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Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

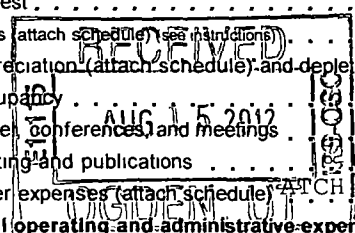
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: PRINCE FOUNDATION
Employer identification number: 36-6116507
Address: 303 WEST MADISON STREET, CHICAGO, IL 60606
Room/suite: 1900
Telephone number: (312) 419-8700
G Check all that apply: Initial return, Final return, Address change
H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: 2,361,044
Accounting method: Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

SCANNED AUG 21 2012



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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		41,232.	38,026.	38,026.	
	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 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) <b>ATCH. 4</b>			2,133,625.	2,222,695.	2,323,018.
	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	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)			2,174,857.	2,260,721.	2,361,044.	
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	<b>Total liabilities</b> (add lines 17 through 22)			0	0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>						
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds			2,174,857.	2,260,721.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds						
30	<b>Total net assets or fund balances</b> (see instructions)			2,174,857.	2,260,721.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)			2,174,857.	2,260,721.		

**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	2,174,857.
2	Enter amount from Part I, line 27a	2	85,864.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,260,721.
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	2,260,721.

Part IV Capital Gains and Losses for Tax on Investment Income

Table with columns (a) through (k) for listing property sold, including depreciation, basis, and gain/loss calculations.

Summary rows for capital gain net income and net short-term capital gain.

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 [X] No

Table for qualification under Section 4940(e) with columns (a) through (d) for base period years, adjusted distributions, and distribution ratios.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits and payments, tax due, overpayment, and amount credited to 2012 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political expenditures, unrelated business gross income, liquidation, requirements of section 508(e), and substantial contributors.

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 instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
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 and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2011, 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? Yes No X

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? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
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 2011? 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 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 X
b If "Yes," did it have excess business holdings in 2011 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 2011) 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 2011? 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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes... 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... 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? 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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 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 5, 0, 0, 0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 0

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total number of others receiving over \$50,000 for professional services</b>		0

**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 instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
<b>Total. Add lines 1 through 3</b>	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,284,021.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	107,332.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,391,353.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,391,353.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	35,870.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,355,483.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	117,774.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	117,774.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	882.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	882.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	116,892.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	116,892.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	116,892.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,658,850.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,658,850.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	882.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,657,968.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				116,892.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 667,067.				
b From 2007 674,436.				
c From 2008 1,135,683.				
d From 2009 1,154,550.				
e From 2010 1,453,054.				
f Total of lines 3a through e	5,084,790.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,658,850.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				116,892.
e Remaining amount distributed out of corpus	1,541,958.			
5 Excess distributions carryover applied to 2011 (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	6,626,748.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	667,067.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	5,959,681.			
10 Analysis of line 9				
a Excess from 2007 674,436.				
b Excess from 2008 1,135,683.				
c Excess from 2009 1,154,550.				
d Excess from 2010 1,453,054.				
e Excess from 2011 1,541,958.				

Part XIV Private Operating Foundations (see 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 2011, 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)

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

Table with columns: Tax year (a) 2011, Prior 3 years (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, line 4 for each year listed, Amounts included in line 2c not used directly for active conduct of exempt activities, Qualifying distributions made directly for active conduct of exempt activities, Complete 3a, b, or c for the alternative test relied upon, 'Assets' alternative test, 'Endowment' alternative test, 'Support' alternative test.

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

1 Information Regarding Foundation Managers:

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

NONE

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

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 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 6

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

ATTACHMENT 7

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
<b>a</b> Paid during the year SEE ATTACHED STATEMENT				1,494,700.
<b>Total</b> . . . . . ▶ <b>3a</b>				1,494,700.
<b>b</b> Approved for future payment				
<b>Total</b> . . . . . ▶ <b>3b</b>				



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains N/A.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature], Date: 8/9/12, Title: TRUSTEE

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only Print/Type preparer's name: KRISTIN FICKER, Pre: [Signature], Date: 2012.08.07, Date: 17:04:30 -07'00', Check self-employed: [ ], PTIN: P01254056, Firm's name: CROWE HORWATH LLP, Firm's EIN: 35-0921680, Firm's address: 70 W MADISON, STE 700 CHICAGO, IL 60602, Phone no: 312-899-7000

**Schedule of Contributors**

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

**2011**

**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, total 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 total 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 Part I, 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) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN D. & CATHERINE T MACARTHUR FND. 140 S. DEARBORN STREET, SUITE 1100 CHICAGO, IL 60603-5285	\$ 1,658,000.	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)

Name of organization PRINCE FOUNDATION

Employer identification number

36-6116507

**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization PRINCE FOUNDATION

Employer identification number

36-6116507

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.**

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	

PRINCE FOUNDATION

ATTACHMENT 1

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	2,250.	1,125.		1,125.
TOTALS	<u>2,250.</u>	<u>1,125.</u>		<u>1,125.</u>

PRINCE FOUNDATION

ATTACHMENT 2

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	1,500.			
TOTALS	<u>1,500.</u>			

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
MACARTHUR GRANT PROGRAM EXP	163,000.			163,000.
MISCELLANEOUS EXPENSES	25.			25.
TOTALS	<u>163,025.</u>			<u>163,025.</u>

PRINCE FOUNDATION

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PIMCO MUTUAL FUND	2,222,695.	2,323,018.
TOTALS	<u>2,222,695.</u>	<u>2,323,018.</u>

ATTACHMENT 5

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

NAME AND ADDRESS  
TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION  
COMPENSATION  
CONTRIBUTIONS  
TO EMPLOYEE  
BENEFIT PLANS  
EXPENSE ACCT  
AND OTHER  
ALLOWANCES

PATRICK 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  
 1.00  
 0 0 0

SARAH A RICHARDSON  
 303 WEST MADISON STREET  
 SUITE 1900  
 CHICAGO, IL 60606  
 SECRETARY AND TREASURER  
 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

ATTACHMENT 7

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 \$163,000 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 2011 IS \$1,658,000 AS DISCLOSED ON SCHEDULE B. TOTAL GRANTS PAID OUT UNDER THIS AGREEMENT WERE \$1,492,000 FOR 2011 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, 2011**

<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>
About Face Theatre Collective	122 W Wilson 2nd Fl W	Chicago, IL	60640	public	operating support	32,000 00
American Theater Company	1909 W Byron Street	Chicago, IL	60613	public	operating support	27,000 00
Art & Business Council of Chicago	70 E Lake St Ste 500	Chicago, IL	60601	public	operating support	27,000 00
Art & Business Council of Chicago	70 E Lake St Ste 500	Chicago, IL	60601	public	one-time grant for the Program Impact Evaluation project	15,000 00
The Art Institute of Chicago (Gene Siskel Film Center)	111 S Michigan Ave	Chicago, IL	60603	public	operating support	32,000 00
Beverly Art Center	2407 W 111th St	Chicago, IL	60655	public	operating support	37,000 00
Beverly Art Center	2407 W 111th St	Chicago, IL	60655	public	one-time grant to create a sponsorship program	25,000 00
Black Ensemble Theater Corporation	4520 N Beacon St	Chicago, IL	60640	public	operating support	37,000 00
Chicago Chamber Musicians	180 N Stetson Ave Ste 1330	Chicago, IL	60601	public	operating support	37,000 00
Chicago Chamber Musicians	180 N Stetson Ave Ste 1330	Chicago, IL	60601	public	one-time grant to create a new three concert series	24,000 00
Chicago Childrens Theatre	1464 N Milwaukee Ave 2nd Flr	Chicago, IL	60642	public	operating support	27,000 00
Chicago Childrens Theatre	1464 N Milwaukee Ave 2nd Flr	Chicago, IL	60642	public	one-time grant to re-design and re-launch website	15,000 00
Chicago Classical Recording Foundation	1205 W Balmoral Ave	Chicago, IL	60640	public	operating support	22,000 00
Chicago Classical Recording Foundation	1205 W Balmoral Ave	Chicago, IL	60640	public	one-time grant to engage an outside consultant to build a new fundraising program	25,000 00
Chicago Human Rhythm Project	2936 N Southport Ave	Chicago, IL	60657	public	operating support	32,000 00
Chicago Public Art Group	1259 S Wabash	Chicago, IL	60605	public	operating support	37,000 00
Chicago Public Art Group	1259 S Wabash	Chicago, IL	60605	public	one-time grant to engage Fiscal Management Associates	15,000 00
Chicago Youth Symphony Orchestra	410 S Michigan Ave Ste 833	Chicago, IL	60605	public	operating support	27,000 00
Columbia College (The Dance Center of Columbia College)	600 S Michigan	Chicago, IL	60605	public	operating support	32,000 00
Columbia College (The Dance Center of Columbia College)	600 S Michigan	Chicago, IL	60605	public	one-time grant development of a branding strategy and communication plan	15,000 00
Columbia College (Chicago Jazz Ensemble)	600 S Michigan	Chicago, IL	60605	public	operating support	27,000 00
Emerald City Theatre Company	2936 N Southport Ave	Chicago, IL	60657	public	operating support	17,000 00
E T A Creative Arts Foundation	7558 S South Chicago Ave	Chicago, IL	60619	public	operating support	27,000 00
Gillourey Institute	680 S Federal Street #301	Chicago, IL	60605	public	operating support	27,000 00
Gillourey Institute	680 S Federal Street #301	Chicago, IL	60605	public	one-time grant support Performance on Demand	20,000 00
Glen Eilyn Childrens Chorus (ANIMA)	799 Roosevelt RD	Glen Eilyn, IL	60137	public	operating support	22,000 00
Gus Giordanos Jazz Dance Chicago Inc	614 Davis Street	Evanston, IL	60201	public	operating support	22,000 00
Hyde Park Art Center	5020 S Cornell Ave	Chicago, IL	60615	public	operating support	32,000 00
Hyde Park Art Center	5020 S Cornell Ave	Chicago, IL	60615	public	one-time grant to support a new marketing plan	22,000 00
Illinois Arts Alliance Foundation	203 N Wabash Ave Ste 1920	Chicago, IL	60601	public	operating support	27,000 00
Illinois Arts Alliance Foundation	203 N Wabash Ave Ste 1920	Chicago, IL	60601	public	one-time grant for expanded marketing research and analysis of their core constituency	15,000 00
International Latino Cultural Center of Chicago	676 N LaSalle St Ste 520	Chicago, IL	60654	public	operating support	27,000 00
Jazz Institute of Chicago Inc	410 S Michigan Ave Ste 943	Chicago, IL	60605	public	operating support	22,000 00
Kartemquin Educational Films	1901 W Wellington	Chicago, IL	60657	public	operating support	22,000 00
Kartemquin Educational Films	1901 W Wellington	Chicago, IL	60657	public	one-time grant to support a new initiative to build relationships with educational institutions	15,000 00
League of Chicago Theatres Foundation	228 S Wabash Ave Ste 900	Chicago, IL	60604	public	operating support	27,000 00
League of Chicago Theatres Foundation	228 S Wabash Ave Ste 900	Chicago, IL	60604	public	one-time grant to support a new marketing effort promoting the impact of Chicago theater	24,000 00
Lifeline Productions Inc	6912 N Glenwood Ave	Chicago, IL	60626	public	operating support	32,000 00

Light Opera Works Inc	927 Noyes St Ste 225	Chicago, IL	60201	public	operating support	22,000.00
Luna Negra Dance Theater	445 W Erie St Ste 101	Chicago, IL	60654	public	operating support	37,000.00
Marwen Foundation	833 N Orleans St	Chicago, IL	60610	public	operating support	27,000.00
Muntu Dance Theatre	7127 S Ellis 2nd Floor	Chicago, IL	60619	public	operating support	32,000.00
Music of the Baroque	111 N Wabash Ave Ste 810	Chicago, IL	60602	public	operating support	32,000.00
Next Theater Company	927 Noyes	Evanston, IL	60201	public	operating support	32,000.00
Northwestern University Settlement	1400 W Augusta Boulevard	Chicago, IL	60642	public	operating support	22,000.00
Puerto Rican Arts Alliance	1440 N Sacramento Ave	Chicago, IL	60622	public	operating support	27,000.00
Redmoon Theatre	1438 W Kinzie	Chicago, IL	60622	public	operating support	32,000.00
Redmoon Theatre	1438 W Kinzie	Chicago, IL	60622	public	one-time grant to support new marketing effort to build revenue and sponsorship	15,000.00
Remy Burmpo Theatre Company	3717 N Ravenswood Ste 245	Chicago, IL	60613	public	operating support	37,000.00
Renaissance Society at the University at The Chicago	5811 S Ellis Ave	Chicago, IL	60637	public	operating support	17,000.00
Renaissance Society at the University at The Chicago	5811 S Ellis Ave	Chicago, IL	60637	public	one-time grant for leadership transition planning	15,000.00
River North Dance Company	1016 N Dearborn Parkway	Chicago, IL	60610	public	operating support	30,000.00
Ruth Page Foundation	1016 N Dearborn Parkway	Chicago, IL	60610	private oper fnd	operating support	22,000.00 ER grant
Ruth Page Foundation	1016 N Dearborn Parkway	Chicago, IL	60610	private oper fnd	operating support	20,000.00 ER grant
Street-Level Youth Media	1856 W Chicago	Chicago, IL	60622	public	operating support	32,000.00
Street-Level Youth Media	1856 W Chicago	Chicago, IL	60622	public	one-time grant to support new earned income development project	20,000.00
Swedish American Museum Association of Chicago	5211 N Clark St	Chicago, IL	60640	public	operating support	22,000.00
Timeline Theatre Company	615 W Wellington Ave	Chicago, IL	60657	public	operating support	32,000.00

**TOTAL MACARTHUR GRANTS**

**1,492,000.00**

PRINCE FOUNDATION  
CHICAGO, IL  
PART XV, LINE 3 (A) - CONTRIBUTIONS AND GRANTS  
DECEMBER 31, 2011

<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>
Bear Necessities Pediatric Cancer Foundation	55 W Wacker Drive Suite 1100	Chicago, IL	60601	public	operating support	200 00
Boy Scouts of America	811 N Hillgrove Avenue	LaGrange, IL	60525	public	operating support	500 00
Nokota Horse Conservancy Inc	208 NW 1st Street	Linton, ND	58552	public	operating support	1,500 00
Saint Marys College	110 LeMans Hall	Notre Dame, IN	46556	public	operating support	100 00
Prostate Cancer Foundation	1250 4th Street	Santa Monica, CA	90401	public	operating support	200 00
Ronald McDonald House Chanties of Chicagoland and Northwest Indiana	1900 Spring Road Suite 310	Oak Brook, IL	60563	public	operating support	200 00

**TOTAL CHARITABLE CONTRIBUTIONS AND GRANTS**

Account #5230 Contributions	0.00
Account #5235 Matching Gifts	<u>2,700.00</u>
	<u><u>2,700.00</u></u>

**Prince Foundation  
FEIN # 36-6116507**

**2011 Form 990-PF  
Part VII-B, Question 5c  
Expenditure Responsibility Statement**

**Grantee:** Ruth Page Foundation  
1016 N. Dearborn Street  
Chicago, IL 60610

**Date and Amount of Grant:** 04/28/11 \$20,000

**Purpose of the Grant:** To hire a new part-time development associate

**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 29, 2012

**Verification of Reports:** July 2, 2012

**Prince Foundation  
FEIN # 36-6116507**

**2011 Form 990-PF  
Part VII-B, Question 5c  
Expenditure Responsibility Statement**

**Grantee:** Ruth Page Foundation  
1016 N. Dearborn Street  
Chicago, IL 60610

**Date and Amount of Grant:** 11/03/2011 \$22,000

**Purpose of the Grant:** General Operating Support

**Amounts Expended by Grantee:** \$22,000.00

**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 29, 2012

**Verification of Reports:** July 2, 2012

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

Department of the Treasury  
Internal Revenue Service

▶ **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
  - 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](http://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

<b>Type or print</b> <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions	<small>Enter filer's identifying number, see instructions</small> Employer identification number (EIN) or
	PRINCE FOUNDATION	<input checked="" type="checkbox"/> 36-6116507
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	303 WEST MADISON STREET	<input type="checkbox"/>
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	01	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 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year 20 11 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

<b>3a</b> 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	<b>3a</b>	\$	0
<b>b</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	<b>3b</b>	\$	2,417.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$	

**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