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

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
PRINCE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
140 SOUTH DEARBORN STREET 1410

City or town, state, and ZIP code
CHICAGO, IL 60603

A Employer identification number
36-6116507

B Telephone number (see instructions)
(312) 419-8700

C If exemption application is pending, check here

D 1 Foreign organizations check here
2 Foreign organizations meeting the 85% test check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

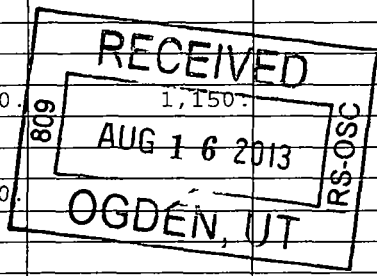
H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 2,563,313.**

J Accounting method Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants etc. received (attach schedule)	1,658,000.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	172.	172.		
4	Dividends and interest from securities	103,553.	103,553.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	59,797.			
b	Gross sales price for all assets on line 6a 68,856.				
7	Capital gain net income (from Part IV, line 2)		59,797.		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	1,821,522.	163,522.	0	
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 1	2,300.	1,150.		1,150.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 2	1,000.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 3	155,525.			155,525.
24	Total operating and administrative expenses. Add lines 13 through 23	158,825.	1,150.		156,675.
25	Contributions, gifts, grants paid	1,537,500.			1,537,500.
26	Total expenses and disbursements Add lines 24 and 25	1,696,325.	1,150.	0	1,694,175.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	125,197.			
b	Net investment income (if negative, enter -0-)		162,372.		
c	Adjusted net income (if negative, enter -0-)			0	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	38,026.	9,872.	9,872.	
	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) ATCH 4	2,222,695.	2,376,046.	2,553,441.	
	c	Investments - corporate bonds (attach schedule),				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,260,721.	2,385,918.	2,563,313.		
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 ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	2,260,721.	2,385,918.		
	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),	2,260,721.	2,385,918.			
31	Total liabilities and net assets/fund balances (see instructions)	2,260,721.	2,385,918.			

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 2,260,721.
2	Enter amount from Part I, line 27a	2 125,197.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 2,385,918.
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 2,385,918.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	59,797.
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	1,657,968.	2,355,483.	0.703876
2010	1,563,019.	2,268,825.	0.688911
2009	1,251,595.	1,992,894.	0.628029
2008	1,224,560.	1,848,619.	0.662419
2007	757,643.	1,703,223.	0.444829
2	Total of line 1, column (d)		2 3.128064
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 0.625613
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4 2,491,176.
5	Multiply line 4 by line 3		5 1,558,512.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 1,624.
7	Add lines 5 and 6		7 1,560,136.
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 1,694,175.

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 <input type="checkbox"/> and enter "N/A" on line 1 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,624.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	1,624.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,624.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,035.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	500.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,535.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,911.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,911. Refunded <input type="checkbox"/> 11	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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL,		
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

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 WWW.FOUNDATIONCENTER.ORG/GRANTMAKER/PRINCE
14 The books are in care of TONI DOBBINS Telephone no 312-419-8700
Located at 140 SOUTH DEARBORN STREET, SUITE 1410 CHICAGO, IL ZIP+4 60603
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 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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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
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 X 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 X 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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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: ATCH 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		
Total number of others receiving over \$50,000 for professional services		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	
Total. Add lines 1 through 3	

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	2,461,829.
b	Average of monthly cash balances	1b	67,284.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,529,113.
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	2,529,113.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	37,937.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,491,176.
6	Minimum investment return. Enter 5% of line 5	6	124,559.

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	124,559.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,624.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,624.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	122,935.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	122,935.
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	122,935.

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	1,694,175.
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	1,694,175.
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	1,624.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,692,551.

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				122,935.
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 674,436.				
b From 2008 1,135,683.				
c From 2009 1,154,550.				
d From 2010 1,453,054.				
e From 2011 1,541,958.				
f Total of lines 3a through e	5,959,681.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,694,175.				
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				122,935.
e Remaining amount distributed out of corpus	1,571,240.			
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	7,530,921.			
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)	674,436.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	6,856,485.			
10 Analysis of line 9				
a Excess from 2008 1,135,683.				
b Excess from 2009 1,154,550.				
c Excess from 2010 1,453,054.				
d Excess from 2011 1,541,958.				
e Excess from 2012 1,571,240.				

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)

Table with 5 columns: Tax year (a) 2012, Prior 3 years (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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)

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.

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

ATCH 6

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

ATCH 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
<p>a Paid during the year SEE ATTACHMENT 9</p>				<p>1,537,500.</p>
<p>Total ▶ 3a</p>				<p>1,537,500.</p>
<p>b Approved for future payment</p>				
<p>Total ▶ 3b</p>				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

Table with 2 columns: 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)

Schedule of Contributors

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

2012

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

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	2,300.	1,150.		1,150.
TOTALS	<u>2,300.</u>	<u>1,150.</u>		<u>1,150.</u>

PRINCE FOUNDATION

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	1,000.			
TOTALS	<u>1,000.</u>			

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MACARTHUR GRANT PROGRAM EXP	155,500.			155,500.
MISCELLANEOUS EXPENSES	25.			25.
TOTALS	<u>155,525.</u>			<u>155,525.</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	2,376,046.	2,553,441.
TOTALS	<u>2,376,046.</u>	<u>2,553,441.</u>

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

ATTACHMENT 5

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
FREDERICK HENRY PRINCE 816 CONNECTICUT AVE. NW WASHINGTON, DC 20006	VICE PRESIDENT & TRUSTEE 1.00	0	0	0
PATRICK WOOD-PRINCE 140 SOUTH DEARBORN STREET 1410 CHICAGO, IL 60603	PRESIDENT & TRUSTEE 1.00	0	0	0
RANDALL M HIGHLEY 140 SOUTH DEARBORN STREET 1410 CHICAGO, IL 60603	VICE PRESIDENT 1.00	0	0	0
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>

**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)	
33,943.		SHORT TERM GAIN (SEE STMT A)					VAR 33,943.	VAR
34,913.		LONG TERM GAIN (SEE STMT A) 9,059.					VAR 25,854.	VAR
TOTAL GAIN(LOSS)							<u>59,797.</u>	

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

PRINCE CHARITABLE TRUSTS
140 SOUTH DEARBORN STREET, STE 1410
CHICAGO, IL 60603
312-419-8700

ATTN: TRUSTEES

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

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

FEDERAL FOOTNOTES

MACARTHUR GRANT PROGRAM EXPENSES OF \$155,500 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 2012 IS \$1,658,000 AS DISCLOSED ON SCHEDULE B. TOTAL GRANTS PAID OUT UNDER THIS AGREEMENT WERE \$1,537,500 FOR 2012 AND ARE LISTED IN PART XV, LINE 3A OF THE RETURN.

PRINCE FOUNDATION
CAPITAL GAINS
DECEMBER 31, 2012

CAPITAL GAINS-PIMCO ACCOUNT #1
ACCOUNT # 4130 & 4135

DATE	DESCRIPTION	PROCEEDS	ACCT #1320 INVESTMENT PIMCO	ACCT #4130 SHORT TERM (GAIN)	ACCT #4135 LONG TERM (GAIN)LOSS
09/07/12	SALE OF 434 783 SHARES @ 11 50	5,000 00	(4,530 00)		(470 00)
12/12/12	SHORT TERM GAIN REINVESTED 109,487 183 SHARES @ 0 15484		16,953 00	(16,953 00)	
12/12/12	LONG TERM GAIN REINVESTED 109,487 183 SHARES @ 0 11365		12,443 22		(12,443 22)
12/14/12	INCREASE IN SHORT TERM GAIN		0 11	(0 11)	
12/12/12	INCREASE IN CAP GAIN		0 33		(0 33)
		<u>5,000 00</u>	<u>24,866 65</u>	<u>(16,953 11)</u>	<u>(12,913 55)</u>

CAPITAL GAINS-PIMCO ACCOUNT #2
ACCOUNT # 4132 & 4137

DATE	DESCRIPTION	PROCEEDS	ACCT #1320 INVESTMENT PIMCO	ACCT #4130 SHORT TERM (GAIN)	ACCT #4135 LONG TERM (GAIN)LOSS
09/07/12	SALE OF 434 783 SHARES @ 11 50	5,000 00	(4,529 95)		(470 05)
12/14/12	SHORT TERM GAIN REINVESTED 109,722 952 SHARES @ 0 15484		16,989 50	(16,989 50)	
12/14/12	LONG TERM GAIN REINVESTED 109,722 952 SHARES @ 0 11365		12,470 01		(12,470 01)
12/14/12	INCREASE IN SHORT TERM GAIN		0 11	(0 11)	
12/12/12	INCREASE IN CAP GAIN		0 33		(0 33)
		<u>5,000 00</u>	<u>24,930 01</u>	<u>(16,989 61)</u>	<u>(12,940 39)</u>

PRINCE FOUNDATION
CHICAGO, IL
PART XV, LINE 3 (A) - CONTRIBUTIONS AND GRANTS - MACARTHUR
DECEMBER 31, 2012

ORGANIZATION	Street Address	CITY AND STATE	Zip Code	STATUS	PURPOSE	AMOUNT
About Face Theatre Collective	122 W Wilson 2nd Fl W	Chicago, IL	60640	public	general operating support	35,000 00
American Theater Company	1909 W Byron Street	Chicago, IL	60613	public	general operating support	30,000 00
Art & Business Council of Chicago	70 E Lake St Ste 500	Chicago, IL	60601	public	general operating support	30,000 00
The Art Institute of Chicago (Gene Siskel Film Center)	111 S Michigan Ave	Chicago, IL	60603	public	general operating support	35,000 00
Chicago Chamber Musicians	180 N Steison Ave Ste 1330	Chicago, IL	60601	public	general operating support	40,000 00
Chicago Childrens Theatre	1464 N Milwaukee Ave 2nd Flr	Chicago, IL	60642	public	general operating support	30,000 00
Chicago Classical Recording Foundation	1205 W Balmoreal Ave	Chicago, IL	60640	public	general operating support	27,000 00
Chicago Dancing Company NFP	PO Box 101043	Chicago, IL	60610	public	general operating support	20,000 00
Chicago Human Rhythm Project	2936 N Southport Ave	Chicago, IL	60657	public	general operating support	40,000 00
Chicago Human Rhythm Project	2936 N Southport Ave	Chicago, IL	60657	public	one-time grant for consulting assistance with executive search and capital fund development	25,000 00
Chicago Public Art Group	1259 S Wabash	Chicago, IL	60605	public	general operating support	37,000 00
Chicago Youth Symphony Orchestra	410 S Michigan Ave Ste 833	Chicago, IL	60605	public	general operating support	30,000 00
Columbia College (The Dance Center of Columbia College)	600 S Michigan	Chicago, IL	60605	public	general operating support	32,000 00
Eighth Blackbird Performing Arts Association	5315 N Clark St #104	Chicago, IL	60640	public	general operating support	25,000 00
Emerald City Theatre Company	2936 N Southport Ave	Chicago, IL	60657	public	general operating support	20,000 00
Emerald City Theatre Company	2936 N Southport Ave	Chicago, IL	60657	public	one-time grant to hire a fundraising consultant	15,000 00
Gillourey Institute	680 S Federal Street #301	Chicago, IL	60605	public	general operating support	30,000 00
Glen Ellyn Childrens Chorus (ANIMA)	799 Roosevelt RD	Glen Ellyn, IL	60137	public	general operating support	25,000 00
Gus Giordanos Jazz Dance Chicago Inc	614 Davis Street	Evanston, IL	60201	public	general operating support	25,000 00
Gus Giordanos Jazz Dance Chicago Inc	614 Davis Street	Evanston, IL	60201	public	one-time grant to hire a part-time administrative assistant	20,000 00
Hyde Park Art Center	5020 S Cornell Ave	Chicago, IL	60615	public	general operating support	35,000 00
Hyde Park Art Center	5020 S Cornell Ave	Chicago, IL	60615	public	one-time grant to support Kate Lorenz' attendance at the Harvard Business School Strategic Perspectives in Nonprofit Management course	5,000 00
Hyde Park Art Center	5020 S Cornell Ave	Chicago, IL	60615	public	general operating support	25,000 00
House Theatre of Chicago	4611 N Ravenswood Ave Ste 206	Chicago, IL	60640	public	general operating support	30,000 00
Illinois Arts Alliance Foundation	203 N Wabash Ave Ste 1920	Chicago, IL	60601	public	general operating support	20,000 00
International Contemporary Ensemble Foundation Inc	1834 N Burling #BF	Chicago, IL	60614	public	general operating support	30,000 00
International Latino Cultural Center of Chicago	676 N LaSalle St Ste 520	Chicago, IL	60654	public	general operating support	30,000 00
International Latino Cultural Center of Chicago	676 N LaSalle St Ste 520	Chicago, IL	60654	public	one-time grant to hire an associate director of development and marketing	20,000 00
Jazz Institute of Chicago Inc	410 S Michigan Ave Ste 943	Chicago, IL	60605	public	general operating support	25,000 00
Jazz Institute of Chicago Inc	410 S Michigan Ave Ste 943	Chicago, IL	60605	public	one-time grant for leadership development, database purchase and conference presentations	20,000 00
Jazz Institute of Chicago Inc	410 S Michigan Ave Ste 943	Chicago, IL	60605	public	general operating support	25,000 00
Kartemquin Educational Films	1901 W Wellington	Chicago, IL	60657	public	general operating support	30,000 00
League of Chicago Theatres Foundation	228 S Wabash Ave Ste 900	Chicago, IL	60604	public	general operating support	37,000 00
Lifeline Productions Inc	6912 N Glenwood Ave	Chicago, IL	60626	public	general operating support for the Concert Reading Series	12,500 00
Lifeline Productions Inc	6912 N Glenwood Ave	Chicago, IL	60626	public	general operating support	25,000 00
Light Opera Works Inc	927 Noyes St Ste 225	Chicago, IL	60201	public	general operating support	20,000 00
Light Opera Works Inc	927 Noyes St Ste 225	Chicago, IL	60201	public	one-time grant to pilot The Musical Theater Academy	20,000 00
Luna Negra Dance Theater	445 W Erie St Ste 101	Chicago, IL	60654	public	general operating support	40,000 00
Maywood Fine Arts Association	25 N 5th Avenue	Maywood, IL	60153	public	general operating support	35,000 00
Maywood Fine Arts Association	25 N 5th Avenue	Maywood, IL	60153	public	general operating support	32,000 00

Maywood Fine Arts Association	25 N 5th Avenue	Maywood, IL	60153	public	one-time grant for an architectural assessment and master building plan	20,000.00
Muntu Dance Theatre	7127 S Ellis 2nd Floor	Chicago, IL	60619	public	general operating support	35,000.00
Muntu Dance Theatre	7127 S Ellis 2nd Floor	Chicago, IL	60619	public	one-time grant for strategic planning	25,000.00
Music of the Baroque	111 N Wabash Ave Ste 810	Chicago, IL	60602	public	general operating support	35,000.00
Next Theater Company	927 Noyes	Evanston, IL	60201	public	general operating support	35,000.00
Northwestern University Settlement	1400 W Augusta Boulevard	Chicago, IL	60642	public	general operating support	25,000.00
Northwestern University Settlement	1400 W Augusta Boulevard	Chicago, IL	60642	public	one-time grant to support part of the new Associate Artistic Director's salary for Adventure Stage Chicago	10,000.00
Puerto Rican Arts Alliance	1440 N Sacramento Ave	Chicago, IL	60622	public	general operating support	30,000.00
Redmoon Theatre	1438 W Kinzie	Chicago, IL	60622	public	general operating support	32,000.00
Remy Burmpo Theatre Company	3717 N Ravenswood Ste 245	Chicago, IL	60613	public	general operating support	38,000.00
Renaissance Society at the University at The Chicago	5811 S Ellis Ave	Chicago, IL	60637	public	general operating support	20,000.00
River North Dance Company	1016 N Dearborn Parkway	Chicago, IL	60610	public	general operating support	33,000.00
Ruth Page Foundation	1016 N Dearborn Parkway	Chicago, IL	60610	private oper fnd	general operating support	25,000.00 ER grant
Street-Level Youth Media	1856 W Chicago	Chicago, IL	60622	public	general operating support	35,000.00
Swedish American Museum Association of Chicago	5211 N Clark St	Chicago, IL	60640	public	general operating support	25,000.00
Swedish American Museum Association of Chicago	5211 N Clark St	Chicago, IL	60640	public	one-time grant for a comprehensive marketing plan	20,000.00
Theater Wit NFP	1300 W Belmont Ave Ste 313	Chicago, IL	60657	public	general operating support	20,000.00
Timeline Theatre Company	615 W Wellington Ave	Chicago, IL	60657	public	general operating support	37,000.00

TOTAL MACARTHUR GRANTS

1,537,500.00

**Prince Foundation
FEIN # 36-6116507**

**2012 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:	10/19/12
Purpose of the Grant:	General Operating Support
Amounts Expended by Grantee:	\$25,000.00
Diversion of Funds:	To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.
Dates of Reports Received:	27-Jun-13
Verification of Reports:	27-Jun-13

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return**

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

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

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

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

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

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

Part I only

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

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 PRINCE FOUNDATION	Employer identification number (EIN) or 36-6116507
	Number, street, and room or suite no. If a P O box, see instructions 303 WEST MADISON STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHICAGO, IL 60606	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 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 \$	3,535.
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 \$	3,035.
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 \$	500.

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.