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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

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 **PRINCE FOUNDATION** A Employer identification number **36-6116507**

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) 419-9500**

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

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

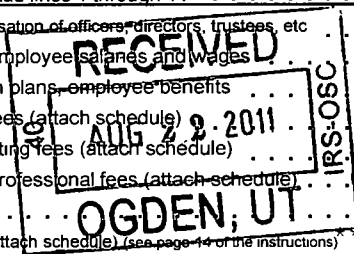
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **2,271,406.** J Accounting method Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis)

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

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)	1,318,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	494.	494.	0.	
4 Dividends and interest from securities	68,328.	68,328.	0.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	106,110.			
b Gross sales price for all assets on line 6a 117,730.				
7 Capital gain net income (from Part IV, line 2)		106,110.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	1,492,932.	174,932.	0.	
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	6,517.	0.	0.	6,517.
b Accounting fees (attach schedule)	2,250.	1,125.	0.	1,125.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	700.	0.	0.	0.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 2	148,115.	0.	0.	148,115.
24 Total operating and administrative expenses. Add lines 13 through 23	157,582.	1,125.	0.	155,757.
25 Contributions, gifts, grants paid	1,409,000.			1,409,000.
26 Total expenses and disbursements Add lines 24 and 25	1,566,582.	1,125.	0.	1,564,757.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-73,650.			
b Net investment income (if negative, enter -0-)		173,807.		
c Adjusted net income (if negative, enter -0-)			0.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	276,819.	41,232.	41,232.
	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)			
		Less allowance for doubtful accounts			
	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) ATCH 3	1,971,688.	2,133,625.	2,230,174.
	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)				
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,248,507.	2,174,857.	2,271,406.	
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. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	2,248,507.	2,174,857.	
	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)	2,248,507.	2,174,857.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,248,507.	2,174,857.		

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	2,248,507.
2	Enter amount from Part I, line 27a	2	-73,650.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,174,857.
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	2,174,857.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	106,110.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see 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	1,251,595.	1,992,894.	0.628029
2008	1,224,560.	1,848,619.	0.662419
2007	757,643.	1,703,223.	0.444829
2006	746,684.	1,626,175.	0.459166
2005	800,241.	1,636,359.	0.489038
2	Total of line 1, column (d)		2.683481
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		0.536696
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		2,268,825.
5	Multiply line 4 by line 3		1,217,669.
6	Enter 1% of net investment income (1% of Part I, line 27b)		1,738.
7	Add lines 5 and 6		1,219,407.
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.		1,564,757.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,738.
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	1,738.
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	1,738.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,155.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	4,155.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,417.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 2,417. Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.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
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? 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.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).
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)? 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?
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? 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)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?

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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

Table with 5 columns: (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. Row 1: ATTACHMENT 4, 0, 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."

Table with 5 columns: (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. Row 1: NONE.

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

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

3 Five highest-paid independent contractors for professional services (see 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
NONE		
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 NONE	
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	2,177,088.
b	Average of monthly cash balances	1b	126,288.
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	2,303,376.
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	2,303,376.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	34,551.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,268,825.
6	Minimum investment return. Enter 5% of line 5	6	113,441.

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	113,441.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,738.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,738.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	111,703.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	111,703.
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	111,703.

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	1,564,757.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,564,757.
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	1,738.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,563,019.

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				111,703.
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		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005 719,921.				
b From 2006 667,067.				
c From 2007 674,436.				
d From 2008 1,135,683.				
e From 2009 1,154,550.				
f Total of lines 3a through e	4,351,657.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,564,757.				
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				111,703.
e Remaining amount distributed out of corpus	1,453,054.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,804,711.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		0.		
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)	719,921.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	5,084,790.			
10 Analysis of line 9				
a Excess from 2006 667,067.				
b Excess from 2007 674,436.				
c Excess from 2008 1,135,683.				
d Excess from 2009 1,154,550.				
e Excess from 2010 1,453,054.				

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 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	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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 5

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

ATTACHMENT 6

c Any submission deadlines

NONE

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 <i>Paid during the year</i> SEE ATTACHED STATEMENT				1,409,000.
Total ▶ 3a				1,409,000.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

PRINCE FOUNDATION

Employer identification number

36-6116507

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization PRINCE FOUNDATION

Employer identification number
36-6116507

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JOHN D. & CATHERINE T MACARTHUR FND. 140 S. DEARBORN STREET, SUITE 1100 CHICAGO, IL 60603-5285	\$ 1,318,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

**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 CAPITAL GAIN DIVIDENDS					72,211.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					33,019.	
5,000.		PIMCO 1 - 450.857 PROPERTY TYPE: SECURITIES 4,661.				VAR	339.	05/01/2010
2,500.		PIMCO 1 - 222.222 PROPERTY TYPE: SECURITIES 2,298.				VAR	202.	07/07/2010
5,000.		PIMCO 2 - 450.857 PROPERTY TYPE: SECURITIES 4,661.				VAR	339.	05/07/2010
TOTAL GAIN (LOSS)							<u>106,110.</u>	

PRINCE FOUNDATION

36-6116507

ATTACHMENT 1

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
EXCISE TAXES	700.	0.	0.	0.
TOTALS	<u>700.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MACARTHUR GRANT PROGRAM EXP	148,000.	0.	0.	148,000.
STATIONARY/SUPPLIES/POSTAGE	90.	0.	0.	90.
MISCELLANEOUS EXPENSES	25.	0.	0.	25.
TOTALS	<u>148,115.</u>	<u>0.</u>	<u>0.</u>	<u>148,115.</u>

PRINCE FOUNDATION

36-6116507

ATTACHMENT 3

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PIMCO MUTUAL FUND	2,133,625.	2,230,174.
TOTALS	<u>2,133,625.</u>	<u>2,230,174.</u>

PRINCE FOUNDATION

36-6116507

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

ATTACHMENT 4

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM N WOOD PRINCE 303 WEST MADISON STREET SUITE 1900 CHICAGO, IL 60606	PRESIDENT & TRUSTEE 1.00	0.	0.	0.
FREDERICK HENRY PRINCE 816 CONNECTICUT AVE. NW WASHINGTON, DC 20006	VICE PRESIDENT & TRUSTEE 1.00	0.	0.	0.
RANDALL M HIGHLEY 303 WEST MADISON STREET SUITE 1900 CHICAGO, IL 60606	VICE PRESIDENT & TRUSTEE 1.00	0.	0.	0.
SARAH A RICHARDSON 303 WEST MADISON STREET SUITE 1900 CHICAGO, IL 60606	SECRETARY/TREASURER/TRUSTEE 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	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

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

APPLICANTS ARE REQUIRED TO SUBMIT WRITTEN PROPOSALS, AN IRS LETTER OF DETERMINATION UNDER SECTION 509(A), CURRENT BUDGET, AUDITED FINANCIAL STATEMENTS, AND OTHER DESCRIPTIVE LITERATURE.

FEDERAL FOOTNOTES

MACARTHUR GRANT PROGRAM EXPENSES OF \$148,000 REPORTED ON PART 1 ARE RELATED TO REIMBURSEMENTS TO THE FREDERICK HENRY PRINCE TESTAMENTARY TRUST FOR ADMINISTRATIVE EXPENSES OTHER THAN SALARIES FOR THE GRANT PROGRAM FUNDED BY THE MACARTHUR FOUNDATION.

THE MACARTHUR FOUNDATION WILL GRANT THE PRINCE FOUNDATION \$6,450,000 OVER A 5 YEAR PERIOD BEGINNING IN 2008. THE TOTAL GRANT RECEIVED BY PRINCE FOUNDATION FOR 2010 IS \$1,318,000 AS DISCLOSED ON SCHEDULE B. TOTAL GRANTS PAID OUT UNDER THIS AGREEMENT WERE \$1,405,000 FOR 2010 AND ARE LISTED IN PART XV, LINE 3A OF THE RETURN.

PRINCE FOUNDATION
CHICAGO, IL
PART XV, LINE 3 (A) - CONTRIBUTIONS AND GRANTS - MACARTHUR
DECEMBER 31, 2010

ORGANIZATION	Street Address	CITY AND STATE	Zip Code	STATUS	PURPOSE	AMOUNT
About Face Theatre Collective	122 W Wilson 2nd Fl W	Chicago, IL	60640	public	operating support	30,000 00
About Face Theatre Collective	122 W Wilson 2nd Fl W	Chicago, IL	60640	public	one-time grant for a strategic planning process	17,500 00
American Theater Company	1909 W Byron Street	Chicago, IL	60613	public	operating support	25,000 00
Art & Business Council of Chicago	70 E Lake St Ste 500	Chicago, IL	60601	public	operating support	25,000 00
The Art Institute of Chicago (Gene Siskel Film Center)	111 S Michigan Ave	Chicago, IL	60603	public	operating support	30,000 00
Beverly Art Center	2407 W 111th St	Chicago, IL	60655	public	operating support	35,000 00
Black Ensemble Theater Corporation	4520 N Beacon St	Chicago, IL	60640	public	operating support	35,000 00
Black Ensemble Theater Corporation	4520 N Beacon St	Chicago, IL	60640	public	one-time grant for marketing initiatives	35,000 00
Chicago Chamber Musicians	180 N Sletson Ave Ste 1330	Chicago, IL	60601	public	operating support	35,000 00
Chicago Childrens Theatre	1464 N Milwaukee Ave 2nd Fl	Chicago, IL	60642	public	operating support	25,000 00
Chicago Classical Recording Foundation	1205 W Belmont Ave	Chicago, IL	60640	public	operating support	20,000 00
Chicago Human Rhythm Project	2936 N Southport Ave	Chicago, IL	60657	public	operating support	30,000 00
Chicago Public Art Group	1259 S Wabash	Chicago, IL	60605	public	operating support	35,000 00
Chicago Sinfonia Inc	70 E Lake St Ste 226	Chicago, IL	60601	public	one-time grant for salary support for a new music director	15,000 00
Chicago Youth Symphony Orchestra	410 S Michigan Ave Ste 833	Chicago, IL	60605	public	operating support	25,000 00
Chicago Youth Symphony Orchestra	410 S Michigan Ave Ste 833	Chicago, IL	60605	public	one-time grant for a branding and marketing campaign and an alumni engagement project	20,000 00
Columbia College (The Dance Center of Columbia College)	410 S Michigan Ave Ste 833	Chicago, IL	60605	public	operating support	30,000 00
Columbia College (Chicago Jazz Ensemble)	600 S Michigan	Chicago, IL	60605	public	operating support	25,000 00
Congo Square Theatre Company	2936 N Southport Ave	Chicago, IL	60657	public	operating support	20,000 00
Emerald City Theatre Company	2936 N Southport Ave	Chicago, IL	60657	public	operating support	15,000 00
E T A Creative Arts Foundation	7558 S South Chicago Ave	Chicago, IL	60619	public	operating support	25,000 00
Giloury Institute	680 S Federal Street #301	Chicago, IL	60605	public	operating support	25,000 00
Glen Elyn Childrens Chorus (ANIMA)	799 Roosevelt RD	Glen Elyn, IL	60137	public	operating support	20,000 00
Glen Elyn Childrens Chorus (ANIMA)	799 Roosevelt RD	Glen Elyn, IL	60137	public	one-time grant for succession planning	20,000 00
Gus Giordanos Jazz Dance Chicago Inc	614 Davis Street	Evanston, IL	60201	public	operating support	20,000 00
Hyde Park Art Center	5020 S Cornell Ave	Chicago, IL	60615	public	operating support	30,000 00
Illinois Arts Alliance Foundation	203 N Wabash Ave Ste 1920	Chicago, IL	60601	public	operating support	25,000 00
International Latino Cultural Center of Chicago	676 N LaSalle St Ste 520	Chicago, IL	60654	public	operating support	25,000 00
Intuit the Center for Intuitive and Outside Art	756 N Milwaukee Ave	Chicago, IL	60622	public	operating support	15,000 00
Jazz Institute of Chicago Inc	410 S Michigan Ave Ste 943	Chicago, IL	60605	public	operating support	20,000 00
Kartemquin Educational Films	1901 W Wellington	Chicago, IL	60657	public	operating support	20,000 00
League of Chicago Theatres Foundation	228 S Wabash Ave Ste 900	Chicago, IL	60604	public	operating support	25,000 00
Lifeline Productions Inc	6912 N Glenwood Ave	Chicago, IL	60626	public	operating support	30,000 00
Lifeline Productions Inc	6912 N Glenwood Ave	Chicago, IL	60626	public	one-time grant for capacity expansion consultancy	25,000 00
Light Opera Works Inc	927 Noyes St Ste 225	Chicago, IL	60201	public	operating support	20,000 00
Luna Negra Dance Theater	445 W Erie St Ste 101	Chicago, IL	60654	public	operating support	35,000 00
Luna Negra Dance Theater	445 W Erie St Ste 101	Chicago, IL	60654	public	one-time grant for institutional marketing campaign	25,000 00
Marwen Foundation	833 N Orleans St	Chicago, IL	60610	public	operating support	25,000 00
Marwen Foundation	833 N Orleans St	Chicago, IL	60610	public	one-time grant for computer upgrades in the main digital studio	20,000 00
Maywood Fine Arts Association	25 N 5th Avenue	Maywood, IL	60153	public	operating support	30,000 00
Muntu Dance Theatre	7127 S Ellis 2nd Floor	Chicago, IL	60619	public	operating support	30,000 00
Music of the Baroque	111 N Wabash Ave Ste 810	Chicago, IL	60602	public	operating support	30,000 00
Next Theater Company	927 Noyes	Evanston, IL	60201	public	operating support	30,000 00
Next Theater Company	927 Noyes	Evanston, IL	60201	public	one-time grant to create a new series	20,000 00

Northwestern University Settlement	Chicago, IL	60642	operating support	20,000 00
Pegasus Players	Chicago, IL	60640	operating support	10,000 00
Puerto Rican Arts Alliance	Chicago, IL	60622	operating support	25,000 00
Puerto Rican Arts Alliance	Chicago, IL	60622	one-time grant for website upgrades and to	
Redmoon Theatre	Chicago, IL	60622	design a new look for promotional materials	12,500 00
Remy Bumpo Theatre Company	Chicago, IL	60613	operating support	30,000 00
Renaissance Society at the University at The Chicago	Chicago, IL	60637	operating support	35,000 00
River North Dance Company	Chicago, IL	60610	operating support	15,000 00
Ruth Page Foundation	Chicago, IL	60610	operating support	30,000 00
Street-Level Youth Media	Chicago, IL	60622	annual operating support	20,000 00
Swedish American Museum Association of Chicago	Chicago, IL	60640	operating support	30,000 00
Timeline Theatre Company	Chicago, IL	60657	operating support	20,000 00
Young Chicago Authors	Chicago, IL	60642	operating support	30,000 00

TOTAL MACARTHUR GRANTS

1,405,000.00

Expenditure Responsibility

PRINCE FOUNDATION
CHICAGO, IL
PART XV, LINE 3 (A) - CONTRIBUTIONS AND GRANTS
DECEMBER 31, 2010

<u>ORGANIZATION</u>	<u>Street Address</u>	<u>CITY AND STATE</u>	<u>Zip Code</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Chicago Foundation for Women	One E Wacker Drive Suite 1620	Chicago, IL	60601	public	operating support	100.00
Grant Foundation DBA Hoptal Albert Schweitzer	PO Box 81046	Pittsburgh, PA	15217	public	operating support	2,500.00
Lupus Foundation of Greater Washington	2000 L Street NW #732	Washington, DC	20036	public	operating support	400.00
St Patrick Residence	1400 Brookdale Road	Naperville, IL	60563	public	operating support	1,000.00

TOTAL CHARITABLE CONTRIBUTIONS AND GRANTS

Account #5230 Contributions	2,500.00
Account #5235 Matching Gifts	1,500.00
	<u>4,000.00</u>

**Prince Foundation
FEIN # 36-6116507**

**2009 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement**

Grantee: Ruth Page Center for the Arts
1016 N. Dearborn Street
Chicago, IL 60610

Date and Amount of Grant: 10/26/2010 \$20,000.00

Purpose of the Grant: General Operating Support

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: June 30, 2011

Verification of Reports: July 1, 2011

Application for Extension of Time To File an Exempt Organization Return

► **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

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 PRINCE FOUNDATION	Employer identification number 36-6116507
	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)

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 \$	1,000.
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 \$	1,000.

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.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**
- 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 PRINCE FOUNDATION	Employer identification number 36-6116507
	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)

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 6870	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, 2011

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 \$	1,705.
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 \$	4,155.
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 Kurtis Piker Title CPA Date 8-3-2011