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Form 990-PF

Return of Private Foundation

OMB No 1545-0042

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, 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 or province, country, and ZIP or foreign postal code CHICAGO, IL 60603		C If exemption application is pending, check here ☐
G Check all that apply. ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 108,140,447.	J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis)	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				
4	Dividends and interest from securities	40,500.	40,500.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	4,445,482.			
b	Gross sales price for all assets on line 6a	4,445,482.			
7	Capital gain net income (from Part IV, line 2)		4,445,482.		
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.	3,077,218.	3,077,218.		
12	Total. Add lines 1 through 11	7,563,200.	7,563,200.		
13	Compensation of officers, directors, trustees, etc.	70,000.	35,000.		35,000.
14	Other employee salaries and wages	415,203.	42,143.		373,059.
15	Pension plans, employee benefits	132,902.	16,456.		116,446.
16a	Legal fees (attach schedule) ATCH. 2.	14,438.			14,438.
b	Accounting fees (attach schedule) ATCH. 3.	11,450.	8,015.		3,435.
c	Other professional fees (attach schedule) [4]	105,410.	595.		104,815.
17	Interest				
18	Taxes (attach schedule) (see instructions) [5]	204,617.	9,956.		52,661.
19	Depreciation (attach schedule) and depletion	5,796.			
20	Occupancy	84,845.			84,845.
21	Travel, conferences, and meetings	42,448.			42,448.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH. 6.	114,885.	400.		114,485.
24	Total operating and administrative expenses. Add lines 13 through 23.	1,201,994.	112,565.		941,632.
25	Contributions, gifts, grants paid	4,596,769.			4,596,769.
26	Total expenses and disbursements. Add lines 24 and 25	5,798,763.	112,565.	0	5,538,401.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,764,437.			
b	Net investment income (if negative, enter -0-)		7,450,635.		
c	Adjusted net income (if negative, enter -0-)				

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		800,308.	591,706.	591,706.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		51.		
	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) ▶ *		* 1,800,000.	ATCH 7	
		Less: allowance for doubtful accounts ▶		1,800,000.	1,800,000.	1,800,000.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		6,549.	6,549.	6,549.
	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		106,775,132.	105,724,815.	105,724,815.	
14	Land, buildings, and equipment basis ▶		131,268.			
	Less: accumulated depreciation (attach schedule) ▶		113,891.			
15	Other assets (describe ▶)		21,418.	17,377.	17,377.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		109,403,458.	108,140,447.	108,140,447.	
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		109,403,458.	108,140,447.	
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)		109,403,458.	108,140,447.		
31	Total liabilities and net assets/fund balances (see instructions)		109,403,458.	108,140,447.		

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	109,403,458.
2	Enter amount from Part I, line 27a	2	1,764,437.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	111,167,895.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5	3,027,448.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	108,140,447.

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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	4,445,482.
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))
2013	4,495,847.	100,567,088.	0.044705
2012	4,706,139.	92,477,282.	0.050890
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

2 Total of line 1, column (d)	2	0.238846
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	0.047769
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	106,915,509.
5 Multiply line 4 by line 3	5	5,107,247.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	74,506.
7 Add lines 5 and 6	7	5,181,753.
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	5,538,401.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	74,506.
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	74,506.
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	74,506.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	146,106.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	151,106.
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	76,600.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 76,600. Refunded ☐ ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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
4a 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	
8a 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 2014 or the taxable year beginning in 2014 (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? Website address WWW.PRINCETRUSTS.ORG	13	X	
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 ☒ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the 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.

	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
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 2014? ☐	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014)	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 2014?	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 4945(d)(4)(A)? (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? ☐ **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? ☐ **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		575,489.	139,777.	0

Total number of other employees paid over \$50,000. ☐ **8**

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

Total number of others receiving over \$50,000 for professional services		▶
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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		

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <u>NONE</u> ----- ----- -----	
2 ----- ----- -----	
All other program-related investments See instructions	
3 <u>NONE</u> ----- ----- -----	
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	107,756,917.
b	Average of monthly cash balances	1b	786,747.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	108,543,664.
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	108,543,664.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,628,155.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	106,915,509.
6	Minimum investment return. Enter 5% of line 5	6	5,345,775.

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	5,345,775.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	74,506.
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	74,506.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,271,269.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,271,269.
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	5,271,269.

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	5,538,401.
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	5,538,401.
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	74,506.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,463,895.

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.

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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				5,271,269.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011 97,814.				
d From 2012 174,689.				
e From 2013				
f Total of lines 3a through e	272,503.			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ <u>5,538,401.</u>				
a Applied to 2013, 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 2014 distributable amount				5,271,269.
e Remaining amount distributed out of corpus	267,132.			
5 Excess distributions carryover applied to 2014 . (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	539,635.			
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	539,635.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011 97,814.				
c Excess from 2012 174,689.				
d Excess from 2013				
e Excess from 2014 267,132.				

Form **990-PF** (2014)

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
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 address 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				4,596,769.
Total			3a	4,596,769.
b Approved for future payment				
Total			3b	

		Yes	No
1*	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign
Here**

Signature of officer or trustee

8.17.15
Date

► Trustee
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

NICOLE BENCIK

Preparer's signature

 preparer's signature *James Bernick*

Date	
------	--

8/11/2015

Check ☐ if self-employed

PTIN	
------	--

P00756195

Firm's name	▶ CROWE HORWATH LLP
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Firm's address ► 225 WEST WACKER DRIVE, SUITE 2600
CHICAGO, IL

Firm's EIN ▶ 35-0921680

Phone no 312-899-7000

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					300,265.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					4,145,217.	
TOTAL GAIN (LOSS)							<u>4,445,482.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INCOME FROM PRINCE CHARITABLE POOLED FND	3,075,470.	3,075,470.
OTHER INCOME	1,748.	1,748.
TOTALS	<u>3,077,218.</u>	<u>3,077,218.</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	14,438.			14,438.
TOTALS	<u>14,438.</u>			<u>14,438.</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	11,450.	8,015.		3,435.
TOTALS	<u>11,450.</u>	<u>8,015.</u>		<u>3,435.</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>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PROFESSIONAL SERVICES	82,874.			82,874.
ADMINISTRATIVE SERVICES	22,536.	595.		21,941.
TOTALS	<u>105,410.</u>	<u>595.</u>	<u></u>	<u>104,815.</u>

ATTACHMENT 5

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 TAX	142,000.			
PAYROLL TAX	62,617.	9,956.		52,661.
TOTALS	<u>204,617.</u>	<u>9,956.</u>		<u>52,661.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	24,781.			24,781.
MISCELLANEOUS	114.			114.
OFFICE EXPENSE	32,584.			32,584.
FUNCTION SUPPORT	19,767.			19,767.
PAYROLL SERVICES	2,516.	400.		2,116.
COMPUTER EXPENSE	302.			302.
INSURANCE EXP - GENERAL	34,821.			34,821.
TOTALS	<u>114,885.</u>	<u>400.</u>		<u>114,485.</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:	07/31/2016	
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 8FORM 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	106,775,132.	105,724,815.	105,724,815.
TOTALS	<u>106,775,132.</u>	<u>105,724,815.</u>	<u>105,724,815.</u>

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

UNREALIZED LOSS

3,027,448.

TOTAL

3,027,448.

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 140 SOUTH DEARBORN STREET 1410 CHICAGO, IL 60603	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 EMPLOYEES

<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>
KRISTIN PAULY 816 CONNECTICUT AVE. WASHINGTON, DC 20006	MANAGING DIRECTOR 35.00	133,563.	32,427. 0
BENNA WILDE 140 S. DEARBORN ST, SUITE 1410 CHICAGO, IL 60603	DIRETOR OF ARTS 15.00	140,900.	13,000. 0
CHARLES TWICHELL 140 S. DEARBORN ST, SUITE 1410 CHICAGO, IL 60603	MANAGING DIRECTOR 35.00	130,288.	46,933. 0
TONI DOBBINS 140 S. DEARBORN ST, SUITE 1410 CHICAGO, IL 60603	DIR OF ACCT & HR 35.00	89,411.	37,631. 0
TERESE FRON 140 S. DEARBORN ST, SUITE 1410 CHICAGO, IL 60603	GRANTS MANAGER 35.00	81,327.	9,786. 0
	TOTAL COMPENSATION	575,489.	139,777. 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 13990PF, 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.
THE APPLICATION IS AVAILABLE ONLINE AT THE FOLLOWING WEBSITE:
[HTTP://PRINCETRUSTS.ORG/CHICAGO/CHICAGO-APPLICATION-PROCEDURES/](http://PRINCETRUSTS.ORG/CHICAGO/CHICAGO-APPLICATION-PROCEDURES/)

990PF, PART XV - SUBMISSION DEADLINES

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

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

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
OTHER INCOME (LOSS)			01	1,748.	
TOTALS				<u>1,748.</u>	

ATTACHMENT 15

Organization	Street Address	City	State	Zip Code	Status	Purpose	Amount
626 Landmark Foundation	626 North Michigan Avenue	Chicago	IL	60611	PC	restoration of the facade of the club's building at 626 North Michigan Ave	\$ 200 00
After School Matters Inc	66 East Randolph Street	Chicago	IL	60601	PC	project support for gallery37 downtown program	10,000 00
Albany Park Theater Project	PO Box 257995	Chicago	IL	60625	PC	general operating support	1,000 00
Albany Park Theater Project	PO Box 257995	Chicago	IL	60625	PC	general operating support	1,650 00
Alendale Association Inc	PO Box 1088	Lake Villa	IL	60046	PC	general operating support	3,000 00
Alliance for the Great Lakes	17 North State Street, Suite 1390	Chicago	IL	60602	PC	Chicago Coastal Open Space Program	25,000 00
American Farmland Trust	1150 Connecticut Avenue, Suite 600	Washington	DC	20036	PC	planning grant	11,828 00
American Showcase Theatre Co Inc	1201 North Royal Street	Alexandria	VA	22314	PC	general operating support	5,000 00
Americans for the Arts Inc	1000 Vermont Avenue NW, 6th Floor	Washington	DC	20005	PC	support Chicago artists participation at the 2015 Annual Convention In Chicago	5,000 00
American University	4400 Massachusetts Ave, NW	Washington	DC	20016	PC	for Capital Support to Equip the Black Box Theater Control Room	10,000 00
American University	4400 Massachusetts Ave, NW	Washington	DC	20016	PC	for the acquisition and broadcast of Car Talk	1,500 00
Animal Welfare League	10305 Southwest Highway	Chicago Ridge	IL	60415	PC	general operating support	500 00
Aquidneck Land Trust	790 Aquidneck Avenue	Middletown	RI	02842	PC	general operating support	50,000 00
Acadia Food Inc	2000 Mount Vernon Avenue	Alexandria	VA	22301	PC	for the Veteran Farmer Program	10,000 00
Art Institute of Chicago	111 South Michigan Avenue	Chicago	IL	60603	PC	general operating support	2,500 00
Art Institute of Chicago	111 South Michigan Avenue	Chicago	IL	60603	PC	Auxiliary Board of the Art Institute Event. Fifth Annual Unhooked A Case for Wine	5,000 00
Art Institute of Chicago	111 South Michigan Avenue	Chicago	IL	60603	PC	an enhanced catalogue for The Worthy World Van Dyke, Rembrandt, and the Portrait Print	25,000 00
Artists for Peace and Justice	87 Walker Street, Suite 6B	New York	NY	10013	PC	general operating support	5,000 00
Artstream Inc	620 Pershing Drive	Silver Spring	MD	20910	PC	for You Are a Work of Art, a Hospital Morale Program for Nurses at Walter Reed National Military Center	25,000 00
Association House of Chicago	1116 North Kedzie Avenue	Chicago	IL	60651	PC	Family Literacy Program	20,000 00
Baffer Foundation	PO Box 390049	Cambridge	MA	02139	PC	general operating support	500 00
Ballet Theatre Foundation Inc	890 Broadway, 3rd Floor	New York	NY	10003	PC	general operating support for performances at the Kennedy Center in Washington, DC	2,500 00
Big Apple Circus Ltd	One Metro Tech Center-North, 3rd Floor	Brooklyn	NY	11201	PC	Clown Care Unit at La Rabida Children's Hospital	25,000 00
Blitheworld Inc	101 Ferry Road	Bristol	RI	02089	PC	Reconstruction of the Plant House	25,000 00
Boston Symphony Orchestra Inc	301 Massachusetts Avenue	Boston	MA	02115	PC	in honor of Ellen Hghstein, Director, Tanglewood Music Center	1,500 00
Boy Scouts of America	PO Box 14777	East Providence	RI	02914	PC	Project COPE for Aquidneck Island	6,000 00
Boys Clubs & Girls Clubs of Newport County Inc	95 Church Street	Newport	RI	02840	PC	general operating support	40,000 00
Boys Clubs & Girls Clubs of Newport County Inc (Newport Partnership for Families)	95 Church Street	Newport	RI	02840	NC	for the Reading Reeps Rewards Summer Reading Program	6,000 00
Brainfood Inc	1525 Newton Street NW	Washington	DC	20010	PC	general operating support	10,000 00
Brandon Marshall Foundation Inc	214 W Ohio Street, 4th Floor	Chicago	IL	60654	PC	general operating support	25,000 00
Brooks School	11605 Brook Pond Road	North Andover	MD	01845	PC	2014-2015 Annual Fund	1,000 00
Brooklyn Friends School	375 Pearl Street	Brooklyn	NY	11201	PC	general operating support	200 00
Building Bridges Across the River	1901 Mississippi Avenue SE	Washington	DC	20020	PC	for seed funding for the 11th Street Bridge Park	25,000 00
Bull Run Mountain Conservancy	PO Box 210	Broad Run	VA	20137	PC	general operating support	200 00
Bull Run Mountain Conservancy	PO Box 210	Broad Run	VA	20137	PC	general operating support	400 00
C & O Canal Trust Inc	1850 Dual Highway, Suite 100	Hagerstown	MD	21740	PC	general operating support	5,000 00
Carm Rescue USA	67 Richards Street	Geneva	IL	60134	PC	general operating support	1,000 00
Capital Fringe Inc	PO Box 50659	Washington	DC	20091	PC	general operating support	5,000 00
Carmen Pampa Fund	PO Box 131145	St. Paul	MN	55113	PC	general operating support	1,000 00
Catholic Charities of the Archdiocese of Chicago	721 N LaSalle Street	Chicago	IL	60654	PC	St. Leo's Campus for Veterans general operating support	20,000 00
Center for Contemporary Opera	PO Box 3169	New York	NY	10163	PC	for Heloise & Abelard by John Austin	10,000 00
Center for Neighborhood Technology	2125 West North Avenue	Chicago	IL	60647	PC	Chicago Rain Ready Project	25,000 00
Center for Watershed Protection	3290 North Ridge Road, Suite 290	Ellicott City	MD	21043	PC	for the Clean Water Certification & Workforce Development Program	10,000 00
Chesapeake Bay Trust	60 West Street Suite 405	Annapolis	MD	21401	PC	Capacity-Building Initiative of the Chesapeake Bay Funders Network (Phase III)	25,000 00
Chesapeake Conservation Landscaping Council In	12610 Eveland Road	Ridgely	MD	21660	PC	for the Chesapeake Bay Landscape Professional Certification Initiative	10,000 00
Chicago Alliance to End Homelessness	651 West Washington, Suite 504	Chicago	IL	60661	PC	general operating support	15,000 00
Chicago Childrens Choir	78 East Washington Street, 5th Floor	Chicago	IL	60602	PC	general operating support	20,000 00
Chicago Foundation for Women	One East Wacker Drive, Suite 1620	Chicago	IL	60601	PC	29th Annual Luncheon and Symposium	5,000 00
Chicago Gay Mens Chorus	1055 West Bryn Mawr Avenue, Suite F-210	Chicago	IL	60660	PC	general operating support	300 00

Frederick H Prince Testamentary Trust
Grants Paid
for the year Ended December 31, 2014

Part XV, Line 3A
FEIN 36-6009208

Chicago Horticultural Society	1000 Lake Cook Road	Glencoe	IL	60022	PC	14th Annual Antique and Garden Fair	10,000.00
Chicago Shakespeare Theater	800 East Grand Avenue	Chicago	IL	60611	PC	general operating support+Peer Skill Share Program	200.00
Chicago Symphony Orchestra	220 South Michigan Avenue	Chicago	IL	60604	PC	Citizen Musician Fellowship Program	25,000.00
Chicago Theatre Group Inc	170 North Dearborn	Chicago	IL	60601	PC	Fame and Fantasy Food Adventure Auction in honor of Eileen Murphy	1,500.00
Chicago Theatre Group Inc	170 North Dearborn	Chicago	IL	60601	PC	general operating support	25,000.00
Chicago Theatre Group Inc	170 North Dearborn	Chicago	IL	60601	PC	general operating support	5,000.00
Chicago Youth Centers	218 South Wabash, Suite 600	Chicago	IL	60604	PC	general operating support	20,000.00
Child and Family Services of Newport County	31 John Clarke Road	Middletown	RI	02842	PC	Institutional Advancement and Capacity-Building for the Early Childhood Quality Initiative at the Mltzi Friedhelm Englewood Child & Family Center	30,000.00
Childrens Home & Aid Society of Illinois	125 South Wacker Drive, 14th Floor	Chicago	IL	60606	PC	for the Early Childhood Quality Initiative at the Mltzi Friedhelm Englewood Child & Family Center	20,000.00
ChildServ	8765 West Higgins Road, Suite 450	Chicago	IL	60631	PC	Illinois Military Families Initiative	25,000.00
Church Community Housing Corporation	50 Washington Square	Newport	RI	02840	PC	Newport Spring Site	25,000.00
Citizens Association of Georgetown	1365 Wisconsin Avenue, NW, Suite 200	Washington	DC	20007	PC	general operating support	2,500.00
City Blossoms Inc	516 Kennedy Street, NW	Washington	DC	20011	PC	general operating support	15,000.00
City First Enterprises Inc	1436 U Street, NW, Suite 304	Washington	DC	20009	PC	matching funds for strategic planning	10,000.00
City Wildlife Inc	PO Box 40456	Washington	DC	20016	PC	general operating support	2,500.00
Columbia Land Trust	1351 Officers Row	Vancouver	WA	98661	PC	general operating support	5,000.00
The Community Foundation for the National Capital Region	1201 15th Street, NW, Suite 420	Washington	DC	20005	PC	for the Community Wealth-Building Initiative	20,000.00
Community MusicWorks	1392 Westminister Street	Providence	RI	02909	PC	Newport Spring Project	30,000.00
Community of Hope	4 Atlantic Street, SW	Washington	DC	20032	PC	to improve morale and retention of healthcare staff	15,000.00
Company of the Redwood Library and Athenaeum	50 Bellevue Avenue	Newport	RI	02840	PC	general operating support	25,000.00
Conservation Agency	67 Howland Avenue	Jamestown	RI	02835	PC	for new tracking collar development	20,000.00
Corporation for Supportive Housing	205 W Randolph Street, 23rd Floor	Chicago	IL	60601	PC	general operating support	25,000.00
Council on Foundations Inc	2121 Crystal Drive, Suite 700	Arlington	VA	22202	PC	general operating support	4,500.00
Court Theatre Fund	5535 South Ellis Avenue	Chicago	IL	60637	PC	general operating support \$20,000, for the 60th Anniversary Season \$10,000	30,000.00
Cultural Data Project	400 Market Square	Philadelphia	PA	19106	PC	Illinois Cultural Data Project	10,000.00
Cultural Development Corporation of the District of Columbia	916 G Street, NW	Washington	DC	20001	PC	general operating support of Source Festival	3,000.00
Days End Farm Horse Rescue Inc	PO Box 309	Lisbon	MD	21765	PC	general operating support	2,500.00
DC Greens Inc	2000 P Street, NW, Suite 200	Washington	DC	20036	PC	general operating support	15,000.00
DC Wheel Productions Inc	3225 8th Street, NE	Washington	DC	20017	PC	for the Dance Place Moving Forward capital campaign	25,000.00
Democracy Now Productions Inc	207 W 25th Street, 11th floor	New York	NY	10001	PC	general operating support	1,500.00
District of Columbia Applesed Center for Law and Justice Inc	1111 14th Street, NW, Suite 510	Washington	DC	20005	PC	for CareFirst BlueCross BlueShield Reform	25,000.00
District of Columbia Premise Neighborhood Initiative Inc	1300 44th Street, NE	Washington	DC	20019	PC	general operating support geared toward food access/healthy eating	25,000.00
Donors Forum of Chicago	208 South LaSalle Street Suite 1540	Chicago	IL	60604	PC	annual luncheon sponsorship \$5,000, general operating support \$4,051	9,051.00
Dumbarton Oaks Park Conservancy Inc	PO Box 32080	Washington	DC	20007	PC	general operating support	20,000.00
East Bay Community Action Program	19 Broadway	Newport	RI	02840	PC	to EBCAP for the Newport Family & Child Opportunity Zone Parents as Teachers Program, including expansion to Middletown for PK programs	41,000.00
East Bay Community Action Program	19 Broadway	Newport	RI	02840	PC	general operating support	20,000.00
East Bay Community Action Program	5315 North Clark Street #104	Chicago	IL	60640	PC	general operating support	500.00
Elephant Sanctuary in Tennessee	PO Box 393	Hohenwald	TN	38462	PC	general operating support	2,300.00
Engaged Community Offshoots	6010 Taylor Road	Riverdale	MD	20737	PC	general operating support	15,000.00
Environmental Law & Policy Center of the Midwest	35 East Wacker Drive	Chicago	IL	60601	PC	general operating support - Peer Skill Share Program	200.00
Ever Thrive Illinois	1256 West Chicago Avenue	Chicago	IL	60642	PC	to build the capacity of school health center staff to engage youth	20,000.00
The Faucher Free Clinic Inc	PO Box 3138	Warrenton	VA	20188	PC	to plan and develop a Morale Program in conjunction with the Clinic's Under One Roof relocation	10,000.00
Fay School Inc	48 Main Street	Southborough	MA	01772	PC	for the Capital Campaign	25,000.00
Fay School Inc	48 Main Street	Southborough	MA	01772	PC	for the 2014-2015 Annual Fund	1,000.00
Field Museum of Natural History	1400 S Lakeshore Drive,	Chicago	IL	60605	PC	general operating support	25,000.00
Field Museum of Natural History	1400 S Lakeshore Drive,	Chicago	IL	60605	PC	general operating support	10,000.00
Flankra Akoma Ntoso FAN	3301 Wheeler Road SE, Lower Level	Washington	DC	20032	PC	for the FAN Summer Program for Foster Care Youth	6,000.00
Food Research & Action Center Inc	1200 18th Street, NW, Suite 400	Washington	DC	20036	PC	general operating support for DC Hunger Solutions	15,000.00
Foundation Center	79 Fifth Avenue	New York	NY	10003	PC	general operating support for the Washington, DC Library Annual Fund	3,000.00
Friends of Audubon School	3500 North Hoyne Street	Chicago	IL	60618	PC	Annual Fund	1,500.00
Friends of Audubon School	3500 North Hoyne Street	Chicago	IL	60618	PC	for Eve Enriquez Hawk Walk	100.00
Friends of Audubon School	3500 North Hoyne Street	Chicago	IL	60618	PC	for Noah Enriquez Hawk Walk	100.00
Friends of Jones	700 South State	Chicago	IL	60605	PC	Annual Fund	2,000.00
Future Harvest Inc	9407 Hale Place	Silver Spring	MD	20910	PC	general operating support	30,000.00

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Georgetown Village Inc	PO Box 3563	Washington	DC	20027	PC	general operating support	5,000.00
Girl Scout Council of the Nations Capital	4301 Connecticut Avenue, NW, Suite M-2	Washington	DC	20008	PC	general operating support	10,000.00
Give Back Yoga Foundation	900 Baseline Road, 13B	Boulder	CO	80302	PC	general operating support	200.00
Glass Slipper Project	PO Box 577915	Chicago	IL	60657	PC	general operating support	750.00
Graca United International Inc	1877 South Harvard Street, #330	Tulsa	OK	74137	PC	general operating support for the "Voice of Grace Radio"	500.00
Grant Park Orchestral Association	205 E Randolph Street	Chicago	IL	60601	PC	The Prince Prize for Commissioning Original Work	37,500.00
Grantmakers in the Arts	4055 21st Avenue West, Suite 100	Seattle	WA	98199	PC	general operating support	2,000.00
Greater Washington Educational Telecommunications Association, Inc	3939 Campbell Avenue	Arlington	VA	22206	PC	for broadcast of Classical WETA's Opera House	5,000.00
Grow Smart Rhode Island	235 Promenade Street, Suite 550	Providence	RI	02908	PC	general operating support	35,000.00
Health and Medicine Policy Research Group	29 East Madison Street, Suite 602	Chicago	IL	60602	PC	to improve health outcomes for court-involved youth	40,000.00
Healthy Schools Campaign	175 North Franklin Street, Suite 300	Chicago	IL	60606	PC	Space to Grow Greening Chicago Schoolyards	25,000.00
Heartland Health Outreach Inc	4750 North Sheridan Road, Suite 449	Chicago	IL	60640	PC	emergency housing support	25,000.00
Hope for Animals Clear Creek Rescue	PO Box 63	Georgetown	CO	80444	PC	general operating support	3,000.00
Hope Funds for Cancer Research	174 Bellevue Avenue, Suite 311	Newport	RI	02840	PC	fellowships for cancer research	5,000.00
Hyde School South Woodstock	150 Route 169	Woodstock	CT	06281	PC	2014-2015 annual fund	1,000.00
Illinois Chapter of American Academy of Pediatrics	1400 West Hubbard Street, Suite 100	Chicago	IL	60642	PC	Building Community-Based Medical Homes for Children Program	50,000.00
Initiative to Educate Afghan Women	PO Box 603188	Providence	RI	02906	PC	general operating support	2,500.00
Inova Health Care Services	5580 Port Royal Road	Springfield	VA	22151	PC	Cancer Program	30,000.00
Inspiration Community	9721 Sherwood Farm Road	Owings Mill	MD	21117	PC	Scholarship Fund - One year course	300.00
International Association for World Peace	3121 North Lincoln Avenue	Chicago	IL	60657	PC	general operating support	500.00
International Tennis Hall of Fame Incorporated	194 Bellevue Avenue	Newport	RI	02840	PC	new squash facility - 2 year grant	50,000.00
International Tennis Hall of Fame Incorporated	194 Bellevue Avenue	Newport	RI	02840	PC	capital campaign for the new facility	10,000.00
Island Moving Company	PO Box 746	Newport	RI	02840	PC	general operating support	25,000.00
Jacobs Pillow Dance Festival Inc	358 George Carter Road	Becket	MA	01223	PC	general operating support for the 2015 season in honor of Mimi Bradley	200.00
John F Kennedy Center for the Performing Arts	2700 F Street, NW	Washington	DC	20566	PC	general operating support for the Washington National Opera	20,000.00
Jodie King Foundation Inc	6137 Barroll Road	Baltimore	MD	21209	PC	general operating support	30,000.00
Journey Through Hallowed Ground	PO Box 77	Waterford	VA	20197	PC	general operating support	50,000.00
Key School Inc	534 Hillsmere Drive	Annapolis	MD	21403	PC	for the Key School Annual Fund 2013-2014	500.00
Lake Geneva Fresh Air Association	571 Ouling Street	William Bay	WI	53191	PC	in honor of the Keller Family and their dedication to land conservation	5,000.00
Lamb's Farm Inc	PO Box 520	Libertyville	IL	60048	PC	general operating support	4,500.00
Land Trust Alliance Incorporated	1660 L Street, NW	Washington	DC	20036	PC	Annual Land Trust Rally to be held in Providence, RI in 2014 with special financial and programmatic focus for all-volunteer Rhode Island land trusts	25,000.00
Lawndale Christian Health Center	3860 West Ogden Avenue	Chicago	IL	60623	PC	project to address childhood obesity	35,000.00
LIFT Inc	1620 I Street, NW, Suite 820	Washington	DC	20006	PC	general operating support for the DC program	10,000.00
Local Food Hub	PO Box 4647	Chenesterville	VA	22305	PC	general operating support	15,000.00
Lucy's Heart	913 West Main Road	Middletown	RI	02842	PC	general operating support	25,000.00
Lucy's Heart	913 West Main Road	Middletown	RI	02842	PC	for the capital campaign to buy and renovate a new building to serve as a general operating support	50,000.00
Lutheran Volunteer Corps	1226 Vermont Avenue NW	Washington	DC	20005	PC	general operating support	200.00
Lyric Opera of Chicago	20 North Wacker Drive	Chicago	IL	60606	PC	in support of the 60th Anniversary Concert and Diamond Ball, in honor of the Women's Board and Elizabeth Cole	100,000.00
Lyric Opera of Chicago	20 North Wacker Drive	Chicago	IL	60606	PC	2013 Prince Prize for Commissioning of Original Work - payable over 2 years	37,500.00
Madeira School Inc	8328 Georgetown Pike	McLean	VA	22102	PC	for the Dorm Modernization Project and the Residential Life Program	100,000.00
Madeira School Inc	8328 Georgetown Pike	McLean	VA	22102	PC	for the 2014-2015 Madeira Fund	2,000.00
Make a Wish Foundation of Northern Illinois	640 North LaSalle Street, Suite 280	Chicago	IL	60654	PC	Wish Allocation Fund	2,500.00
Maest School Inc	3000 Cathedral Avenue, NW	Washington	DC	20008	PC	for the 2014-2015 Annual Fund	200.00
Marin Luther King Community Center	20 Dr Marcus F Wheatland Boulevard	Newport	RI	02840	PC	general operating support	25,000.00
Meals on Wheels of RI Inc	70 Bath Street	Providence	RI	02908	PC	general operating support for Aquidneck Island residents	10,000.00
METRO Squash NFP	5655 S University Avenue	Chicago	IL	60637	PC	Academic & Squash Center Capital Grant - payable over 3 years	125,000.00
Metropolitan Opera Association Inc	Lincoln Center	New York	NY	10023	PC	general operating support	15,000.00
Metropolitan Planning Council	140 South Dearborn, Suite 1400	Chicago	IL	60603	PC	Calumet Stormwater Collaborative	25,000.00
Middleburg Humane Foundation	PO Box 1238	Middleburg	VA	20118	PC	for the Equine Rescue Program	2,500.00
Millennium Park Inc	201 East Randolph Street	Chicago	IL	60601	PC	Founders Appeal	10,000.00
The Miriam Hospital	164 Summit Avenue	Providence	RI	02906	PC	support for uncompensated healthcare	5,000.00
Music and Dance Theater Chicago Inc	205 East Randolph Drive	Chicago	IL	60601	PC	general operating support	20,000.00
N1 Foundation Inc	68 Jay Street, #405	Brooklyn	NY	11201	PC	general operating support	500.00

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National Audubon Society Inc	17 North State Street, Suite 1650	Chicago	IL	60602	PC	general operating support	15,000.00
National Gallery of Art	2008 South Club Drive	Landover	MD	20785	PC	Collectors Committee \$15000 Exhibition Circle \$20000	35,000.00
National Wildlife Federation	1100 Wildlife Center Drive	Reston	VA	20190	PC	Choose Clean Water Coalition activities in Virginia	75,000.00
Nature Conservancy	4245 N Fairfax Drive, Suite 100	Arlington	VA	22203	PC	general operating support for Illinois programs	5,000.00
Near North Montessori School	1434 West Division Street	Chicago	IL	60622	PC	Annual Fund	5,500.00
The New York Public Library Astor Lenox and Tilden Foundations	Fifth Avenue and 42nd Street	New York	NY	10018	PC	for the 2014 Family Benefit	20,000.00
Newport Art Museum and Art Association	76 Bellevue Avenue	Newport	RI	02840	PC	general operating support	25,000.00
Newport Community School	55 Broadway	Newport	RI	02840	PC	for the MCS Connects program	10,000.00
Newport County Development Council (FabNewport)	35 Valley Road	Newport1	RI	02842	NC	FabNewport Future Lab Program	15,000.00
Newport County Womens Resource Center	114 Touro Street	Newport	RI	02840	PC	general operating support	30,000.00
Newport Historical Society	82 Touro Street	Newport	RI	02840	PC	Capital Campaign	65,000.00
Newport Historical Society	82 Touro Street	Newport	RI	02840	PC	general operating support	25,000.00
Newport Historical Society	82 Touro Street	Newport	RI	02840	PC	Newport Antiques Show	5,000.00
Newport Hospital Foundation Inc	11 Friendship Street	Newport	RI	02840	PC	to support uncompensated care for the residents of Newport	10,000.00
The Newport Tree Society	320 Thames Street, Suite 278	Newport	RI	02840	PC	general operating support	15,000.00
New Venture Fund	1201 Connecticut Avenue NW, Suite 33	Washington	DC	20036	PC	Sustainable Agriculture and Food Systems Funders membership	3,000.00
Nonprofit Roundtable of Greater Washington	1201 15th Street, NW, Suite 420	Washington	DC	20005	PC	general operating support	3,000.00
Norman Bird Sanctuary Trust	583 Third Beach Road	Middletown	RI	02842	PC	purchase of a vehicle for the NBS To Go Program	35,500.00
Norman Bird Sanctuary Trust	583 Third Beach Road	Middletown	RI	02842	PC	general operating support	23,000.00
Northwestern Memorial Healthcare(Northwestern Lake Forest Hospital)	660 North Westmoreland Road	Lake Forest	IL	60045	PC	Women's Auxiliary Board	3,500.00
Northwestern Memorial Healthcare	251 East Huron Street, Suite 3-200	Chicago	IL	60611	PC	Northwestern Integrative Medicine Benefit Dinner	5,000.00
Northwestern Memorial Healthcare	251 East Huron Street, Suite 3-200	Chicago	IL	60611	PC	Other Center for Integrative Medicine 2015 Gala in honor of Dr. Ring	1,346.00
Northwestern Memorial Healthcare	251 East Huron Street, Suite 3-200	Chicago	IL	60611	PC	Other Center for Integrative Medicine 2015 Gala in honor of Dr. Ring	8,654.00
Oak Park Education Foundation	970 Madison Street	Oak Park	IL	60302	PC	Art Start Program	1,500.00
Oatlands Inc	20850 Oatlands Plantation Lane	Leesburg	VA	20175	PC	for Oatland Sustainable Use Plan	10,000.00
Operation Smile	3641 Faculty Boulevard	Virginia Beach	VA	23453	PC	general operating support	500.00
Peabody Essex Museum Inc	161 Essex Street	Salem	MA	01970	PC	general operating support	10,000.00
Phillips Collection	1600 21st Street, NW	Washington	DC	20039	PC	for the Annual Fund	10,000.00
Piedmont Environmental Council	PO Box 460	Warrenton	VA	02188	PC	general operating support	165,000.00
Piedmont Environmental Council (Coalition for Smarter Growth)	PO Box 460	Warrenton	VA	20188	NC	for the Regional Land Use, Transportation and Affordable Housing Campaigns	120,000.00
Planned Parenthood of Southern New England Inc	1111 Point Street	Providence	RI	02903	PC	Public Policy and Advocacy Program in Rhode Island	30,000.00
Planned Parenthood Association of Metropolitan Washington DC Inc	1108 16th Street, NW	Washington	DC	20036	PC	general operating support	20,000.00
Planned Parenthood International	4170 Tennyson Street	Denver	CO	80212	PC	general operating support	3,000.00
The Poetry Foundation	61 W Superior Street	Chicago	IL	60654	NC	general operating support	1,000.00
Potomac Conservancy Inc	3601 Georgia Avenue, Suite 612	Silver Spring	MD	20910	PC	for the Growth Campaign	15,000.00
Preservation Society of Newport County	424 Bellevue Avenue	Newport	RI	02840	PC	Welcome Center	100,000.00
Preservation Society of Newport County	424 Bellevue Avenue	Newport	RI	02840	PC	Newport Symposium, \$1 000 Annual Fund, \$5,000, Summer Gala \$10,000 comps	16,000.00
Preservation Society of Newport County	424 Bellevue Avenue	Newport	RI	02840	PC	Tree Preservation Program	50,000.00
Protestant Episcopal Cathedral Foundation of the D of C	Massachusetts and Wisconsin Ave NW	Washington	DC	20016	PC	general operating support	1,500.00
Rabies Challenge Fund Charitable Trust	11561 Salmaz Avenue	Garden Cove	CA	92843	PC	rabies vaccine research	750.00
Rectory School Inc	528 Pomfret Street	Pomfret	CT	06258	PC	for the 2014-2015 Annual Fund	1,000.00
Rhode Island Arts Foundation at Newport, Incorporated	PO Box 3300	Newport	RI	02840	PC	Newport Music Festival - general operating support	20,000.00
Rhode Island Arts Foundation at Newport, Incorporated	PO Box 3300	Newport	RI	02840	PC	general operating support	6,000.00
Rhode Island Community Food Bank Association	200 Natick Avenue	Providence	RI	02907	PC	general operating support for Newport County programs	22,500.00
Rhode Island Kids Count Inc	One Union Station	Providence	RI	02903	PC	general operating support	45,000.00
Rhode Island Legal Services Inc	56 Pine Street	Providence	RI	02903	PC	general operating support for the Newport office	35,000.00
Rhode Island Natural History Survey	PO Box 1858	Kingston	RI	02881	PC	Narragansett Bay Coyote Study	30,000.00
Rhode Island Zoological Society	1000 Elmwood Avenue	Providence	RI	02907	PC	general operating support	10,000.00
RhodySquash Inc	80 Bliss Mine Road	Newport	RI	02840	NC	student support and transportation	20,000.00
Robert Potter League for Animals Inc	PO Box 412	Middletown	RI	02840	PC	general operating support	20,000.00
Robert Potter League for Animals Inc	PO Box 412	Middletown	RI	02840	PC	GoyetteSmarts Program	25,000.00
Rock Creek Conservancy Inc	4825 Cordell Avenue, Suite 200	Bethesda	MD	20814	PC	125th Anniversary of Rock Creek Park	25,000.00
Rush University Medical Center	1700 West Van Buren Street, Suite 250	Chicago	IL	60612	PC	Women's Board of Rush University Medical Center's annual fashion show in honor of Gloria Masterson	1,000.00
Sail to Prevail Inc	PO Box 1264	Newport	RI	02840	PC	general operating support	10,000.00
Sargent Shriver National Center on Poverty Law	50 E Washington Street Suite 500	Chicago	IL	60602	PC	State budget work	15,000.00
Sargent Shriver National Center on Poverty Law	50 E Washington Street Suite 500	Chicago	IL	60602	PC	general operating support	1,000.00

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Save The Bay Inc	100 Save the Bay Drive	Providence	RI	02916	PC	Aquidneck Island education and advocacy programs \$50,000, feasibility study of relocating the Exploration Center \$10,000	60,000.00
Shakespeare Theatre	516 8th Street SE	Washington	DC	20003	PC	general operating support	5,000.00
Shedd Aquarium Society	1200 South Lake Shore Drive	Chicago	IL	60605	PC	general operating support	7,500.00
Shedd Aquarium Society	1200 South Lake Shore Drive	Chicago	IL	60605	PC	2015 Gale Meiomorphosis	10,000.00
Signature Theatre Inc	4200 Campbell Avenue	Arlington	VA	22206	PC	general operating support	5,000.00
Society for the Preservation of New England Antiquities Inc	141 Cambridge Street	Boston	MA	02114	PC	Project CHICK	10,000.00
Society for the Sacred Heart United States Province	6290 North Sheridan Road	Chicago	IL	60660	PC	general operating support for Children of the Heart	15,000.00
Soul Dog Rescue	4844 South Kalamath Street	Englewood	CO	80110	PC	general operating support	3,300.00
Southern Environmental Law Center	201 West Main Street, Suite 14	Charlottesville	VA	22902	PC	for Reforming Land Use & Transportation Policies in Virginia	20,000.00
St. Georges School	PO Box 1910	Newport	RI	028940	PC	annual fund	10,000.00
St. Georges School	PO Box 1910	Newport	RI	028940	PC	for the expansion of DuPont Science Building	75,000.00
St Patrick Residence	1400 Brookdale Road	Naperville	IL	60563	PC	general operating support	1,000.00
St Patrick Residence	1400 Brookdale Road	Naperville	IL	60563	PC	general operating support	1,000.00
Steppenwolf Theatre Company	758 West North Avenue	Chicago	IL	60610	PC	Campaign for Steppenwolf payable over 3 years	25,000.00
Student Conservation Association Inc	689 River Road	Charleston	NH	03603	PC	Chicago program	20,000.00
Tacos Opera Institute LLC	810 South Avondale Street	Amarillo	TX	79106	PC	general operating support	500.00
theatre/Washington	1825 Connecticut Avenue, NW, Suite 100	Washington	DC	20007	PC	general operating support	5,000.00
Textile Museum of DC	2320 S Street, NW	Washington	DC	20008	PC	capital support	25,000.00
Third Sector New England Inc	89 South Street, Suite 700	Boston	MA	02111	PC	general operating support Rhode Island Land Trust Council	10,000.00
The Thresholds	4101 North Ravenswood Avenue	Chicago	IL	60613	PC	Veterans Project	15,000.00
Travelers Rest Equine Elders Sanctuary	PO Box 2260	Spotsylvania	VA	22553	PC	general operating support	2,500.00
Trinity Services Inc	100 North Gougher Road	Joliet	IL	60432	PC	Wilcox Group Home in Joliet	1,500.00
Trust for Public Land	120 South LaSalle Street, Suite 2000	Chicago	IL	60603	PC	for Parks for People - Chicago, \$25,000, one-time grant in honor of opening of The 606	35,000.00
Trustees of the Corcoran Gallery of Art	500 Seventeenth Street NW	Washington	DC	20006	PC	general operating support	5,000.00
Tutor Place Foundation Inc	1644 31st Street, NW	Washington	DC	20007	PC	renovations of the Landmark and Dower House	25,000.00
Umoja Student Development Corporation	2935 West Polk Room 116	Chicago	IL	60612	PC	general operating support	500.00
Umoja Student Development Corporation	2935 West Polk Room 116	Chicago	IL	60612	PC	general operating support	1,000.00
United States Conference of Catholic Bishops-Little Sisters of the Poor St Josephs Home for the Elderly	80 West Northwest Highway	Palatine	IL	60067	PC	general operating support	4,500.00
United States International Council on Disabilities	1012 14th Street NW, Suite 105	Washington	DC	20005	PC	Organizational Development/Capacity Building	50,000.00
University of Maryland Foundation Inc	3300 Metzger Road	Adelphi	MD	20783	PC	for the Purple Line Community Compact and Beyond project	25,000.00
University of Maryland Baltimore Foundation	620 West Lexington Street, 2nd Floor	Baltimore	MD	21201	PC	for Maryland Hospitals for a Healthy Environment (MD H2E) to Assess the Impact of a Food Garden on Hospital Morale	50,000.00
University of Rhode Island Foundation	79 Upper College Road	Kingston	RI	02881	PC	Historic Waterfront Preservation Project	40,000.00
University of Wisconsin Foundation	1848 University Avenue	Madison	WI	53726	PC	for the Boltz Center for Arts Administration at the University of Wisconsin School of Business	200.00
Vassar College	124 Raymond Avenue	Poughkeepsie	NY	12604	PC	William Gifford Fund	668.00
Vassar College	124 Raymond Avenue	Poughkeepsie	NY	12604	PC	Fund for Vassar	1,432.00
Visceral Dance Chicago NFP	2820 North Elston Avenue	Chicago	IL	60618	PC	general operating support	500.00
Video Volunteers	47 West 92nd Street	New York	NY	10022	PC	general operating support	5,000.00
Virginia Conservation Network	422 East Franklin Street, Suite 303	Richmond	VA	23219	PC	for the 33rd Legislative District Project	5,000.00
Visiting Nurse Service of Newport & Bristol Counties	1184 East Main Road	Portsmouth	RI	02871	PC	new laptop computers	20,000.00
Wadsworth-Suigrave Historic Preservation Foundation	1801 Massachusetts Avenue, NW	Washington	DC	20036	PC	matching grant for the capital campaign	10,000.00
Washington Animal Rescue League	71 Orlethrops Street NW	Washington	DC	20011	PC	general operating support	5,000.00
Washington Concert Opera	1808 Connecticut Ave NW, Suite	Washington	DC	20009	PC	general operating support	5,000.00
Washington DC International Film Festival Inc	1838 Ontario Place, NW	Washington	DC	20009	PC	general operating support	5,000.00
Washington Drama Society Inc	1101 6th Street SW	Washington	DC	20024	PC	general operating support \$5,000, and for the Voices for Now Program, \$2,500	7,500.00
Washington Hospital Center Corporation	100 Irving Street NW, EB Suite 1001	Washington	DC	20010	PC	for the Center for Excellence in Nursing	35,000.00
Washington Independent Writers Legal and Educational Fund Inc	7817 Evening Lane	Alexandria	VA	22306	PC	general operating support for the Washington Independent Review of Books	15,000.00
Washington Parks & People	2437 15th Street, NW	Washington	DC	20009	PC	for the Josephine Butler Parks Center Renovation	25,000.00
Washington Performing Arts Society	2000 L Street NW, Suite 510	Washington	DC	20036	PC	general operating support	7,500.00
Washington Regional Association of Grantmakers	1400 16th Street NW	Washington	DC	20036	PC	for the leadership fund	5,000.00
Washington Regional Association of Grantmakers	1400 16th Street NW	Washington	DC	20036	PC	for the Washington Regional Food Funders	10,000.00
Washington Regional Association of Grantmakers	1400 16th Street NW	Washington	DC	20036	PC	for the Washington Regional Food Funders	10,000.00
Washington Regional Association of Grantmakers	1400 16th Street NW	Washington	DC	20036	PC	Medical Morale Program	50,000.00
Washington Square Services Corporation	50 Washington Square	Newport	RI	02840	PC	support of a new job coach	20,000.00
Wellness House	131 North County Line Road	Hinsdale	IL	60521	PC	general operating support	350.00

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Wild Animal Sanctuary a Colorado Non-Profit Corporation	1946 WCR 53	Keenesburg	CO	80643	PC	general operating support	3,400.00
Womens Board of Northwestern Memorial Hospital	541 North Fairbanks, Suite 800	Chicago	IL	60611	PC	Evergreen Invitational	3,500.00
Womens Board of Northwestern Memorial Hospital	541 North Fairbanks, Suite 800	Chicago	IL	60611	PC	general operating support	2,500.00
Womens Health and Education Fund	PO Box 5863	Providence	RI	02903	PC	general operating support	15,000.00
Woodlands Academy	760 East Westleigh Road	Lake Forest	IL	60045	PC	The Campaign for Mission - Woodland Academy Endowment	50,000.00
Woodlands Academy	760 East Westleigh Road	Lake Forest	IL	60045	PC	general operating support	5,000.00
Woodlands Academy	760 East Westleigh Road	Lake Forest	IL	60045	PC	general operating support	5,000.00
World Sport Chicago	200 East Randolph Street, 20th Floor	Chicago	IL	60601	PC	Becoming a Man - Sports Edition Program	25,000.00
World Vision	PO Box 9716	Federal Way	WA	98063	PC	for Nito Costa Costa and Dierre ADP 173816 project	990.00
Young Womens Leadership Charter School of Chicago	2641 South Calumet Avenue	Chicago	IL	60616	PC	general operating support	100.00
TOTAL							\$ 4,596,769.00

**Frederick Henry Prince Testamentary Trust
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**2014 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:	06/25/2014 \$120,000.00
Purpose of the Grant:	Washington, DC Regional Land Use, Transportation, and Affordable Housing Campaigns
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:	January 6, 2015
Verification of Reports:	January 7, 2015

**Frederick Henry Prince Testamentary Trust
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**2014 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:	10/10/2013 \$5,000
Purpose of the Grant:	for the preservation and restoration of historic Armour Chapel at Elmwood Cemetery
Amounts Expended by Grantee:	\$0.00
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:	August 3, 2015
Verification of Reports:	August 3, 2015

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**2014 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement**

Grantee: FabNewport
(Paid Through: Newport County Development Council)
35 Valley Road
Newport, RI 02842-6377

Date and Amount of Grant: 10/17/2014 \$15,000

Purpose of the Grant: for the FabNewport Future Lab Program

Amounts Expended by Grantee: \$15,000.00

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

Dates of Reports Received: July 9, 2015

Verification of Reports: July 9, 2015

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**2014 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)
95 Church Street
Newport, RI 02840

Date and Amount of Grant: 10/17/2014 \$6,000.00

Purpose of the Grant: Reading Reaps Rewards Summer Reading Program

Amounts Expended by Grantee: \$0.00

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

Dates of Reports Received: July 9, 2015

Verification of Reports: July 9, 2015

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**2014 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement**

Grantee:	The Poetry Foundation 61 West Superior Street Chicago, IL 60654
Date and Amount of Grant:	12/05/2014 \$1,000
Purpose of the Grant:	to support the Poetry Foundation's Chicago Favorite Poem Project
Amounts Expended by Grantee:	\$1,000.00
Diversion of Funds:	To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.
Dates of Reports Received:	July 8, 2015
Verification of Reports:	July 8, 2015

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

**2014 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement**

Grantee:	RhodySquash Inc 270 Bellevue Avenue Newport, RI 02840
Date and Amount of Grant:	11/10/2014 \$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:	07/30/2015
Verification of Reports:	July 30, 2015

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- 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)

140 SOUTH DEARBORN STREET

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

CHICAGO, IL 60603

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 (other than individual)	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, 140 SOUTH DEARBORN STREET, SUITE 1410 CHICAGO, IL 60603

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, 2015, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year 2014 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 \$	151,106.
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 \$	146,106.
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 \$	5,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) 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 1-2014)

JSA

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