbor Walk and Economic study	30 000 00
University of Wisconsin Foundation	PO Box 8860	Madison	WI	Public	Bolz Center for Arts Administration, UW Madison School of Business	100 00
Urban Alliance Foundation Inc	1327 14th Street NW	Washington	DC	Public	general operating support	10,000 00
Vassar College	124 Raymond Avenue	Poughkeepsie	NY	Public	William Gifford Fund for Visiting Writers	668 00
Vassar College	124 Raymond Avenue	Poughkeepsie	NY	Public	Annual Fund	1,000 00

Frederick H Prince Testamentary Trust
Contributions
for the year Ended December 31, 2010

Organization	Street Address	City	State	Status	Purpose	Amount
Visiting Nurse Service of Newport & Briston Counties	1184 East Main Road	Portsmouth	RI	Public	general operating support	15 000 00
Voices for Illinois Children Inc	208 S LaSalle St Ste 1490	Chicago	IL	Public	general operating Support	15 000 00
Washington Animal Rescue League	71 Oglethrope Street NW	Washington	DC	Public	general operating support	5,000 00
Washington DC International Film Festival Inc	420o Connecticut Ave NW Bldg 41 #103	Washington	DC	Public	general operating support for youth programs	2 500 00
Washington Drama Society Inc	1101 6th Street SW	Washington	DC	Public	general operating support	5,000 00
Washington National Opera	2600 Virginia Ave NW	Washington	DC	Public	Education programs	30,000 00
Washington Performing Arts Society	2000 L Street NW	Washington	DC	Public	general operating support	5,000 00
Washington Regional Association of Grantmakers	1400 16th Street NW	Washington	DC	Public	leadership grant	5 000 00
Washington Regional Association of Grantmakers	1400 16th Street NW	Washington	DC	Public	medical morale grantmaking program	100 000 00
Washington Square Services Corportion	50 Washington Square	Newport	RI	Public	McKinney Cooperative Shelter	15 000 00
We Care Development Center Inc	600 Holiday Plaza Suite 160B	Matteson	IL	Public	2011 trip to Wisconsin Dells for group home residents	1 001 00
We Care Development Center Inc	600 Holiday Plaza Suite 160B	Matteson	IL	Public	for the Hazelcrest Group home	250 00
Womans Board of Northwestern Memorial Hospital	876 North St Clair Street Suite 1717	Chicago	IL	Public	general operating support	2,500 00
Women Employed	111 N Wabash Suite 1300	Chicago	IL	Public	general operating support	200 00
Womens Health and Education Fund	PO Box 5863	Providence	RI	Public	general operating support and match of challenge grant	10,000 00
Woodlands Academy	760 East Westleigh Road	Lakeforest	IL	Public	general operating support	5,000 00
Words Beats and Life Inc	1525 Newton Street NW	Washington	DC	Public	general operating support	5,000 00
World Vision International	PO Box 9716	Federal Way	WA	Public	general operating support	690 00
World Vision International	PO Box 9716	Federal Way	WA	Public	general operating support	665 00
Writers Theatre Inc	376 Park Avenue	Glencoe	IL	Public	general operating support	100 00
Young Playwrights Theater Inc	2537 15th Street	Washington	DC	Public	general operating support	10,000 00
Wetlands Initiative	53 W Jackson Blvd Ste 1015	Chicago	IL	Public	retrun of grant	(27,061 00)
TOTAL						$ 3 425,270 00

Frederick Henry Prince Testamentary Trust
FEIN # 36-6009208

2010 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee:	The DC Promise Neighborhood Project (Paid Through: Cesar Chavez Public Charter Schools for Public Policy) 709 12th Street, SE Washington, DC 20003
Date and Amount of Grant:	03/12/2010 $5,000 00
Purpose of the Grant:	Promise Neighborhood planning process
Amounts Expended by Grantee:	$5,000 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 19, 2011
Verification of Reports:	July 19, 2011

Frederick Henry Prince Testamentary Trust
FEIN # 36-6009208

2010 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee:	The DC Promise Neighborhood Project (Paid Through. Cesar Chavez Public Charter Schools for Public Policy) 709 12th Street, SE Washington, DC 20003
Date and Amount of Grant:	12/01/2010 $25,000 00
Purpose of the Grant:	Planning grant to match Federal grant form Department of Education
Amounts Expended by Grantee:	$25,000.00
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 19, 2011
Verification of Reports:	July 19, 2011

Frederick Henry Prince Testamentary Trust
FEIN # 36-6009208

2010 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:	06/14/2010 $120,000.00
Purpose of the Grant:	Washington, DC Regional Land Use, Transporation, and Affordable Housing Campaign
Amounts Expended by Grantee:	$120,000.00
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:	December 21, 2010
Verification of Reports:	December 23, 2010

Frederick Henry Prince Testamentary Trust
FEIN # 36-6009208

2010 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:	04/29/2010 $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:	March 1, 2011
Verification of Reports:	March 3, 2011

Frederick Henry Prince Testamentary Trust
FEIN # 36-6009208

2010 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:	$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:	December 31, 2010
Verification of Reports:	January 7, 2011

Frederick Henry Prince Testamentary Trust
FEIN # 36-6009208

2010 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:	$301,944.04
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:	June 9, 2011
Verification of Reports:	June 10, 2011

Frederick Henry Prince Testamentary Trust
FEIN # 36-6009208

2010 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:	$338,705 84
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 19, 2011
Verification of Reports:	April 28, 2011

Frederick Henry Prince Testamentary Trust
FEIN # 36-6009208

2010 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: 337,556.13

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 25, 2011

Verification of Reports: April 28, 2011

Frederick Henry Prince Testamentary Trust
FEIN # 36-6009208

2010 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: $349,051 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 19, 2011

Verification of Reports: April 28, 2011

The Frederick Henry Prince Testamentary Trust owns
71.5332% of each of the following investments:
As of December 31, 2010

FEIN 36-6009208

Investment:	Principal amount or number of shares	Cost	Market
BlackRock			
US Equity Market Fund B	825,339.890	36,064,888	41,607,617
Total Barclays Global Investors		36,064,888	41,607,617
GMO			
Benchmark Free Allocation Fund	471,428 985	11,109,514	10,560,009
Multi-Strategy Offshore Fund, L.P.	N/A	2,911,645	2,522,201
Total GMO		14,021,160	13,082,210
Pacific Investment Management Co.			
PIMCO Total Return Fund	3,418,699.168	35,735,185	37,092,886
Total PIMCO		35,735,185	37,092,886
Franklin Templeton			
Templeton Institutional Foreign Equity Seri	1,301,164.992	26,152,000	26,088,358
Total Franklin Templeton		26,152,000	26,088,358
Vanguard			
Vanguard Global Equity Fund	739,292.845	15,660,881	13,203,770
Total Vanguard		15,660,881	13,203,770
Total All Funds		127,634,114	131,074,842

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- 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

Electronic filing *(e-file)* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

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

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	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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 is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 11 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ calendar year 20 10 or

▶ ☐ tax year beginning ____________, 20 ____, and ending ____________, 20 ____

2 If the tax year entered in line 1 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**	$ 30,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, 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, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 30,000.

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 Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2011)

JSA
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- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print File by the extended 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	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- 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 is for.

4 I request an additional 3-month extension of time until 11/15 , 20 11 .

5 For calendar year 2010 , or other tax year beginning ________ , 20 ____ , and ending ________ , 20 ____

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	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.	8a	$ 52,725.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 67,482.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ CPA Date ▶ 8·3·2011

Form **8868** (Rev 1-2011)