

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2016
Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation PRINCE FOUNDATION		A Employer identification number 36-6116507	
Number and street (or P O box number if mail is not delivered to street address) 140 SOUTH DEARBORN STREET 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 <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,750,578		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,985,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	25	25		
	4 Dividends and interest from securities	75,558	75,558		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,291			
	b Gross sales price for all assets on line 6a	40,000			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	2,059,292	75,583	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	7,548	3,774	0	3,774
	b Accounting fees (attach schedule)	2,400	1,200	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,000	0	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	332,130	0	0	332,130
	24 Total operating and administrative expenses. Add lines 13 through 23	345,078	4,974	0	335,904
	25 Contributions, gifts, grants paid	1,685,500			1,685,500
26 Total expenses and disbursements. Add lines 24 and 25	2,030,578	4,974	0	2,021,404	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	28,714				
b Net investment income (if negative, enter -0-)		70,609			
c Adjusted net income (if negative, enter -0-)			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	131,683	126,130	126,130
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	0	0	0
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ _____ 0 Less allowance for doubtful accounts ▶ _____ 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	2,590,181	2,624,448	2,624,448
	c Investments—corporate bonds (attach schedule)	0		0
	11 Investments—land, buildings, and equipment basis ▶ _____ 0 Less accumulated depreciation (attach schedule) ▶ _____ 0	0		0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis ▶ _____ 0 Less accumulated depreciation (attach schedule) ▶ _____ 0	0		0
15 Other assets (describe ▶ _____)	0	0	0	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,721,864	2,750,578	2,750,578	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,721,864	2,750,578	
	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)	2,721,864	2,750,578		
31 Total liabilities and net assets/fund balances (see instructions) .	2,721,864	2,750,578		

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	2,721,864
2 Enter amount from Part I, line 27a	2	28,714
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	2,750,578
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	2,750,578

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)
1 a Long Term Pimco	P		2016-06-08
b Long Term Pimco	P		2016-12-07
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 20,000		20,435	-435
b 20,000		20,856	-856
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		0	-435
b		0	-856
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	-1,291
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 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))
2015	1,839,611	2,529,306	0.727318
2014	1,864,949	2,597,836	0.717886
2013	1,609,180	2,497,191	0.644396
2012	1,692,551	2,491,176	0.679418
2011	1,657,968	2,355,483	0.703876

2 Total of line 1, column (d)	3.472894
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	0.694579
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	2,589,037
5 Multiply line 4 by line 3	1,798,291
6 Enter 1% of net investment income (1% of Part I, line 27b)	706
7 Add lines 5 and 6	1,798,997
8 Enter qualifying distributions from Part XII, line 4	2,021,404

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

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 <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	706
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	706
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	706
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,236
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	3,236
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	2,530
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 2,530 Refunded ▶	11	0

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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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? <i>If "No," attach explanation</i> .	8b	Yes
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distributions, public inspection requirements, and books in care.

Located at 140 SOUTH DEARBORN STREET Ste 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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here. Yes No

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

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

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

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

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PATRICK WOOD-PRINCE 140 SOUTH DEARBORN ST 1410 CHICAGO, IL 60603	PRESIDENT & TRUSTEE 1 000	0	0	0
FREDERICK H PRINCE 816 CONNECTICUT AVE NW WASHINGTON, DC 20006	VICE-PRESIDENT & TRUSTEE 1 000	0	0	0
RANDALL HIGHLEY 140 SOUTH DEARBORN ST 1410 CHICAGO, IL 60603	VICE PRESIDENT 1 000	0	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000. Yes No 0

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	2,549,709
b	Average of monthly cash balances.	1b	78,754
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,628,463
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	2,628,463
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	39,426
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,589,037
6	Minimum investment return. Enter 5% of line 5.	6	129,452

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	129,452
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	706
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	706
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	128,746
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	128,746
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	128,746

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	2,021,404
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	2,021,404
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	706
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,020,698

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				128,746
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 2012		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	1,541,958			
b From 2012.	1,571,240			
c From 2013.	1,485,855			
d From 2014.	1,737,559			
e From 2015.	1,716,324			
f Total of lines 3a through e.	8,052,936			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ _____ 2,021,404				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				128,746
e Remaining amount distributed out of corpus	1,892,658			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,945,594			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
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).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	1,541,958			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	8,403,636			
10 Analysis of line 9				
a Excess from 2012.	1,571,240			
b Excess from 2013.	1,485,855			
c Excess from 2014.	1,737,559			
d Excess from 2015.	1,716,324			
e Excess from 2016.	1,892,658			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

b Check box to indicate whether the organization 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				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a	0	0			0
c Qualifying distributions from Part XII, line 4 for each year listed	2,021,404	0			2,021,404
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	2,021,404	0			2,021,404

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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

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

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

Information and materials that should be submitted along with an application include 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 THE APPLICATION IS AVAILABLE ONLINE AT THE FOLLOWING WEBSITE
HTTP //PRINCETRUSTS.ORG/CHICAGO/CHICAGO-APPLICATION-PROCEDURES/

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	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				1,685,500
b <i>Approved for future payment</i>				
Total ▶ 3b				0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
3Arts Inc 180 N Michigan Avenue Chicago, IL 60601	NONE	PC	general operating support	28,000
About Face Theatre Collective 5252 N Broadway Street Chicago, IL 60640	NONE	PC	general operating support	41,000
Albany Park Theater Project PO Box 25072 Chicago, IL 60625	NONE	PC	general operating support	35,000
American Fund for Charities 1000 North West Street Suite 1200 New York, NY 19801	NONE	PC	to the American Fund for Charities to support children's hospice services in the East Anglia region of England	7,000
American Theater Company 1909 W Byron Street Chicago, IL 60613	NONE	PC	general operating support	40,000
Total ▶ 3a				1,685,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
American Blues Theater 4809 N Ravenswood Chicago, IL 60640	NONE	PC	general operating support	28,000
Art & Business Council of Chicago 70 E Lake St Ste 1200 Chicago, IL 60601	NONE	PC	general operating support	35,000
Beverly Art Center 2407 W 111th Street Chicago, IL 60655	NONE	PC	general operating support	40,000
Cedille Chicago NFP 1205 W Balmoral Ave Chicago, IL 60640	NONE	PC	general operating support	32,000
Chicago Artists Coalition 217 N Carpenter Street Chicago, IL 60607	NONE	PC	general operating support	34,000
Total ▶ 3a				1,685,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Chicago Childrens Theatre 1464 N Milwaukee Ave 2nd Flr Chicago, IL 60642	NONE	PC	general operating support	35,000
Chicago Filmmakers 524 N Clark Street Chicago, IL 60640	NONE	PC	general operating support	30,000
Chicago Human Rhythm Project 410 S Michigan Ave Ste 464 Chicago, IL 60605	NONE	PC	general operating support	45,000
Chicago Jazz Philharmonic 111 N Wells Street Ste 501 Chicago, IL 60610	NONE	PC	general operating support	25,000
Chicago Youth Symphony Orchestras 410 S Michigan Ave Ste 833 Chicago, IL 60605	NONE	PC	general operating support	35,000
Total ▶ 3a				1,685,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Columbia College (The Dance Center of Columbia College) 1306 S Michigan Chicago, IL 60605	NONE	PC	general operating support	35,000
Doctors Without Borders USA Inc 333 7th Avenue 2nd Floor New York, NY 10001	NONE	PC	for hurricane relief in Haiti	5,000
Eighth Blackbird Performing Arts Association 917 W Washington Street Ste120 Chicago, IL 60640	NONE	PC	general operating support	35,000
Ensemble Espanol 5500 N St Louis Ave Chicago, IL 60625	NONE	PC	general operating support	25,000
Gillourey Institute 77 W Washington St Chicago, IL 60603	NONE	PC	general operating support	35,000
Total ▶ 3a				1,685,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Glen Ellyn Childrens Chorus (ANIMA) 799 Roosevelt RD Glen Ellyn, IL 60137	NONE	PC	general operating support	25,000
Grant Foundation (Hospital Albert Schweitzer) 28440 Liberty Avenue Suite 201 Pittsburgh, PA 15201	NONE	PC	general operating support	5,000
Gus Giordanos Jazz Dance Chicago Inc 1509 S Michigan Ave 2nd Fl Chicago, IL 60605	NONE	PC	general operating support	33,000
House Theatre of Chicago 4611 N Ravenswood Ave Ste 206 Chicago, IL 60640	NONE	PC	general operating support	30,000
Hyde Park Art Center 5020 S Cornell Ave Chicago, IL 60615	NONE	PC	general operating support	40,000
Total 3a				1,685,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Illinois Arts Alliance 70 E Lake St Ste 420 Chicago, IL 60601	NONE	PC	general operating support	35,000
Initiative to Educate Afghan Women Two Regency Plaza Suite 9 Providence, RI 02909	NONE	PC	general operating support	2,500
International Latino Cultural Center of Chicago 55 W Van Buren Street Chicago, IL 60605	NONE	PC	general operating support	35,000
International Music Foundation Inc 30 E Adams Street Ste 1206 Chicago, IL 60603	NONE	PC	general operating support	35,000
Intonation Music 4434 S Lake Park Ave Ste 110 Chicago, IL 60653	NONE	PC	general operating support	25,000
Total 3a				1,685,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Jazz Institute of Chicago Inc 410 S Michigan Ave Ste 500 Chicago, IL 60605	NONE	PC	general operating support	35,000
Kartemquin Educational Films 1901 W Wellington Chicago, IL 60657	NONE	PC	general operating support	33,000
League of Chicago Theatres Foundation 17 N Wabash Ave Ste 520 Chicago, IL 60602	NONE	PC	general operating support	35,000
Lifeline Productions Inc 6912 N Glenwood Ave Chicago, IL 60626	NONE	PC	general operating support	40,000
Light Opera Works Inc 516 Fourth Street Wilmette, IL 60091	NONE	PC	general operating support	25,000
Total ▶ 3a				1,685,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Maywood Fine Arts Association 25 N 5th Avenue Maywood, IL 60153	NONE	PC	general operating support	41,000
Music of the Baroque 25 E Washington Street Ste 823 Chicago, IL 60602	NONE	PC	general operating support	35,000
Natya Dance Theatre 410 S Michigan Ave Ste 725 Chicago, IL 60605	NONE	PC	general operating support	25,000
Northwestern University Settlement 1400 W Augusta Boulevard Chicago, IL 60642	NONE	PC	general operating support	27,000
Peoples Music School Inc 931 W Eastwood Ave Chicago, IL 60640	NONE	PC	general operating support	35,000
Total ▶ 3a				1,685,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Porthlight Music Theatre Chicago 4200 W Diversey Avenue Chicago, IL 60639	NONE	PC	general operating support	28,000
Puerto Rican Arts Alliance 3000 N Elbridge Chicago, IL 60618	NONE	PC	general operating support	38,000
Raven Theatre Company 6157 N Clark Street Chicago, IL 60660	NONE	PC	general operating support	25,000
Remy Bumpo Theatre Company 3717 N Ravenswood Ste 245 Chicago, IL 60613	NONE	PC	general operating support	40,000
Renaissance Society at the University at The Chicago 5811 S Ellis Ave Ste 418 Chicago, IL 60637	NONE	PC	general operating support	30,000
Total 3a				1,685,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Ruth Page Foundation 1016 N Dearborn Parkway Chicago, IL 60610	NONE	PC	general operating support	30,000
Salt Creek Ballet Company 96 East Chicago Avenue Westmont, IL 60559	NONE	PC	general operating support	15,000
SkyArt NFP 3217 E 91st St Chicago, IL 60617	NONE	PC	general operating support	25,000
Swedish American Museum Association of Chicago 5211 N Clark St Chicago, IL 60640	NONE	PC	general operating support	30,000
The Art Institute of Chicago (Gene Siskel Film Center) 164 N State Street Chicago, IL 60601	NONE	PC	general operating support	35,000
Total 3a				1,685,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
The Chicago Philharmonic Society 401 S Lasalle Street Ste 1600J Chicago, IL 60605	NONE	PC	general operating support	30,000
The Hypocrites 4201 N Ravenswood Street Chicago, IL 60613	NONE	PC	general operating support	25,000
The Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028	NONE	PC	support the renovation of the British Galleries	10,000
Theater Wit NFP 1229 W Belmont Ave Chicago, IL 60657	NONE	PC	general operating support	25,000
Timeline Theatre Company 615 W Wellington Ave Chicago, IL 60657	NONE	PC	general operating support	43,000
Total ▶ 3a				1,685,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Video Volunteers 47 West 92nd Street 26th Floor New York, NY 10025	NONE	PC	general operating support	5,000
Young Chicago Authors 1180 N Milwaukee Ave 2nd Fl Chicago, IL 60642	NONE	PC	general operating support	30,000
Total ▶ 3a				1,685,500

TY 2016 Accounting Fees Schedule**Name:** PRINCE FOUNDATION**EIN:** 36-6116507**Software ID:** 16000421**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,400	1,200		

TY 2016 General Explanation Attachment**Name:** PRINCE FOUNDATION**EIN:** 36-6116507**Software ID:** 16000421**Software Version:** 2016v3.0**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	GRANTS PAID	Form 990-PF, Part XV, Line 3a	MACARTHUR GRANT PROGRAM EXPENSES OF \$332,000 REPORTED ON PART 1 ARE RELATED TO REIMBURSEMENTS TO THE FREDERICK HENRY PRINCE TESTAMENTARY TRUST FOR ADMINISTRATIVE EXPENSES OTHER THAN SALARIES FOR THE GRANT PROGRAM FUNDED BY THE MACARTHUR FOUNDATION THE MACARTHUR FOUNDATION WILL GRANT THE PRINCE FOUNDATION \$7,825,000 OVER A 5 YEAR PERIOD BEGINNING IN 2012 and \$200,000 OVER A 2 YEAR PERIOD BEGINNING IN 2015 THE TOTAL GRANT RECEIVED BY PRINCE FOUNDATION FOR 2016 IS \$1,985,000 AS DISCLOSED ON SCHEDULE B TOTAL GRANTS PAID OUT UNDER THIS AGREEMENT WERE \$1,651,000 FOR 2016 AND ARE LISTED IN PART XV, LINE 3A OF THE RETURN

TY 2016 Investments Corporate Stock Schedule**Name:** PRINCE FOUNDATION**EIN:** 36-6116507**Software ID:** 16000421**Software Version:** 2016v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PIMCO MUTUAL FUND	2,624,448	2,624,448

TY 2016 Legal Fees Schedule**Name:** PRINCE FOUNDATION**EIN:** 36-6116507**Software ID:** 16000421**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	7,548	3,774		3,774

TY 2016 Other Expenses Schedule**Name:** PRINCE FOUNDATION**EIN:** 36-6116507**Software ID:** 16000421**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MACARTHUR GRANT PROGRAM EXP	332,000			332,000
MISCELLANEOUS	130			130

TY 2016 Taxes Schedule**Name:** PRINCE FOUNDATION**EIN:** 36-6116507**Software ID:** 16000421**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	3,000			

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990

OMB No 1545-0047
2016

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

Form 990-PF

- 527 political organization
- 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, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 its Form 990PF, Part I, line 2, 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
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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 and Catherine T MacArthur Foundation 140 South Dearborn Street Suite 120 0 Chicago, IL606035285	\$ 1,985,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
-	 	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
-	 	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
-	 	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
-	 	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
-	 	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
-	 	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>

Name of organization PRINCE FOUNDATION	Employer identification number 36-6116507
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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
_____	_____
_____	_____

(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
_____	_____
_____	_____

(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
_____	_____
_____	_____

(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
_____	_____
_____	_____