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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation FREDERICK HENRY PRINCE TESTAMENTARY TRUST		A Employer identification number 36-6009208
Number and street (or P O box number if mail is not delivered to street address) 140 SOUTH DEARBORN STREET	Room/suite 1410	B Telephone number (see instructions) (312) 419-8700
City or town, state, and ZIP code CHICAGO, IL 60603		C If exemption application is pending, check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☒ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization. ☐ Section 501(c)(3) exempt private foundation		D 1 Foreign organizations, check here ☐
☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 98,273,075.	J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis)	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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	13,500.	13,500.		
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,947,840.			
b	Gross sales price for all assets on line 6a	1,947,840.			
7	Capital gain net income (from Part IV, line 2)		1,947,840.		
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) ATCH 1	2,755,534.	2,755,692.	-158.	
12	Total. Add lines 1 through 11	4,716,874.	4,717,032.	-158.	
13	Compensation of officers, directors, trustees, etc.	70,000.			35,000.
14	Other employee salaries and wages	483,488.			452,513.
15	Pension plans, employee benefits	131,097.			117,034.
16a	Legal fees (attach schedule) ATCH 2	6,716.			6,716.
b	Accounting fees (attach schedule) ATCH 3	11,150.			3,345.
c	Other professional fees (attach schedule) *	113,526.			112,441.
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 5	109,918.			52,776.
19	Depreciation (attach schedule) and depletion	5,290.			
20	Occupancy	71,445.			71,445.
21	Travel, conferences, and meetings	25,130.			25,130.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	111,482.	263.		111,219.
24	Total operating and administrative expenses. Add lines 13 through 23	1,139,242.	96,333.		987,619.
25	Contributions, gifts, grants paid	3,764,727.			3,764,727.
26	Total expenses and disbursements. Add lines 24 and 25	4,903,969.	96,333.	0.	4,752,346.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-187,095.			
b	Net investment income (if negative, enter -0-)		4,620,699.		
c	Adjusted net income (if negative, enter -0-)			-158.	

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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	494,293.	212,459.	212,459.
	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 ▶	1,800,000.	* 1,800,000. 1,800,000.	ATCH 7 1,800,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	88,336,365.	96,237,479.	96,237,479.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	219,103. 195,966.	18,037. 23,137.	23,137.
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	90,648,695.	98,273,075.	98,273,075.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	90,648,695.	98,273,075.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	90,648,695.	98,273,075.		
31	Total liabilities and net assets/fund balances (see instructions)	90,648,695.	98,273,075.		

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	90,648,695.
2	Enter amount from Part I, line 27a	2	-187,095.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	7,811,475.
4	Add lines 1, 2, and 3	4	98,273,075.
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	98,273,075.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,947,840.	
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 instructions) If (loss), enter -0- in Part I, line 8			3	0	

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 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))
2011	5,009,998.	93,469,478.	0.053600
2010	4,370,612.	88,909,686.	0.049158
2009	4,118,239.	101,702,013.	0.040493
2008	7,094,548.	142,800,632.	0.049681
2007	7,850,650.	162,375,344.	0.048349
2 Total of line 1, column (d)			2 0.241281
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.048256
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 92,477,282.
5 Multiply line 4 by line 3			5 4,462,584.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 46,207.
7 Add lines 5 and 6			7 4,508,791.
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			8 4,752,346.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	46,207.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	46,207.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	46,207.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	66,426.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	29,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	95,426.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	49,219.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 49,219. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ RI, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>HTTP://FOUNDATIONCENTER.ORG/GRANTMAKER/PRINCE</u>				
14	The books are in care of ▶ <u>TONI DOBBINS</u> Telephone no ▶ <u>312-419-8700</u>			
	Located at ▶ <u>140 SOUTH DEARBORN STREET, SUITE 1410 CHICAGO, IL</u> ZIP+4 ▶ <u>60603</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☒ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ▶ ☐ 16	Yes	No	
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ 1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No		
If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 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 2012) 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 2012? 4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		70,000.	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		587,380.	173,662.	0

Total number of other employees paid over \$50,000 ☐ **3**

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see 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	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	93,259,987.
b	Average of monthly cash balances	1b	625,578.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	93,885,565.
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	
3	Subtract line 2 from line 1d	3	93,885,565.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,408,283.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	92,477,282.
6	Minimum investment return. Enter 5% of line 5	6	4,623,864.

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

1	Minimum investment return from Part X, line 6	1	4,623,864.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	46,207.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	46,207.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,577,657.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,577,657.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,577,657.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,752,346.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,752,346.
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 instructions)	5	46,207.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,706,139.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				4,577,657.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008 149,536.				
c From 2009				
d From 2010				
e From 2011 393,672.				
f Total of lines 3a through e	543,208.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 4,752,346.				
a Applied to 2011, 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 2012 distributable amount				4,577,657.
e Remaining amount distributed out of corpus	174,689.			
5 Excess distributions carryover applied to 2012. (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	717,897.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	717,897.			
10 Analysis of line 9				
a Excess from 2008 149,536.				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 393,672.				
e Excess from 2012 174,689.				

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 2012, 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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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)(ii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

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 or e-mail of the person to whom applications should be addressed:

ATCH 12

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

ATCH 13

c Any submission deadlines

ATCH 14

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

NONE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED STATEMENT				3,764,727.
Total			3a	3,764,727.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
--------------	--

JSA

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					504,086.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					1,443,754.	
TOTAL GAIN(LOSS)							<u>1,947,840.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INCOME FROM PRINCE CHARITABLE POOLED FND	2,755,692.	2,755,692.	-158.
OTHER INCOME (LOSS)	-158.		
TOTALS	<u>2,755,534.</u>	<u>2,755,692.</u>	<u>-158.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	6,716.			6,716.
TOTALS	<u>6,716.</u>			<u>6,716.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	11,150.	7,805.		3,345.
TOTALS	<u>11,150.</u>	<u>7,805.</u>		<u>3,345.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PROFESSIONAL SERVICES	86,670.		86,670.
ADMINISTRATIVE SERVICES	26,856.	1,085.	25,771.
TOTALS	<u>113,526.</u>	<u>1,085.</u>	<u>112,441.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
EXCISE TAX	50,000.		
PAYROLL TAX	59,918.	7,142.	52,776.
TOTALS	<u>109,918.</u>	<u>7,142.</u>	<u>52,776.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	17,195.		17,195.
MISCELLANEOUS	270.		270.
OFFICE EXPENSE	28,595.		28,595.
FUNCTION SUPPORT	27,931.		27,931.
PAYROLL SERVICES	2,207.	263.	1,944.
COMPUTER EXPENSE	3,260.		3,260.
INSURANCE EXP - GENERAL	32,024.		32,024.
TOTALS	<u>111,482.</u>	<u>263.</u>	<u>111,219.</u>

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

BORROWER:	PIEDMONT ENVIRONMENTAL COUNCIL	
ORIGINAL AMOUNT:	1,800,000.	
INTEREST RATE:	3.000000	
DATE OF NOTE:	07/31/2012	
MATURITY DATE:	07/31/2014	
REPAYMENT TERMS:	NOTE DUE IN LUMP-SUM PAYMENT AT MATURITY	
SECURITY PROVIDED:	CERTAIN REAL ESTATE LOCATED IN LOUDON COUNTY, VA	
PURPOSE OF LOAN:	TO CONTROL DEVELOPMENT OF CERTAIN REAL ESTATE	
BEGINNING BALANCE DUE		1,800,000.
ENDING BALANCE DUE		<u>1,800,000.</u>
ENDING FAIR MARKET VALUE		<u>1,800,000.</u>
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE		<u>1,800,000.</u>
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE		<u>1,800,000.</u>
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE		<u>1,800,000.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PRINCE CHARITABLE TRUST POOLED	88,336,365.	96,237,479.	96,237,479.
TOTALS	<u>88,336,365.</u>	<u>96,237,479.</u>	<u>96,237,479.</u>

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

UNREALIZED GAIN

7,811,475.

TOTAL

7,811,475.

FREDERICK HENRY PRINCE TESTAMENTARY TRUST

36-6009208

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
FREDERICK H. PRINCE 816 CONNECTICUT AVE. NW WASHINGTON, DC 20006	TRUSTEE 2.50	35,000.	0	0
PATRICK WOOD-PRINCE 140 SOUTH DEARBORN STREET 1410 CHICAGO, IL 60603	TRUSTEE 2.50	35,000.	0	0
GRAND TOTALS		70,000.	0	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
BENNA WILDE 140 S. DEARBORN ST. SUITE 1410 CHICAGO, IL 60603	MANAGING DIRECTOR 35.00	201,627.	28,688. 0
KRISTIN PAULY 816 CONNECTICUT AVE. WASHINGTON, DC 20006	MANAGING DIRECTOR 35.00	127,428.	28,712. 0
CHARLES TWICHELL 140 S. DEARBORN ST. SUITE 1410 CHICAGO, IL 60603	SR. PROGRAM OFFICER 35.00	95,560.	40,920. 0
TONI DOBBINS 140 S. DEARBORN ST. SUITE 1410 CHICAGO, IL 60603	DIR. OF ACCT & HR 35.00	85,310.	40,181. 0
SHARON ROBISON 140 S. DEARBORN ST. SUITE 1410 CHICAGO, IL 60603	GRANTS MANAGER 35.00	77,455.	35,161. 0
	TOTAL COMPENSATION	587,380.	173,662. 0

ATTACHMENT 12

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

PRINCE CHARITABLE TRUSTS
140 S. DEARBORN ST., STE 1410
CHICAGO, IL 60603
312-419-8700

ATTN: TRUSTEES

ATTACHMENT 13

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

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

ATTACHMENT 14990PF, PART XV - SUBMISSION DEADLINES

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

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>	
				<u>AMOUNT</u>	<u>FUNCTION INCOME</u>
OTHER INCOME (LOSS)				-158.	
TOTALS				<u>-158.</u>	

Organization	Street Address	City	State	Zip Code	Status	Purpose	Amount
21st Century Urban Schools (Alain Locke Initiative)	328 S Jefferson Street, Suite 5100	Chicago	IL	60601	Public	Family Literacy Center	15,000.00
Acclero Chantable Foundation	63 W 125th Street, Floor 6	New York	NY	10027	Public	disaster relief for the children and families of Monmouth and Middlesex Counties, NJ after Hurricane Sandy	11,000.00
After-School Matters Inc	66 East Randolph Street	Chicago	IL	60601	Public	Gallery 37 downtown program	10,000.00
African Medical & Research Foundation Inc	4 West 43rd Street, 2nd Floor	New York	NY	10036	Public	AMREF Outreach Programme at the AMREF House in Nairobi Kenya	5,000.00
Albany Park Theater Project	PO Box 257995	Chicago	IL	60625	Public	general operating support	15,000.00
Alendale Association Inc	PO Box 1088	Lake Villa	IL	60046	Public	for the Alendale Shelter Club	5,000.00
Alliance for the Great Lakes	PO Box 1088	Lake Villa	IL	60046	Public	general operating support	3,000.00
American Cancer Society Inc	17 North State Street, Suite 1390	Chicago	IL	60602	Public	Chicago coastal open space program	25,000.00
American Cancer Society Inc	2509 S Neil	Champaign	IL	61820	Public	team "Fear Nothing"	100.00
American University	4400 Massachusetts Ave, NW	Washington	DC	20016	Public	Supplemental Award to Graduate Student for Film	6,500.00
American University	4400 Massachusetts Ave, NW	Washington	DC	20016	Public	general operating support, \$5,000 Award to Graduate Student for Film, \$2,500 purchase and broadcast of "Car Talk"	7,500.00
Amyotrophic Lateral Sclerosis Association	6525 E 82nd Street	Indianapolis	IN	46250	Public	Willis Walkers for Womping ALS/Indiana Walk	1,500.00
Animal Welfare League	10305 Southwest Highway	Chicago Ridge	IL	60415	Public	general operating support	100.00
Aquidneck Island Planning Commission	437 Broadway	Newport	RI	02840	Public	"Excellence in Governance" program	500.00
Aquidneck Land Trust	790 Aquidneck Avenue	Middletown	RI	02842	Public	general operating support	14,000.00
Aquidneck Land Trust	790 Aquidneck Avenue	Middletown	RI	02842	Public	Challenge grant to protect lots 3 & 8 associated with St. Mary's campus on East Main Road in Portsmouth, RI	40,000.00
Art Institute of Chicago	111 South Michigan Avenue	Chicago	IL	60603	Public	general operating support	2,500.00
Art Institute of Chicago	111 South Michigan Avenue	Chicago	IL	60603	Public	Auxiliary Board of the Art Institute Event Fourth Annual Uncorked A Case for Wine	5,000.00
Art Institute of Chicago	111 South Michigan Avenue	Chicago	IL	60603	Public	Auxiliary Board of the Art Institute Event Fourth Annual Uncorked A Case for Wine \$1,500, general operating support \$5,000	5,000.00
Ballet Theatre Foundation Inc	890 Broadway	New York	NY	10003	Public	for performances at the Kennedy Center in Washington, DC	2,500.00
Barnard College	3009 Broadway	New York	NY	10027	Public	2012-2013 annual fund	1,000.00
Beacon House Community Ministry Inc	601 Edgewood St NE #15	Washington	DC	20017	Public	general operating support toward teen programming	15,000.00
Big Shoulders Fund	212 W Van Buren, Suite 1900	Chicago	IL	60607	Public	Big Shoulders 25th Anniversary Celebration	5,000.00
Boston Symphony Orchestra Inc	301 Massachusetts Avenue	Boston	MA	02115	Public	in honor of Ellen Hightstein, Director Tanglewood Music Center	1,500.00
Boy Scouts of America	PO Box 14777	East Providence	RI	02914	Public	Project COPE for Aquidneck Island	5,000.00
Boys Clubs & Girls Clubs of Newport County Inc	95 Church Street	Newport	RI	02840	Public	general operating support	30,000.00
Branford Inc	1525 Newton Street NW	Washington	DC	20010	Public	general operating support	10,000.00
Bread for the City Inc	1525 Seventh Street NW	Washington	DC	20001	Public	capital funding for the new medical building	10,000.00
Bridge Teen Center NFP	15555 South 71st Court	Orland Park	IL	60462	Public	general operating support	1,000.00
Brooks School	1160 Great Pond Road	North Andover	MD	01845	Public	2012-2013 Annual Fund	1,000.00
Brooklyn Friends School	375 Pearl Street	Brooklyn	NY	11201	Public	general operating support	200.00
Building Bridges Across the River	1901 Mississippi Avenue SE	Washington	DC	20020	Public	general operating support for THEARC Theater	5,000.00
Bull Run Mountain Conservancy	PO Box 210	Broad Run	VA	20137	Public	general operating support	600.00
Bull Run Mountain Conservancy	PO Box 210	Broad Run	VA	20137	Public	general operating support	200.00
C & O Canal Trust Inc	1850 Dual Highway, Suite 100	Hagerstown	MD	21740	Public	general operating support	2,500.00
Calvary Women's Services Inc	1217 Good Hope Road SE	Washington	DC	20020	Public	general operating support	10,000.00
Calvary Women's Services Inc	110 Maryland Ave NE #103	Washington	DC	20002	Public	capital support	20,000.00
Care Assurance system for the Aging and Homebound	701 Andrew Jackson Way	Huntsville	AL	35801	Public	general operating support	1,000.00
CASA of Madison County							
Catholic Charities of the Archdiocese of Chicago	721 N LaSalle Street	Chicago	IL	60654	Public	St. Leo's Campus for Veterans general operating support	20,000.00
Center for Community Alternatives	115 East Jefferson Street, Suite 300	Syracuse	NY	13202	Public	general operating support	1,000.00
Center for Watershed Protection	8350 Main Street 2nd Floor	Ellicott City	MD	21043	Public	"What is Green Infrastructure?"	10,000.00
Chesapeake Bay Trust	60 West Street Suite 405	Annapolis	MD	21401	Public	Capacity-Building Initiative of the Chesapeake Bay Funders Network (Phase II)	25,000.00
Chicago Children's Choir	78 East Washington Street 5th Floor	Chicago	IL	60602	Public	general operating support	25,000.00
Chicago Foundation for Women	One East Wacker Drive, Suite 1620	Chicago	IL	60601	Public	general operating support	10,000.00
Chicago Foundation for Women	One East Wacker Drive, Suite 1620	Chicago	IL	60601	Public	Annual Luncheon and Symposium	5,000.00
Chicago High School for the Arts	521 East 35th Street	Chicago	IL	60616	Public	support for arts instruction	10,000.00
Chicago Horticultural Society	1000 Lake Cook Road	Glencoe	IL	60022	Public	Green City Youth Farms in Chicago	20,000.00
Chicago Horticultural Society	1000 Lake Cook Road	Glencoe	IL	60022	Public	Antiques and Garden Fair Preview 2012 in honor of Jennifer Kasten	2,500.00
Chicago Theatre Group Inc	170 North Dearborn	Chicago	IL	60601	Public	general operating support	5,000.00
Child and Family Services of Newport County	31 John Clarke Road	Middletown	RI	02842	Public	for complete installation of Essential EHR and IT program and to match a \$150,000 Fidelity Foundation Challenge Grant	40,000.00
Children's First Fund The Chicago Public School Foundation	125 S Clark Street 11th Floor	Chicago	IL	60603	Public	general operating support for the Calumet is My Back Yard	20,000.00
Children's Law Center Incorporated	616 H Street NW, Suite 300	Washington	DC	20001	Public	Health Access Project Mary's Center Partnership	10,000.00
Children's Memorial Hospital	2300 Children's Plaza	Chicago	IL	60614	Public	Kawasaki Disease Research Fund in honor of Sophia and Eve Rodgers	5,000.00
Citizens Association of Georgetown	1365 Wisconsin Avenue, NW, Suite 200	Washington	DC	20007	Public	general operating support	2,500.00
Citizens Association of Georgetown	1288 Upshur Street NW	Washington	DC	20011	Public	general operating support	5,000.00
Colorado Environmental Coalition Inc	1536 Wynkoop Street Suite 5C	Denver	CO	80202	Public	general operating support	3,300.00
Columbia Land Trust	1351 Officers Row	Vancouver	WA	98661	Public	general operating support	5,000.00
Community Health NFP	2611 W Chicago Avenue	Chicago	IL	60622	Public	technology and morale initiative	25,000.00
Community of the Redwood Library and Athenaeum	50 Bellevue Avenue	Newport	RI	02840	Public	general operating support	25,000.00
Corporation for the Redwood Library and Athenaeum	205 W Randolph Street, 23rd Floor	Chicago	IL	60601	Public	Chicago veterans project	25,000.00
Council on Foundations Inc	2121 Crystal Drive Suite 700	Arlington	VA	22202	Public	general operating support	4,500.00
Court Theatre Fund	5535 South Ellis Avenue	Chicago	IL	60637	Public	general operating support	20,000.00
Critical Exposure Inc	1816 12th Street NW 3rd Floor	Washington	DC	20009	Public	general operating support	5,000.00
Cultural Development Corporation of the District of Columbia	916 G Street NW	Washington	DC	20001	Public	general operating support	5,000.00

Frederick H Pnnee Testamentary Trust
Contributions
for the year Ended December 31, 2012

Part XV, Line 3A
FEIN 36-6009208

Organization	Street Address	City	State	Zip Code	Status	Purpose	Amount
Days End Farm Horse Rescue Inc	PO Box 309	Lisbon	MD	21785	Public	general operating support	2 500 00
DC Wheel Productions Inc	3225 8th Street NE	Washington	DC	20017	Public	general operating support	5 000 00
Democracy Now Productions Inc	207 W 25th Street, 11th floor	New York	NY	10001	Public	general operating support	1 000 00
District of Columbia Promise Neighborhood Initiative Inc	3701 Hayes Street NE	Washington	DC	20019	Public	general operating support	25 000 00
Doctors Without Borders	333 7th Avenue 2nd floor	New York	NY	10001	Public	general operating support	2 000 00
Donors Forum of Chicago	208 South LaSalle Street Suite 1540	Chicago	IL	60604	Public	annual luncheon sponsorship \$3500 general operating support \$4587	8 087 00
Earth Sangha Inc	10123 Commonwealth Blvd	Fairfax	VA	22032	Public	general operating support	7 500 00
East Bay Community Action Program	19 Broadway	Newport	RI	02840	Public	to EBACAP for the Newport Family & Child Opportunity Zone Early Childhood Programs	30 000 00
East Bay Community Action Program	19 Broadway	Newport	RI	02840	Public	general operating support for Newport programs	20 000 00
Eighth Blackbird Performing Arts Association	5315 N Clark Street #104	Chicago	IL	60640	Public	Year 11 of a two-year development and administrative capacity building project	25 000 00
Elephant Sanctuary in Tennessee	PO Box 393	Hohenwald	TN	38462	Public	operating support	2 300 00
Ellington Fund	3500 R Street, NW	Washington	DC	20007	Public	general operating support	10 000 00
Emc Arts Inc	127 West 122nd Street	New York	NY	10027	Public	New Pathways for the Arts Program in Chicago	10 000 00
Episcopal School of Los Angeles	6326 Santa Monica Boulevard	Los Angeles	CA	90038	Public	general operating support	10 000 00
Equine Rescue League Foundation	PO Box 4366	Leesburg	VA	20177	Public	general operating support	2 500 00
Erie Family Health Center Inc	1701 West Superior Street 3rd floor	Chicago	IL	60622	Public	staff morale improvement project	25 000 00
Euphemia L Haynes Public Charter School Inc	3600 Georgia Ave, NW	Washington	DC	20010	Public	general operating support	200 00
Evergreen Invitational NFP	251 East Huron Street, Suite 300	Chicago	IL	60611	Public	2012 Evergreen Invitational Equestrian Grand Prix	7 500 00
Facets-Multimedia Incorporated	1517 W Fullerton Avenue	Chicago	IL	60614	Public	for the Chicago International Children's Film Festival	2 500 00
Fair Chance	2001 S Street NW, Suite 310	Washington	DC	20009	Public	general operating support	10 000 00
Fauquier Health Foundation	170 W Shirley Avenue, Suite 101	Warrenton	VA	20186	Public	Employee morale program implementation	22 500 00
Fay School Inc	48 Main Street	Southborough	MA	01772	Public	2012-2013 Annual Fund	1 000 00
Field Museum of Natural History	1400 S Lakeshore Drive,	Chicago	IL	60605	Public	general operating support	25 000 00
Finanka Akoma Nioaso FAN	1533 U Street SE	Washington	DC	20020	Public	general operating support	10 000 00
FINCA International Inc	1101 14th Street NW	Washington	DC	20005	Public	general operating support	5 000 00
FLOC for Love of Children	1763 Columbia Road NW	Washington	DC	20009	Public	general operating support toward teen programming/Scholars Program	15 000 00
Food & Friends Inc	219 Riggs Road, NE	Washington	DC	20011	Public	for the Morale Building Program	25 000 00
Foundation Center	1627 K Street NW 3rd floor	Washington	DC	20005	Public	general operating support for the DC office	3 000 00
Friends of Audubon School	3500 N Hoyne Street	Chicago	IL	60618	Public	2012 Annual Fund	1 600 00
Friends of Audubon School	3500 N Hoyne Street	Chicago	IL	60618	Public	general operating support	100 00
Friends of Audubon School	3500 N Hoyne Street	Chicago	IL	60618	Public	general operating support	100 00
Friends of Audubon School	3500 N Hoyne Street	Chicago	IL	60618	Public	2013 Annual Fund	2 500 00
Future Harvest Inc	16813 Yeohio Road	Sparks	MD	21152	Public	to promote the growth of sustainable farms in the Virginia Piedmont and Northern Virginia	7 500 00
Georgetown University	Dept 0734	Washington	DC	20073	Public	general operating support	1 000 00
Girl Scout Council of the Nations Capital	4301 Connecticut Avenue NW Suite M-2	Washington	DC	20008	Public	general operating support	10 000 00
Glass Slipper Project	PO Box 577915	Chicago	IL	60657	Public	general operating support	750 00
Grant Park Orchestral Association	205 East Randolph Drive	Chicago	IL	60601	Public	general operating support	20 000 00
Grantmakers in the Arts	4055 21st Avenue West Suite 100	Seattle	WA	98199	Public	general operating support	2 000 00
Greater Kansas City Community Foundation	PO Box 270255	Kansas City	MO	64127	Public	planning grant for the preservation and restoration of historic Elmwood Cemetery	10 000 00
Greater Washington Educational Telecommunications Association, Inc	3939 Campbell Avenue	Arlington	VA	22206	Public	WEIA 90.5 FM opera broadcasts	5 000 00
Growing Power Inc	235 Promenade Street, Suite 550	Providence	RI	02908	Public	general operating support	35 000 00
Home and Hospice Care of Rhode Island	3333 South Iron Street	Chicago	IL	60608	Public	Chicago Healthy Teens Youth Program	20 000 00
Hope for Animals Clear Creek Rescue	1085 N Main Street	Providence	RI	02904	Public	HHCRIS Palliative Care Consult Program at Newport Hospital	5 000 00
Hope Funds for Cancer Research	PO Box 63	Georgetown	CO	80444	Public	general operating support	4 000 00
Hubbard Street Dance Chicago Inc	226 Bellevue Avenue, Suite 2	Newport	RI	02840	Public	support for fellowships for cancer research	5 000 00
Hyde School	1147 West Jackson Boulevard	Chicago	IL	60607	Public	The Prince Prize for Commissioning of Original Work	75 000 00
Illinois Education Foundation	616 High Street	Bath	ME	04530	Public	2012-2013 annual fund	1 000 00
Indiana University Foundation	228 West Jackson Boulevard, Suite 528	Chicago	IL	60606	Public	to support the IEF's 5th Annual Food + Wine Tasting	2 500 00
Island Moving Company	902 West New York Street	Bloomington	IN	46202	Public	for the Pierce Project	2 500 00
Island Moving Company	PO Box 746	Newport	RI	02840	Public	for the 30th Birthday Gala	5 000 00
Jacobs Pillow Dance Festival Inc	PO Box 746	Newport	RI	02840	Public	general operating support	20 000 00
John F Kennedy Center for the Performing Arts	358 George Carter Drive	Becket	MA	01223	Public	2013 Dance Season	120 00
Josef King Foundation Inc	2700 F Street, NW	Washington	DC	02566	Public	opera education through the DC Partnership School Initiative	30 000 00
Journey Through Hallowed Ground	2 E Read Street	Baltimore	MD	21202	Public	Development of the Resiliency in Stressful Events (RISE) Program	40 000 00
Lake Forest Country Day School	PO Box 77	Waterford	VA	20197	Public	general operating support	5 000 00
Lambis Farm Inc	145 South Green Bay Road	Lake Forest	IL	60045	Public	general operating support	5 000 00
Langley School Inc	PO Box 520	Libertyville	IL	60048	Public	general operating support	4 500 00
Latin School of Chicago	1411 Ball's Hill Road	McLean	VA	22101	Public	for the 2012-2013 Annual Fund	100 00
Latin School of Chicago	59 West North Boulevard	Chicago	IL	60610	Public	Endowment Fund	250 000 00
Lavdale Christian Health Center	3660 W Ogden Avenue	Chicago	IL	60623	Public	general operating support	5 000 00
Life Outreach International Association of Churches Inc	PO Box 982000	Fort Worth	TX	76182	Public	medical home advancement project	25 000 00
Lift Inc	16201 Street NW, Suite 820	Washington	DC	20006	Public	for mission feeding	350 00
Lookingglass Theatre Company	875 N Michigan Avenue Suite 2200	Chicago	IL	60611	Public	general operating support	10 000 00
Lucys Hearth	913 West Main Road	Middletown	RI	02842	Public	general operating support	15 000 00
Madera School Inc	8328 Georgetown Pike	McLean	VA	22102	Public	Annual Fund \$2 000 and for the Anniversary Gift \$5,000	7 000 00
Madera School Inc	8328 Georgetown Pike	McLean	VA	22102	Public	"Cottages for Community" capital campaign	50 000 00
Make a Wish Foundation of Northern Illinois	640 North LaSalle Street, Suite 280	Chicago	IL	60654	Public	wish allocation fund	2 500 00
Maret School Inc	3000 Cathedral Avenue, NW	Washington	DC	20008	Public	for the 2012-2013 Annual Fund	200 00

Frederick H Prince Testamentary Trust
Contributions
for the year Ended December 31, 2012

Part XV, Line 3A
FEIN 36-6009208

Organization	Street Address	City	State	Zip Code	Status	Purpose	Amount
Manilac Social Center	212 South Francisco	Chicago	IL	60612	Public	project to support special needs children (EQUIP grant)	7,500.00
Martin Luther King Community Center	20 Dr Marcus F Wheatland Boulevard	Newport	RI	02840	Public	general operating support	20,000.00
Mary's Center for Maternal and Child Care	2333 Ontario Road, NW	Washington	DC	20009	Public	general operating support	200.00
Meeks on Wheels of RI Inc	70 Bath Street	Providence	RI	02908	Public	general operating support for Aquidneck Island residents	10,000.00
METRO Squash NFP	5655 S University Avenue	Chicago	IL	60637	Public	general operating support	25,000.00
Metropolitan Opera Association Inc	Lincoln Center	New York	NY	10023	Public	general operating support	15,000.00
Metropolitan Opera Association Inc	Lincoln Center	New York	NY	10023	Public	support the Met Broadcasts	2,500.00
Michael J Fox Foundation for Parkinsons Research	90 Broad Street	New York	NY	10004	Public	for a "Funny Thing Happened on the Way to Cure Parkinsons"	25,000.00
Millennium Park Inc	201 East Randolph Street	Chicago	IL	60601	Public	Founders Appeal	10,000.00
The Minam Hospital	164 Summit Avenue	Providence	RI	02906	Public	to offset uncompensated care costs	5,000.00
Music and Dance Theater Chicago Inc	205 East Randolph Drive	Chicago	IL	60601	Public	general operating support	20,000.00
Music and Dance Theater Chicago Inc	205 East Randolph Drive	Chicago	IL	60601	Public	Pans Opera Ballet Opening Night Ball	7,500.00
National Building Museum	401 F Street NW	Washington	DC	20001	Public	design apprenticeship program	5,000.00
National Gallery of Art	2000B South Club Drive	Landover	MD	20785	Public	Collectors Committee \$15000, Exhibition Circle \$20000	35,000.00
National Wildlife Federation	1100 Wildlife Center Drive	Reston	VA	20190	Public	Choose Clean Water Coalition activities in Virginia	65,000.00
Nature Conservancy	4245 N Fairfax Drive Suite 100	Arlington	VA	22203	Public	Bahamas Project	5,000.00
Near North Montessori School	1434 West Division Street	Chicago	IL	60622	Public	Annual Fund	5,000.00
Near North Montessori School	1434 West Division Street	Chicago	IL	60622	Public	Capital Campaign	5,000.00
Neighborhood	445 North Sacramento Boulevard	Chicago	IL	60622	Public	general operating support	20,000.00
Network for Teaching Entrepreneurship	1680 L Street, NW, Suite 510	Washington	DC	20036	Public	general operating support - one-time grant	5,000.00
The New York Public Library Astor Lenox and Tilden Foundations	Fifth Avenue and 42nd Street	New York	NY	10018	Public	for Astor Conservator Conservators Program	10,000.00
The New York Public Library Astor Lenox and Tilden Foundations	Fifth Avenue and 42nd Street	New York	NY	10018	Public	for the Spring Luncheon	5,000.00
Newport Art Museum and Art Association	76 Bellevue Avenue	Newport	RI	02840	Public	general operating support \$25000 and to install ADA compliant automatic door on the garden side of the Gnswood Building \$6500	33,500.00
Newport County Womens Resource Center	114 Touro Street	Newport	RI	02840	Public	general operating support	20,000.00
Newport Historical Society	82 Touro Street	Newport	RI	02840	Public	Capital Campaign	20,000.00
Newport Historical Society	82 Touro Street	Newport	RI	02840	Public	general operating support \$25000 and planning state of capital campaign \$25000	50,000.00
Newport Historical Society	82 Touro Street	Newport	RI	02840	Public	Newport Antiques Show	5,000.00
Newport Historical Society	82 Touro Street	Newport	RI	02840	Public	to support uncompensated care for the citizens of Newport	19,000.00
Newport Hospital	11 Friendship Street	Newport	RI	02840	Public	membership	6,000.00
New Venture Fund (Sustainable Agriculture and Food Systems Funders)	16 W Mission Street, Suite R	Santa Barbara	CA	93101	Public	general operating support geared toward the Nonprofit Energy Alliance	25,000.00
Nonprofit Roundtable of Greater Washington	1201 13th Street, NW, Suite 420	Washington	DC	20005	Public	general operating support	3,000.00
Norman Bird Sanctuary Trust	563 Third Beach Road	Middletown	RI	02842	Public	for the Myra Brecher Scholarship Fund	880.00
North Central College	30 N Brainerd Street	Naperville	IL	60540	Public	for the Myra Brecher Scholarship Fund	1,464.00
North Central College	30 N Brainerd Street	Naperville	IL	60540	Public	for the Myra Brecher Scholarship Fund	3,500.00
Northwestern Memorial Healthcare (Northwestern Lake Forest Hospital)	660 North Westmoreland Road	Lake Forest	IL	60045	Public	Women's Auxiliary Board	10,000.00
Northwestern Memorial Healthcare	251 East Huron Street, Suite 3-200	Chicago	IL	60611	Public	sponsorship of the event Northwestern Integrative Medicine	25,000.00
Northwestern Memorial Healthcare	251 East Huron Street, Suite 3-200	Chicago	IL	60611	Public	Slaying Young with Dr. Michael Rozen	25,000.00
Northwestern Memorial Healthcare	251 East Huron Street, Suite 3-200	Chicago	IL	60611	Public	a study involving training of attending physicians on how to have a code status discussion with patients	1,500.00
Oak Park Education Foundation	970 Madison Street	Oak Park	IL	60302	Public	Art Start Program	10,000.00
Parkinsons Disease Foundation Inc	1359 Broadway Suite 1509	New York	NY	10018	Public	for the Summer Fellowship Program	2,500.00
Parkinsons Disease Foundation of the National Capital Area Inc	7700 Leesburg Pike, Suite 208	Falls Church	VA	22043	Public	for the Annual Gala Dance the Night Away	2,000.00
Partners in Health a Nonprofit Corporation	888 Commonwealth Ave, 3rd Floor	Boston	MA	02215	Public	general operating support	15,000.00
Patricia M Silar Center for the Arts	1700 Kalorama Road NW	Washington	DC	20009	Public	general operating support geared toward programming for teens	25,000.00
PCG Community Wellness Center	14 W Lake Street	Oak Park	IL	60302	Public	electronic records system	10,000.00
Peabody Essex Museum Inc	East India Square	Salem	MA	01970	Public	for the Gala	5,000.00
PEN Faulkner	201 East Capital Street SE	Washington	DC	20003	Public	Writers in Schools program	10,000.00
Piedmont Environmental Council	PO Box 460	Warrenton	OR	97146	Public	40th Anniversary Piedmont Ball	165,000.00
Piedmont Environmental Council	PO Box 460	Warrenton	OR	97146	Public	general operating support	120,000.00
Piedmont Environmental Council (Coalition for Smarter Growth)	PO Box 460	Warrenton	OR	97146	Public	Washington DC Regional Land Use, Transportation and Affordable Housing Campaign	2,000.00
Planned Parenthood of Southern New England Inc	111 Point Street	Providence	RI	02903	Public	public policy and advocacy programs in RI	2,000.00
Planned Parenthood International	4170 Tennyson Street	Denver	CO	80212	Public	general operating support	10,000.00
Posse Foundation	1319 f Street NW Suite 604	Washington	DC	20005	Public	general operating	19,000.00
Preservation Society of Newport County	424 Bellevue Avenue	Newport	RI	02840	Public	for the Coaching Weekend Event at Marble House	50,000.00
Preservation Society of Newport County	424 Bellevue Avenue	Newport	RI	02840	Public	toward the Welcome Center	10,000.00
Preservation Society of Newport County	424 Bellevue Avenue	Newport	RI	02840	Public	for the Coaching Dinner Dance	25,000.00
Preservation Society of Newport County	424 Bellevue Avenue	Newport	RI	02840	Public	for the Tree and Landscape Preservation Program	5,000.00
Press Pass Mentors Inc	131 Joralemon Street, #35	Brooklyn	NY	11201	Public	general operating support	25,000.00
Protestant Episcopal Cathedral Foundation of the D of C	Massachusetts and Wisconsin Ave NW	Washington	DC	20016	Public	Rebuilding Campaign	25,000.00
Protestant Episcopal Cathedral Foundation of the D of C	Massachusetts and Wisconsin Ave NW	Washington	DC	20016	Public	Annual Fund	1,500.00
Rabies Challenge Fund Charitable Tr	11561 Srinivas Avenue	Garden Cove	CA	92843	Public	rabies vaccine research	750.00
Rectory School Inc	PO Box 68	Ponfret	CT	06258	Public	2012-2013 Annual Fund	1,000.00
Rhode Island Arts Foundation at Newport Incorporated	PO Box 300	Newport	RI	02840	Public	general operating support	20,000.00
Rhode Island Community Food Bank Association	200 Niantic Avenue	Providence	RI	02907	Public	general operating support for work in Newport County	20,000.00
Rhode Island Kids Count Inc	One Union Station	Providence	RI	02903	Public	general operating support	40,000.00
Rhode Island Legal Services Inc	56 Pine Street	Providence	RI	02903	Public	Newport office operating support	30,000.00
Rhode Island Natural History Survey	PO Box 1858	Kingsford	RI	02881	Public	Narragansett Bay Coyote Study implementation	25,000.00
Rick Hole Athletic Foundation	4 Rachael Drive	Portsmouth	RI	02871	Public	general operating support	10,000.00
Robert Potter League for Animals Inc	PO Box 412	Newport	RI	02840	Public	general operating support	20,000.00
Rocky Mountain Wildlife Conservation	1945 WCR 53	Kennesburg	CO	80643	Public	general operating support	3,400.00
RhodySquash Inc	8 Freedyb Street	Newport	RI	02840	Non 501(c)(3)	to expand the program and provide transportation for participants	20,000.00
Sargent Shriver National Center on Poverty Law	50 E Washington Street Suite 500	Chicago	IL	60602	Public	State budget work	15,000.00

Frederick H Prince Testamentary Trust
Contributions
for the year Ended December 31, 2012

Part XV Line 3A
FEIN 36-6009208

Organization	Street Address	City	State	Zip Code	Status	Purpose	Amount
Sargent Shriver National Center on Poverty Law	50 E Washington Street Suite 500	Chicago	IL	60602	Public	general operating support	1,000.00
Sasha Bruce Youthwork Inc	741 8th Street SE	Washington	DC	20003	Public	one time grant Building for the Future Campaign	10,000.00
Save The Bay Inc	100 Save the Bay Drive	Providence	RI	02916	Public	general operating support \$35,000, Newport Exploration Center \$15,000	50,000.00
SEED Public Charter School of Washington DC	4300 C Street SE	Washington	DC	20019	Public	general operating support	2,500.00
Shake-A-Leg Inc	PO Box 1264	Newport	RI	02840	Public	general operating support	10,000.00
Shakespeare Theatre	516 8th Street SE	Washington	DC	20003	Public	general operating support	7,500.00
Shedd Aquarium Society	1200 South Lake Shore Drive	Chicago	IL	60605	Public	general operating support	2,500.00
Signature Theatre Inc	4200 Campbell Avenue	Arlington	VA	22206	Public	general operating support	5,000.00
Society for the Sacred Heart United States Province	6250 North Shandon Road	Chicago	IL	60660	Public	general operating support for Children of the Heart	15,000.00
Southern Environmental Law Center	201 West Main Street Suite 14	Charlottesville	VA	22902	Public	Refueling Land Use & Transportation Policies in Virginia	20,000.00
St. Georges School	PO Box 1310	Newport	RI	028940	Public	annual fund	25,000.00
St. Patrick Residence	1400 Brookdale Road	Naperville	IL	60563	Public	for the expansion of duPont Science Building	100,000.00
St. Patrick Conservation Association Inc	1400 Brookdale Road	Naperville	IL	60563	Public	general operating support	1,000.00
Susan G Komen Breast Cancer Foundation	PO Box 550	Charlottesville	NH	03603	Public	general operating support	1,000.00
Textile Museum of DC	205 N Michigan Avenue Suite 2630	Chicago	IL	60601	Public	Chicago Program	15,000.00
Theatre Washington	2320 S Street, NW	Washington	DC	20008	Public	3-Day Atlanta	200.00
Third Sector New England Inc	2233 Wisconsin Ave NW	Washington	DC	20007	Public	general operating support	5,000.00
Thomas Jefferson Foundation Inc	89 South Street Suite 700	Boston	MA	02111	Public	general operating support Rhode Island Land Trust Council	2,500.00
Through The Kitchen Door International Inc	PO Box 217	Charlottesville	VA	22902	Public	Save Thomas Jefferson's Treasures at Monticello	5,000.00
Travellers Rest Equine Elders Sanctuary	3305 Palatine Drive	Chevy Chase	MD	20815	Public	to develop a pilot program, "Healthy Moms Health Families"	25,000.00
Trinity Services Inc	PO Box 2260	Spotsylvania	VA	22553	Public	general operating support	2,500.00
Trustees of the Corcoran Gallery of Art	100 North Gough Road	Joliet	IL	60432	Public	Wilcox Group Home In Joliet	500.00
Umoja Student Development Corporation	500 Seventeenth Street NW	Washington	DC	20006	Public	general operating support	5,000.00
Umoja Student Development Corporation	2935 West Polk Room 118	Chicago	IL	60612	Public	general operating support	1,000.00
United States Conference of Catholic Bishops-Julie Sisters of the Poor St Josephs Home for the Elderly	2935 West Polk Room 116	Chicago	IL	60612	Public	general operating support	2,500.00
United States Squash Racquets Association Inc	80 West Northwest Highway	Palatine	IL	60067	Public	general operating support	4,500.00
Unity Health Care Inc	555 Fifth Avenue, Suite 1102	New York	NY	20018	Public	Annual Fund	500.00
University of Rhode Island Foundation	1220 12th Street SE Suite 120	Washington	DC	20083	Public	Medical Assistant Morale and Training Project	30,000.00
University of Wisconsin Foundation	220 South Ferry Road	Narragansett	RI	02882	Public	technical support for Phase I sea level rise vulnerability assessment and climate adaptation tools	20,000.00
Urban Alliance Foundation Inc	1848 University Avenue	Madison	WI	53726	Public	for the E. Arthur and Mary Jo Preve Arts Administration	668.00
Vassar College	2030 Q Street NW	Washington	DC	20011	Public	general operating support	15,000.00
Vassar College	124 Raymond Avenue	Poughkeepsie	NY	12604	Public	William Gifford Fund	668.00
Video Volunteers	179 Bellvale Lakes Road	Warwick	NY	10990	Public	Annual Fund	1,000.00
Visiting Nurse Service of Newport & Bristol Counties	1184 East Main Road	Portsmouth	RI	02871	Public	general operating support	5,000.00
Washington Animal Rescue League	71 Ogletrope Street NW	Washington	DC	20011	Public	general operating support	15,000.00
Washington DC International Film Festival Inc	PO Box 21396	Washington	DC	20008	Public	Phase I Capital Campaign for the National Rehabilitation Center for Animals	25,000.00
Washington Drama Society Inc	1101 6th Street SW	Washington	DC	20024	Public	general operating support	2,500.00
Washington Independent Writers Legal and Educational Fund Inc	7817 Evring Lane	Alexandria	VA	22306	Public	general operating support	5,000.00
Washington Performing Arts Society	2000 L Street NW	Washington	DC	20036	Public	general operating support	15,000.00
Washington Regional Association of Grantmakers	1400 16th Street NW	Washington	DC	20036	Public	Leadership Fund	7,500.00
Womens Board of Northwestern Memorial Hospital	1400 18th Street NW	Washington	DC	20036	Public	Medical Morale Program	5,000.00
Womens Health and Education Fund	541 North Fairbanks, Suite 800	Chicago	IL	60611	Public	general operating support	50,000.00
Woodlands Academy	PO Box 5863	Providence	RI	02903	Public	general operating support	2,500.00
Woodlands Academy	760 East Westleigh Road	Lakeforest	IL	60045	Public	general operating support and match of challenge grant	5,000.00
Words Beats and Life Inc	760 East Westleigh Road	Lakeforest	IL	60045	Public	general operating support	5,000.00
World Arts Focus	1525 Newton Street NW	Washington	DC	20010	Public	general operating support	7,500.00
World Sport Chicago	3309 Bunker Hill Road	Mount Rainier	MD	20712	Public	general operating support Joe's Movement Emporium	5,000.00
World Vision	200 East Randolph Street 20th Floor	Chicago	IL	60601	Public	Becoming a Man (BAM) - Sports Edition Program	25,000.00
World Vision	PO Box 9716	Federal Way	WA	98063	Public	for Nito Costa Costa and Derre ADP 173816 project	1,000.00
World Vision	PO Box 9716	Federal Way	WA	98063	Public	for Nito Costa Costa and Derre ADP 173816 project	990.00
Young Playwrights Theater Inc	2537 15th Street	Washington	DC	20009	Public	general operating support	10,000.00
Zero to Three - National Center for Infants Toddlers and Families	1255 23rd Street NW	Washington	DC	20037	Public	Coming Together Around Military Families	19,500.00
TOTAL							3,764,727.00

Frederick Henry Prince Testamentary Trust
FEIN # 36-6009208

2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee:	Coalition for Smarter Growth (Paid Through: Piedmont Environmental Council) 316 F Street NE Suite 200 Washington, DC 20002
Date and Amount of Grant:	06/12/2012 \$120,000.00
Purpose of the Grant:	Washington, DC Regional Land Use, Transportation, and Affordable Housing Campaign
Amounts Expended by Grantee:	\$120,000.00
Diversion of Funds:	To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.
Dates of Reports Received:	June 11, 2013
Verification of Reports:	June 11, 2013

**Frederick Henry Prince Testamentary Trust
FEIN # 36-6009208**

**2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement**

Grantee: Elmwood Cemetery Preservation Fund
(Paid Through: Greater Kansas City Community Foundation)
1055 Broadway, Suite 130
Kansas City, MO 64105

Date and Amount of Grant: 01/20/2012 \$10,000

Purpose of the Grant: planning grant for the preservation and restoration of historic Elmwood Cemetery

Amounts Expended by Grantee: \$10,000.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Dates of Reports Received: June 10, 2013

Verification of Reports: June 10, 2013

**Frederick Henry Prince Testamentary Trust
FEIN # 36-6009208**

**2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement**

Grantee: Newport Old Quarter Consortium
(Paid Through: Newport Historical Society)
82 Touro Street
Newport, RI 02840

Date and Amount of Grant: 10/03/2011 \$5,000

Purpose of the Grant: for the production and distribution of a three-minute video
about the Old Quarter

Amounts Expended by Grantee: \$5,000.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted
any portion of the funds from the purpose of the grant.

Dates of Reports Received: 6/28/2012, 06/05/13

Verification of Reports: 6/28/2012, 06/05/13

**Frederick Henry Prince Testamentary Trust
FEIN # 36-6009208**

**2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement**

Grantee: Newport Partnership for Families
(Paid Through: Boys Clubs & Girls Clubs of Newport County Inc)
435 Broadway
Newport, RI 02840

Date and Amount of Grant: 10/03/2011 \$6,000.00

Purpose of the Grant: Reading Reaps Rewards Summer Reading Program

Amounts Expended by Grantee: \$6,000.00

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: 07/02/2012, 6/11/2013

Verification of Reports: 07/02/2012, 6/11/2013

**Frederick Henry Prince Testamentary Trust
FEIN # 36-6009208**

**2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement**

Grantee:	RhodySquash Inc 8 Freebody Street Newport, RI 02840
Date and Amount of Grant:	09/25/2012 \$20,000
Purpose of the Grant:	to expand the program and provide transportation for participants
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 17, 2013
Verification of Reports:	June 17, 2013

The Frederick Henry Prince Testamentary Trust owns
71.5332% of each of the following investments.
As of December 31, 2012

FEIN 36-6009208

<u>Investment.</u>	<u>Principal amount or number of shares</u>	<u>Cost</u>	<u>Market</u>
<u>BlackRock</u>			
US Equity Market Fund B	669,465.000	29,253,621	39,772,092
Total Barclays Global Investors		<u>29,253,621</u>	<u>39,772,092</u>
<u>GMO</u>			
Benchmark Free Fund	515,537.338	10,524,943	10,645,846
Multi-Strategy Offshore Fund, L.P.	N/A	2,733,142	2,594,301
Total GMO		<u>13,258,085</u>	<u>13,240,147</u>
<u>Pacific Investment Management Co.</u>			
PIMCO Total Return Fund	3,573,782.938	37,612,489	40,169,320
Total PIMCO		<u>37,612,489</u>	<u>40,169,320</u>
<u>Franklin Templeton</u>			
Templeton Institutional Foreign Equity Series	1,405,991.214	28,042,914	27,557,428
Total Franklin Templeton		<u>28,042,914</u>	<u>27,557,428</u>
<u>Vanguard</u>			
Vanguard Global Equity Fund	735,698.546	15,464,459	13,735,492
Total Vanguard		<u>15,464,459</u>	<u>13,735,492</u>
Total All Funds		<u>123,631,568</u>	<u>134,474,479</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

Enter filer's identifying number, see instructions

Type or print

File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

FREDERICK HENRY PRINCE TESTAMENTARY TRUST

36-6009208

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

303 WEST MADISON STREET

City, town or post office, state, and ZIP code. For a foreign address, see instructions

CHICAGO, IL 60606

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	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, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2012 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	\$	95,426.
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	\$	66,426.
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	\$	29,000.

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 Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)