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

2008

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

For calendar year 2008, or tax year beginning JUL 1, 2008, and ending JUN 30, 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
THE PROSPECT HILL FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
99 PARK AVENUE 2220

City or town, state, and ZIP code
NEW YORK, NY 10016

A Employer identification number
13-6075567

B Telephone number
(212) 370-1165

C If exemption application is pending, check here ☐

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

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

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

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

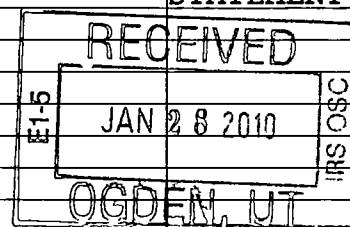
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 52,985,454.** (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

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))		(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		146,243.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		968.	968.		STATEMENT 1
4 Dividends and interest from securities		1,284,018.	1,284,018.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		710,862.			
b Gross sales price for all assets on line 6a 1,942,447.					
7 Capital gain net income (from Part IV, line 2)			710,862.		
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)					
11 Other income		-1,918,988.	-1,859,802.		STATEMENT 3
12 Total. Add lines 1 through 11		223,103.	136,046.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		186,762.	0.		186,762.
15 Pension plans, employee benefits		46,562.	0.		46,562.
16a Legal fees STMT 4		5,156.	0.		5,156.
b Accounting fees STMT 5		39,000.	39,000.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 6		51,161.	0.		0.
19 Depreciation and depletion		8,648.	8,648.		
20 Occupancy		62,771.	0.		62,771.
21 Travel, conferences, and meetings		7,307.	0.		7,307.
22 Printing and publications		3,553.	0.		3,553.
23 Other expenses STMT 7		326,112.	204,182.		115,313.
24 Total operating and administrative expenses. Add lines 13 through 23		737,032.	251,830.		427,424.
25 Contributions, gifts, grants paid		3,169,927.			3,169,927.
26 Total expenses and disbursements. Add lines 24 and 25		3,906,959.	251,830.		3,597,351.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-3,683,856.			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		48,871.	88,432.	88,432.
	2	Savings and temporary cash investments		320,824.	11,646.	11,646.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶	89,904.				
	Less: accumulated depreciation ▶	38,512.		54,778.	51,392.	51,392.
12	Investments - mortgage loans					
13	Investments - other	STMT 9		70,435,237.	52,833,846.	52,833,846.
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)	STATEMENT 10		285.	138.	138.
16	Total assets (to be completed by all filers)			70,859,995.	52,985,454.	52,985,454.
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				
	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		70,859,995.	52,985,454.	
	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				
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			70,859,995.	52,985,454.	
31	Total liabilities and net assets/fund balances			70,859,995.	52,985,454.	

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	70,859,995.
2	Enter amount from Part I, line 27a	2	-3,683,856.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	67,176,139.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	14,190,685.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	52,985,454.

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			
b SEE ATTACHED STATEMENT			
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 1,942,447.		1,231,585.	710,862.

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			710,862.

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	710,862.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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))
2007	4,531,634.	74,354,575.	.060946
2006	4,081,757.	66,302,488.	.061563
2005	3,570,218.	65,519,588.	.054491
2004	3,743,565.	62,659,671.	.059744
2003	3,732,062.	62,083,840.	.060113

2 Total of line 1, column (d)	2	.296857
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	.059371
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	69,501,815.
5 Multiply line 4 by line 3	5	4,126,392.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	4,126,392.
8 Enter qualifying distributions from Part XII, line 4	8	3,597,351.

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 ☐ and enter "N/A" on line 1.		
- Date of ruling letter: _____ (attach copy of ruling 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 0.
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 0.
3 Add lines 1 and 2		3 0.
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 0.
6 Credits/Payments:		
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a 33,506.	
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 33,506.
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 33,506.
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax ☐ 33,506. Refunded ☐ 0.		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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
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) ☐ NY		
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 2008 or the taxable year beginning in 2008 (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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.FDNCENTER.ORG/GRANTMAKER/PROSPECTHILL	13	X	
14	The books are in care of ► ROBERT J. BARLETTA, TREASURER Telephone no. ► (212) 370-1144 Located at ► 99 PARK AVENUE, SUITE 2200, NEW YORK, NY ZIP+4 ► 10016-1601			
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 N/A			

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ 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.) N/A	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 2008 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 2008) N/A	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 2008?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

5b

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?

N/A

☐ 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

If you answered "Yes" to 6b, also 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?

N/A

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.

(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
SEE STATEMENT 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
PENNY FUJIKO WILLGERODT 99 PARK AVENUE, SUITE 2220, NEW YORK,	40.00	162,028.	1,268.	

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3.** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ANTAEUS ENTERPRISES 99 PARK AVENUE, SUITE 2220, NEW YORK, NY 10016	ADMINISTRATIVE	460,124.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	0.
b Average of monthly cash balances	1b	124,981.
c Fair market value of all other assets	1c	70,435,237.
d Total (add lines 1a, b, and c)	1d	70,560,218.
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	0.
3 Subtract line 2 from line 1d	3	70,560,218.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,058,403.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	69,501,815.
6 Minimum investment return. Enter 5% of line 5	6	3,475,091.

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	3,475,091.
2a Tax on investment income for 2008 from Part VI, line 5	2a	
b Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	0.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	3,475,091.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	3,475,091.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,475,091.

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	3,597,351.
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	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,597,351.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,597,351.

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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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				3,475,091.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	676,036.			
b From 2004	649,749.			
c From 2005	427,018.			
d From 2006	1,008,111.			
e From 2007	1,021,754.			
f Total of lines 3a through e	3,782,668.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 3,597,351.				
a Applied to 2007, 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 2008 distributable amount				3,475,091.
e Remaining amount distributed out of corpus	122,260.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	3,904,928.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	676,036.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	3,228,892.			
10 Analysis of line 9:				
a Excess from 2004	649,749.			
b Excess from 2005	427,018.			
c Excess from 2006	1,008,111.			
d Excess from 2007	1,021,754.			
e Excess from 2008	122,260.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating

- foundation, and the ruling is effective for 2008, 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)

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

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.

3 Subtract line 2d from line 2c
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 foundation had \$5,000 or more in assets at any time during the year-see the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 12

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

c Any submission deadlines:

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

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 GRANTS (SEE ATTACHED SCHEDULE) MATCHING GRANTS (SEE ATTACHED SCHEDULE)				2,859,500. 310,427.
Total			3a	3,169,927.
b Approved for future payment GRANT COMMITMENTS (SEE ATTACHED SCHEDULE)				2,170,000.
Total			3b	2,170,000.

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

- | | 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 | | X |
| (2) Other assets | | X |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | X |
| (3) Rental of facilities, equipment, or other assets | | X |
| (4) Reimbursement arrangements | | X |
| (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	 Signature of officer or trustee		11/20/2010 Date	PRESIDENT Title
	Paid Preparer's Use Only	Preparer's signature 	Date 11/19/2010	Check if self-employed ☐
	Firm's name (or yours if self-employed), address, and ZIP code ELLIOT HOROWITZ & COMPANY, LLP 675 THIRD AVENUE NEW YORK, NEW YORK 10017			Preparer's identifying number P00185063
	EIN			Phone no. 212-972-7500

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, and 990-PF.

OMB No 1545-0047

2008

Name of the organization

Employer identification number

THE PROSPECT HILL FOUNDATION, INC.

13-6075567

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

- ☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

THE PROSPECT HILL FOUNDATION, INC.

13-6075567

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	TRUST U/A F/B/O JANE B. MADIGAN 99 PARK AVENUE, SUITE 2200 NEW YORK, NY 10016	\$ 72,844.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	TRUST U/A F/B/O BERNHARD WEICKERT 99 PARK AVENUE, SUITE 2200 NEW YORK, NY 10016	\$ 73,399.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Page 3, Part IV: CAPITAL GAINS & LOSSES

(a) From passthroughs:

		GAIN(LOSS)
1a	SCHED. K-1: VENTURE INVESTMENT ASSOCIATES, LP EIN :22-3248650	57,877
b	SCHED. K-1: VENTURE INVESTMENT ASSOCIATES, II EIN :22-3284167	1
c	SCHED. K-1: VENTURE INVESTMENT ASSOCIATES, II EIN :22-3284167	90,251
d	SCHED. K-1: VENTURE INVESTMENT ASSOCIATES, III EIN :22-3543341	(8,333)
e	SCHED. K-1: VENTURE INVESTMENT ASSOCIATES, III EIN :22-3543341	(54,210)
f	SCHED. K-1: VENTURE INVESTMENT ASSOCIATES, IV EIN :22-3679965	(6,927)
g	SCHED. K-1: VENTURE INVESTMENT ASSOCIATES, IV EIN :22-3679965	60,120
h	SCHED. K-1: PROSPECT CAPITAL PARTNERS EIN: 13-3745680	1,734,198
i	SCHED. K-1: PROSPECT CAPITAL PARTNERS EIN: 13-3745680	(1,162,115)

Line 2 Capital gain net income (net capital loss) \$ 710,862

Payments Made - By Month

11/5/2009

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
July 2008					
The Center for Reproductive Rights (CFRR)	953785	7/1/2008	\$35,000.00	The Prospect Hill Foundation	2243
Three-year grant (FY 2009-2011) for general support \$105,000.00	9501410				
Centurion Ministries	953718	7/9/2008	\$35,000.00	The Prospect Hill Foundation	2298
Two-year grant (FY 2008-2009) for general support \$70,000.00	9501398				Paid in advance of due date as requested by FWB and WSB
Clean Air Task Force	953604	7/9/2008	\$35,000.00	The Prospect Hill Foundation	2302
Two-year grant (FY 2008-2009) to support diesel campaign activities \$70,000.00	9501230				
Lincoln Center Theater (LCT)	952924	7/23/2008	\$50,000.00	The Prospect Hill Foundation	2304
Five-year grant (FY 2005-2009) for endowment support \$250,000.00	9500710				
Total July 2008			\$155,000.00	(4 items)	

August 2008

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Clean Water Fund/Rhode Island	953605	8/19/2008	\$15,000 00	The Prospect Hill Foundation	2312
Two-year grant (FY 2008-2009) to support the Rhode Island Diesel Pollution Initiative \$30,000 00	9501231				
November 2008					
Association to Preserve Cape Cod, Inc.(APCC) to support the capital campaign \$50,000 00	954018 9501605	11/3/2008	\$50,000 00	The Prospect Hill Foundation	2380
Ballet Hispanico of New York Three-year grant (FY 2008-2010) for general operating support over 3 years (\$15,000 each year) \$45,000 00	953717 9501399	11/13/2008	\$15,000 00	The Prospect Hill Foundation	2394
The Correctional Association of New York Prison Visiting Project \$40,000 00	953973 9501560	11/3/2008	\$40,000 00	The Prospect Hill Foundation	2388
Cunningham Dance Foundation (AKA Merce Cunningham Dance Company) one-year (FY 2009) general support \$25,000 00	953975 9501562	11/3/2008	\$25,000 00	The Prospect Hill Foundation	2384
Total August 2008 (1 item)			\$15,000 00		

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Jacob's Pillow Dance Festival, Inc. <i>one-year (FY 2009) for general operating support</i> \$10,000 00	953976 9501563	11/3/2008	\$10,000 00	The Prospect Hill Foundation	2382
Massachusetts Museum of Contemporary Art Foundation, Inc. <i>Sol LeWitt Project</i> \$25,000 00	954016 9501602	11/10/2008	\$25,000.00	The Prospect Hill Foundation	2381
Pilgrim Place <i>for the Napier Awards for Creative Leadership</i> \$60,000 00	954019 9501606	11/3/2008	\$20,000 00	The Prospect Hill Foundation	2389
Planned Parenthood of Rhode Island <i>to support the Planned Parenthood of Rhode Island (PPRI) as it seeks institutional stability and plans a merger with the Planned Parenthood of Connecticut</i> \$50,000 00	954021 9501607	11/3/2008	\$25,000 00	The Prospect Hill Foundation	2385
Sexuality Information and Education Council of the United States(SIECUS) <i>Two-year grant (FY 2008-2009) for general support</i> \$60,000 00	953770 9501420	11/20/2008	\$30,000 00	The Prospect Hill Foundation	2397
Wave Hill Inc. <i>Three-year grant (FY2008-2010) for general operating support</i> \$75,000.00	953669 9501405	11/13/2008	\$25,000 00	The Prospect Hill Foundation	2395

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
The Women's Prison Association and Home (WPA)	953974	11/3/2008	\$20,000.00	The Prospect Hill Foundation	2386
<i>the Family Preservation Program</i> \$20,000 00	9501561				
December 2008					
<i>Total November 2008</i> (11 items)			\$285,000.00		
The Arms Control Association	954034	12/23/2008	\$50,000 00	The Prospect Hill Foundation	2422
<i>general support</i> \$50,000 00	9501610				
Bulletin of the Atomic Scientists	954035	12/23/2008	\$25,000 00	The Prospect Hill Foundation	2410
<i>general support</i> \$25,000 00	9501611				
Carnegie Endowment for International Peace	954036	12/23/2008	\$50,000.00	The Prospect Hill Foundation	2411
<i>Nonproliferation Program</i> \$50,000 00	9501612				
The Henry L. Stimson Center	954037	12/23/2008	\$35,000.00	The Prospect Hill Foundation	2418
<i>Security for a New Century</i> \$35,000.00	9501613				
Institute for Science and International Security	954038	12/23/2008	\$40,000 00	The Prospect Hill Foundation	2412
<i>general support</i> \$40,000.00	9501614				

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Lincoln Center Theater (LCT)	953977	12/23/2008	\$150,000 00	The Prospect Hill Foundation	2415
<i>Five-year grant (FY 2009-2013) for LCT3 Rooftop Theater Capital Campaign</i> \$750,000 00	9501604				
Lincoln Center Theater (LCT)	954044	12/23/2008	\$40,000.00	The Prospect Hill Foundation	2421
<i>general support</i> \$40,000 00	9501620				
National Security Archive Fund	954039	12/23/2008	\$40,000 00	The Prospect Hill Foundation	2414
<i>Nuclear Weapons Documentation Project</i> \$40,000 00	9501615				
Natural Resources Defense Council (NRDC)	954040	12/23/2008	\$50,000 00	The Prospect Hill Foundation	2416
<i>Nuclear Program</i> \$50,000 00	9501616				
The New York Botanical Garden	954042	12/23/2008	\$25,000 00	The Prospect Hill Foundation	2413
<i>Geographic Information Systems Laboratory</i> \$25,000 00	9501618				
New York City Ballet	954045	12/23/2008	\$40,000 00	The Prospect Hill Foundation	2419
<i>general support</i> \$40,000 00	9501621				
Planned Parenthood of New York City (PPNYC)	954041	12/23/2008	\$50,000 00	The Prospect Hill Foundation	2417
<i>general support</i> \$50,000 00	9501617				

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Planned Parenthood of Rhode Island	954021	12/24/2008	\$25,000 00	The Prospect Hill Foundation	2423
<i>to support the Planned Parenthood of Rhode Island (PPRI) as it seeks institutional stability and plans a merger with the Planned Parenthood of Connecticut</i>	9501607				
\$50,000 00					
Prospect Park Alliance, Inc.	954043	12/23/2008	\$12,500 00	The Prospect Hill Foundation	2420
<i>Natural Resources Crew</i>	9501619				
\$12,500 00					
Queens Library Foundation	954032	12/18/2008	\$500 00	The Prospect Hill Foundation	2406
<i>in memory of Joseph Strell</i>	9501608				
\$500 00					
Residents' Committee to Protect the Adirondacks, Inc.(RCPA)	953767	12/29/2008	\$15,000 00	The Prospect Hill Foundation	2457
<i>Two-year grant (FY 2008-2010) for general operating support</i>	9501496				
\$30,000 00					
Riverdale Neighborhood House (RNH)	953617	12/8/2008	\$10,000 00	The Prospect Hill Foundation	2405
<i>Three-year grant (FY 2008-2010) for the Youth Internship Program over 3 years</i>	9501404				
\$30,000 00					
The Wilderness Society (TWS)	954033	12/23/2008	\$15,000 00	The Prospect Hill Foundation	2409
<i>to support the Eastern Forest Program</i>	9501609				
\$15,000.00					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
January 2009 Total December 2008 \$673,000 00 (18 items)					
American Museum of Natural History (AMNH)	953183	1/6/2009	\$50,000 00	The Prospect Hill Foundation	2464
Five-year grant (FY 2006-2010) for endowment support \$250,000 00	9500865				
Apeiron Institute for Sustainable Living	953786	1/7/2009	\$40,000 00	The Prospect Hill Foundation	2463
Two-year grant (FY 2008-2009) for the sustainability coordinator Yr 1 -\$50,000 Yr 2 -\$40,000 \$90,000 00	9501414				
Association to Preserve Cape Cod, Inc.(APCC)	953774	1/7/2009	\$15,000 00	The Prospect Hill Foundation	2471
Two-year grant (FY 2008-2009) for general support \$30,000 00	9501407				
Center for Alternative Sentencing and Employment Services (CASES)	953780	1/7/2009	\$25,000 00	The Prospect Hill Foundation	2466
Three-year grant (FY 2008-2010) for Career Exploration Project \$75,000 00	9501411				

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Columbia University School of Law	953130	1/7/2009	\$50,000.00	The Prospect Hill Foundation	2469
Five-year grant (FY 2005-2009) for endowment support directed to the William S. Beinecke Scholarship Fund \$250,000.00	9500783				
Friends of Van Cortlandt Park, Inc.	953781	1/7/2009	\$10,000.00	The Prospect Hill Foundation	2470
Two-year grant (FY 2008-2009) for general support FY 2008 - \$ 12,000 FY 2009 - \$ 10,000 \$22,000.00	9501421				
The Guttmacher Institute	953775	1/14/2009	\$40,000.00	The Prospect Hill Foundation	2474
Three-year grant (FY 2008-2010) for general support \$120,000.00	9501418				
Hawk Mountain Sanctuary Association	953618	1/12/2009	\$10,000.00	The Prospect Hill Foundation	2472
Two-year grant (FY 2008-2009) for general support \$20,000.00	9501408				
The Metropolitan Museum of Art	953777	1/12/2009	\$30,000.00	The Prospect Hill Foundation	2473
Three-year grant (2008-2010) for general support Watson Library (\$3,500 per yr) Dept of Medieval Art (\$19,000 per yr) The Dept of Greek and Roman Art (\$7,500 per yr) \$90,000.00	9501422				

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
National Latina Institute for Reproductive Health	953772	1/7/2009	\$30,000 00	The Prospect Hill Foundation	2468
<i>Two-year grant (FY 2008-2009) for general support</i> \$60,000 00	9501419				
Nickerson Family Association, Inc.	953720	1/21/2009	\$7,500 00	The Prospect Hill Foundation	2758
<i>Three-year grant (FY 2008-2010) for the living history program over 3 years (\$10,000 in year 1, \$7,500 in year 2, and \$7,500 in year 3), contingent upon receipt of satisfactory project budgets each year</i> \$25,000.00	9501403				
Sterling and Francine Clark Art Institute	953340	1/6/2009	\$50,000 00	The Prospect Hill Foundation	2462
<i>A six-year (FY 2006- FY 2011) grant to support the inauguration of the Clark Prize in Arts Writing in 2006 and to support Clark Prize awards in the future</i> \$350,000 00	9500986				
World Resources Institute (WRI)	953778	1/21/2009	\$30,000 00	The Prospect Hill Foundation	2759
<i>Two-year grant (FY 2008-2009) for the Climate and Energy Program</i> \$60,000.00	9501409				
February 2009					
Total January 2009			\$387,500.00	(13 items)	

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Rhode Island Council for the Humanities	954017	3/16/2009	\$25,000 00	The Prospect Hill Foundation	2777
<i>one-year (FY 2009) for general operating support</i> \$25,000 00	9501603				
Search for Common Ground	953619	3/19/2009	\$25,000 00	The Prospect Hill Foundation	2774
<i>Two-year grant (FY2008-2009) for general support</i> \$50,000 00	9501416				
Urban Justice Center	953904	3/16/2009	\$25,000 00	The Prospect Hill Foundation	2778
<i>Two-year grant (FY 2008-2010) for the Sex Workers Project</i> Yr 1 - \$20,000 Yr 2 - \$25,000 \$45,000 00	9501506				
April 2009					
Central Park Conservancy, Inc.					
<i>Three-year Grant (FY 2008-2010) toward the cost of a zone gardener for the Harlem Meer over 3 years (\$20,000 each year)</i> \$60,000.00	953716	4/17/2009	\$20,000 00	The Prospect Hill Foundation	2844
	9501400				
Total March 2009 (6 items)			\$91,500.00		

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
New York Law School	953784	4/17/2009	\$7,500 00	The Prospect Hill Foundation	2842
<i>Three-year grant (FY 2008-2010) in support of the publications of the New York City Law(contingent on Ross Sandler's continued leadership)</i> \$22,500 00	9501413				
Westminster School	953223	4/17/2009	\$50,000 00	The Prospect Hill Foundation	2843
<i>Five-year grant (FY2006-2010) towards the capital campaign</i> \$250,000 00	9500876				
		Total April 2009 (3 items)	\$77,500.00		
May 2009					
Residents' Committee to Protect the Adirondacks, Inc.(RCPA)	954063	5/6/2009	\$10,000 00	The Prospect Hill Foundation	
<i>1:1 matching emergency grant to help RCPA bridge its cash crisis as it seeks short-term stability while merging with the Association to Protect the Adirondacks</i> \$12,500 00	9501624				
		Total May 2009 (1 item)	\$10,000.00		
June 2009					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
(Calas) Centro de Accion Legal-Ambiental Social de Guatemala	953876	6/12/2009	\$25,000 00	The Prospect Hill Foundation	2893
Two-year grant (FY 2008-2010) to support CALAS for general support The Wildlife Conservation Society is a fiscal intermediary for this grant. \$50,000 00	9501498				
American Museum of Natural History (AMNH)	953183	6/12/2009	\$50,000 00	The Prospect Hill Foundation	2896
Five-year grant (FY 2006-2010) for endowment support \$250,000 00	9500865				FY2010 payment advanced to FY2009
The Arms Control Association	954092	6/12/2009	\$50,000 00	The Prospect Hill Foundation	2894
one-year (FY2010) for the New Voices Nonproliferation Fellowship \$50,000 00	9501642				
AS220, Inc. (see Perishable Theatre)	953893	6/12/2009	\$50,000 00	The Prospect Hill Foundation	2900
Three-year grant (FY 2008-2011) for energy conservation measures in Phase II of the Capital Campaign \$75,000 00	9501501				represents payment for FY2009 and advanced FY2010 payment
The Association for the Protection of Adirondacks (AFPA)	954088	6/12/2009	\$30,000 00	The Prospect Hill Foundation	2876
one-year grant (FY2010) for Advocacy Programs and Transition Communications \$30,000 00	9501638				
Bat Theatre Inc. (AKA Flea Theatre)	953888	6/12/2009	\$10,000.00	The Prospect Hill Foundation	2902
Three-year grant (FY 2008-2011) for general support \$30,000 00	9501489				

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Bronx River Alliance	954079	6/12/2009	\$15,000.00	The Prospect Hill Foundation	2867
<i>One-year (FY2010) grant for general support</i> \$15,000.00	9501629				
Cape Cod Commercial Hook Fishermen's Association	954075	6/12/2009	\$25,000.00	The Prospect Hill Foundation	2882
<i>one-year general support</i> \$25,000 00	9501627				
Coalition for Water Security	954089	6/12/2009	\$40,000 00	The Prospect Hill Foundation	2877
<i>one-year grant for Coalition for Water Security & Coalition for Transportation Choices</i> \$40,000 00	9501639				
Conservation Law Foundation	954080	6/12/2009	\$25,000 00	The Prospect Hill Foundation	2868
<i>One-year grant (FY 2010) for the Rhode Island Advocacy Center</i> \$25,000 00	9501630				
EcoLogic Development Fund	953610	6/12/2009	\$35,000 00	The Prospect Hill Foundation	2887
<i>Three-year grant (FY 2007-2009) for general support of Guatemala activities</i> \$105,000 00	9501233				
Institute for Science and International Security	954096	6/29/2009	\$5,000 00	The Prospect Hill Foundation	2910
<i>in honor of John Redick's contribution to the field of nuclear nonproliferation</i> \$5,000 00	9501643				

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
International Planned Parenthood Federation, Western Hemisphere Region	953889	6/12/2009	\$35,000 00	The Prospect Hill Foundation	2883
<i>Two-year grant (FY 2008 - 2010) to APROFAM for core support of the San Benito Youth Clinic</i> \$70,000 00	9501508				
International Planned Parenthood Federation, Western Hemisphere Region	953889	6/12/2009	(\$35,000 00)	The Prospect Hill Foundation	VOID - 2883
<i>Two-year grant (FY 2008 - 2010) to APROFAM for core support of the San Benito Youth Clinic</i> \$70,000 00	9501508				Void of Payment [4146] for \$35,000, paid on 6/12/2009
International Planned Parenthood Federation, Western Hemisphere Region	953889	6/12/2009	\$35,000 00	The Prospect Hill Foundation	2883
<i>Two-year grant (FY 2008 - 2010) to APROFAM for core support of the San Benito Youth Clinic</i> \$70,000 00	9501508				
Marie Stopes International, Ltd.	953883	6/12/2009	\$35,000.00	The Prospect Hill Foundation	2891
<i>Two-year grant (FY 2008-2010) to support activities in Chiapas, Mexico</i> \$70,000 00	9501509				
Natural History Museum of the Adirondacks (dba The Wild Center)	953886	6/12/2009	\$10,000 00	The Prospect Hill Foundation	2886
<i>Two-year grant (FY 2008-2010) for general support</i> \$20,000.00	9501491				
Natural Resources Defense Council (NRDC)	953176	6/12/2009	\$100,000 00	The Prospect Hill Foundation	2898
<i>Five-year grant (FY 2006-2010) to support the Campaign for the Future</i> \$250,000 00	9500823				4th and 5th payment combined, paid 6/12/2009

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Natural Resources Defense Council (NRDC)	954083	6/12/2009	\$35,000 00	The Prospect Hill Foundation	2874
<i>Clean Air Program</i> \$35,000 00	9501633				
New York League of Conservation Voters Education Fund (NYLCVEF)	954084	6/12/2009	\$15,000.00	The Prospect Hill Foundation	2871
<i>New York City program</i> \$15,000 00	9501634				
New York Philharmonic (Philharmonic Symphony Society of NY)	953892	6/12/2009	\$35,000 00	The Prospect Hill Foundation	2903
<i>Three-year grant (FY 2008 - 2011) for general support</i> \$105,000 00	9501492				
New York Public Library	953891	6/12/2009	\$25,000 00	The Prospect Hill Foundation	2889
<i>Three-year (FY 2008 - 2011) for the Digital Library Program</i> \$75,000 00	9501493				
Open Space Institute	954074	6/12/2009	\$30,000 00	The Prospect Hill Foundation	2878
<i>one-year (FY2010) for the Tahawus Tract disposition</i> \$30,000 00	9501626				
Partnership Project, Inc.	953794	6/12/2009	\$25,000 00	The Prospect Hill Foundation	2904
<i>Two-year grant (FY 2008 - 2010) for general support</i> \$50,000 00	9501495				

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Planned Parenthood Federation of America, Inc. (PPFA)	953592	6/12/2009	\$20,000.00	The Prospect Hill Foundation	2885
<i>Three-year (2007-2009) grant to support reproductive health services provided by Tan Ux'il, in El Peten, Guatemala</i> \$60,000.00	9501245				
Ploughshares Fund, Inc.	953874	6/12/2009	\$5,000.00	The Prospect Hill Foundation	2884
<i>Three-year grant (FY 2008-2011) for project support of the Peace and Security Funders Group</i> \$15,000.00	9501488				
Pro Mujer	953590	6/23/2009	\$35,000.00	The Prospect Hill Foundation	2905
<i>Three-year grant (FY 2007-2010) to support the coordination of reproductive health services</i> \$105,000.00	9501252				
Rhode Island Family Life Center	954085	6/12/2009	\$25,000.00	The Prospect Hill Foundation	2901
<i>One-year (FY 2010) for the Resource Center</i> \$25,000.00	9501635				
Rudolf Steiner School, Inc.	953168	6/12/2009	\$30,000.00	The Prospect Hill Foundation	2906
<i>Five-year grant (FY 2005-2009) to support the capital campaign</i> \$150,000.00	9500804				
Save The Bay, Inc.	954090	6/12/2009	\$25,000.00	The Prospect Hill Foundation	2879
<i>one-year (FY2010) grant to support its strategic planning process</i> \$25,000.00	9501640				

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
St. Luke's-Roosevelt Hospital Center	953877	6/12/2009	\$25,000.00	The Prospect Hill Foundation	2907
Three-year grant (FY 2008-2011) for fellows at the Arrhythmia Institute (\$37,500) and the C V Starr Hand Surgery Center (\$37,500) \$75,000 00	9501494				
Sterling and Francine Clark Art Institute	954087	6/12/2009	\$10,000 00	The Prospect Hill Foundation	2875
general support \$10,000.00	9501637				
The Trust for Public Land	954091	6/12/2009	\$30,000 00	The Prospect Hill Foundation	2895
one-year (FY2010) for the New York City Playgrounds program \$15,000 00	9501641				
The Trust for Public Land	954091	6/12/2009	\$15,000 00	The Prospect Hill Foundation	2895
one-year (FY2010) for the New York City Playgrounds program \$15,000 00	9501641				
The Trust for Public Land	954091	6/25/2009	(\$30,000 00)	The Prospect Hill Foundation	VOID - 2895
one-year (FY2010) for the New York City Playgrounds program \$15,000.00	9501641				Void of Payment [4289] for \$30,000, paid on 6/12/2009.
Vera Institute of Justice	954086	6/12/2009	\$30,000 00	The Prospect Hill Foundation	2873
Juvenile Alternative to Detention Program \$30,000 00	9501636				

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Westminster School	953223	6/12/2009	\$50,000 00	The Prospect Hill Foundation	2899
<i>Five-year grant (FY2006-2010) towards the capital campaign</i> \$250,000 00	9500876				FY2010 payment advanced to FY2009
Wildlife Conservation Society	953896	6/12/2009	\$50,000 00	The Prospect Hill Foundation	2908
<i>Two-year grant (FY 2008 - 2010) for support of activities in Peten, Guatemala</i> \$100,000 00	9501499				
The Women's Fund of Rhode Island	953898	6/25/2009	\$25,000 00	The Prospect Hill Foundation	2909
<i>Three-year grant (FY 2008 - 2011) for staff development</i> \$75,000 00	9501504				
World Neighbors	953881	6/12/2009	\$35,000 00	The Prospect Hill Foundation	2892
<i>Two-year grant (FY 2008-2010) for an integrated reproductive health and natural resource management program in the Polochic watershed areas in Guatemala</i> \$70,000 00	9501500				
Total June 2009 (40 items)			<u>\$1,085,000 00</u>		
Grand Total (99 items)			<u>\$2,859,500 00</u>		

Matching Gifts by Recipient Organization - Detail

Grants Paid 7/1/08 to 6/30/09

11/9/2009

Recipient Organization (ID/VEND#)	Gift	Payment	Award
Match ID Donor Name (SS#/EMP#)	Date	Date	Amount Gift Type
Friends of the Irvington Library (3186\)			
709 Buchman, Sheri (0)	12/2/2008		\$50 00 Cash
Eospice Care Network (3347\)			
678 Wool, Linda (0)	8/26/2008	10/21/2008	\$100 00 Cash
Rockefeller Philanthropy Advisors (3348\)			
679 Willgerodt, Penny Fujiko (0)	9/3/2008	10/21/2008	\$1,500 00 Cash
University of Virginia Law School Foundation (3378\)			
724 Beinecke, Frederick W (3)	10/16/2008		\$500.00 Cash
Gordon School (3387\)			
746 Beinecke, Sarah (6)	12/30/2008		\$3,400 00 Cash
University at Albany Foundation (3418\)			
821 Lefkowitz, Julie (0)	1/16/2009		\$200 00 Cash
820 Lefkowitz, Julie (0)	2/9/2009		\$300 00 Cash
	2 Gifts		\$500 00
The Adirondack Historical Association (1335\)			
599 Beinecke, Frances (5)	6/6/2008	7/9/2008	\$1,000 00 Cash
Adopt-a-Dog (3174\)			
600 Barletta, Robert (0)	4/15/2008	7/9/2008	\$400 00 Cash
Akshaya Patra Foundation (3388\)			
752 Seidel, David (0)	12/29/2008		\$400 00 Cash
American Cancer Society (3328\)			
601 Beinecke, William S. (1)	5/14/2008	7/9/2008	\$250 00 Cash
American Foundation for the Blind (3384\)			
736 Lefkowitz, Julie (0)	9/18/2008		\$200 00 Cash
American Friends of Le Kinkeliba, Inc. (3383\)			
732 Beinecke, Frederick W (3)	11/7/2008		\$500 00 Cash
American Jewish World Service Inc. (3329\)			
602 Steinmetz, Martha (0)	6/18/2008	7/9/2008	\$500 00 Cash
American Museum of Natural History (AMNH) (AMNH\)			
838 Beinecke, William S (1)	1/10/2008		\$500 00 Cash
784 Beinecke, William S (1)	1/8/2009		\$500.00 Cash
673 Beinecke, William S (1)	8/12/2008	10/21/2008	\$250 00 Cash
	3 Gifts		\$1,250 00

Recipient Organization (ID/VEND#)	Gift	Payment	Award
Match ID Donor Name (SS#EMP#)	Date	Date	Amount Gift Type
American Parkinson Disease Association, Inc. (3351)			
684 Lefkowitz, Julie (0)	7/16/2008	10/21/2008	\$200.00 Cash
American Red Cross (ARC)			
721 Lefkowitz, Julie (0)	9/18/2008		\$200.00 Cash
The American Society for the Prevention of Cruelty to Animals (1879)			
677 Beinecke, William S (1)	8/20/2008	10/21/2008	\$250.00 Cash
Amnesty International USA (2166)			
755 Beinecke, Sarah (6)	12/30/2008		\$1,000.00 Cash
603 Eisman, Constance (0)	6/2/2008	7/9/2008	\$500.00 Cash
		2 Gifts	\$1,500.00
Angellic Cats Rescue (3357)			
698 Barletta, Robert (0)	9/19/2008	10/21/2008	\$250.00 Cash
Asian American Federation of New York (3372)			
708 Willgerodt, Penny Fujiko (0)	12/15/2008		\$100.00 Cash
The Association for the Protection of Adirondacks (AFPA) (1150)			
604 Beinecke, Frances (5)	5/21/2008	7/9/2008	\$1,000.00 Cash
Association of Jewish Libraries (3386)			
745 Willgerodt, Penny Fujiko (0)	11/25/2008		\$68.00 Cash
The Association of the Bar of the City of New York Fund, Inc. (650)			
654 Beinecke, William S (1)	3/26/2008	7/9/2008	\$500.00 Cash
Battery Conservancy (2224)			
812 Beinecke, William S (1)	2/11/2009		\$250.00 Cash
Beczak Environmental Education Center (3401)			
786 Beinecke, Frances (5)	12/23/2008		\$5,000.00 Cash
Best Friends Animal Society (3100)			
716 Barletta, Robert (0)	10/23/2008		\$480.00 Cash
685 Barletta, Robert (0)	6/21/2008	10/21/2008	\$200.00 Cash
		2 Gifts	\$680.00
Bridgeport Rescue Mission, Inc. (BRM) (3277)			
726 Seidel, David (0)	10/8/2008		\$1,000.00 Cash
Brown University (3151)			
706 Beinecke, Frances (5)	4/24/2007		\$10,000.00 Cash
800 Beinecke, Sarah (6)	4/24/2008		\$6,700.00 Stock
		2 Gifts	\$16,700.00
Cape Cod Community College Educational Foundation (3051)			
766 Beinecke, William S (1)	12/17/2008		\$250.00 Cash

Recipient Organization (ID/VEID#)		Gift	Payment	Award	
Match ID	Donor Name (SS#/EMP#)	Date	Date	Amount	Gift Type
690	Beinecke, William S (1)	6/27/2008	10/21/2008	\$1,000 00	Cash
666	Beinecke, William S. (1)	9/12/2008	10/21/2008	\$300 00	Cash
			3 Gifts	\$1,550 00	
Cape Cod Healthcare Foundation (3168\)					
605	Beinecke, William S (1)	6/4/2008	7/9/2008	\$500 00	Cash
Cary Institute of Ecosystem Studies (3415\)					
802	Beinecke, William S (1)	2/23/2009		\$1,000 00	Cash
Cause Effective (3417\)					
806	Willgerodt, Penny Fujiko (0)	3/2/2009		\$200.00	Cash
The Children's Aid Society (CAS\)					
718	Beinecke, William S (1)	10/6/2008		\$250 00	Cash
Children's Defense Fund (CDF\)					
671	Beinecke, William S (1)	8/5/2008	10/21/2008	\$250 00	Cash
The Children's Storefront (aka Storefront) (3107\)					
756	Barletta, Robert (0)	12/21/2008		\$200 00	Cash
City Harvest, Inc. (CHI\)					
809	Stiller, Janet (0)	12/28/2008		\$50 00	Cash
Citymeals-On-Wheels (3238\)					
827	Lefkowitz, Julie (0)	3/6/2009		\$300 00	Cash
Close Encounters With Music, Inc. (1667\)					
733	Beinecke, Frederick W (3)	11/6/2008		\$2,000 00	Cash
The Colorado College (CO\)					
731	Beinecke, Sarah (6)	10/30/2008		\$6,700 00	Stock
Columbia Land Conservancy (CLC\)					
606	Eiseman, Constance (0)	5/1/2008	7/9/2008	\$500 00	Cash
Columbia University in the City of New York (CUCNY\)					
681	Beinecke, William S (1)	6/25/2008	10/21/2008	\$250 00	Cash
Columbia University School of Law (COL-LAW\)					
739	Beinecke, William S. (1)	11/3/2008		\$250 00	Cash
824	Beinecke, William S (1)	12/23/2008		\$8,950.00	Cash
825	Beinecke, William S (1)	1/8/2009		\$250 00	Cash
808	Beinecke, William S (1)	1/22/2009		\$250.00	Cash
607	Beinecke, William S (1)	4/8/2008	7/9/2008	\$500 00	Cash
			5 Gifts	\$10,200 00	
Community Church of Vero Beach (3427\)					
839	Beinecke, William S (1)	1/28/2008		\$250 00	Cash

Recipient Organization (ID\END#)	Gift	Payment	Award
Match ID Donor Name (SS#EMP#)	Date	Date	Amount Gift Type
Community MusicWorks (2687\)			
759 Beinecke, Sarah (6)	12/30/2008		\$400 00 Cash
Community Preparatory School (CPS\)			
737 Beinecke, Sarah (6)	11/28/2008		\$2,000 00 Cash
Congregation Beth Torah (3416\)			
803 Lefkowitz, Julie (0)	12/19/2008		\$200 00 Cash
Connecticut Public Broadcasting, Inc. (3358\)			
700 Beinecke, Benjamin (8)	4/24/2008	10/21/2008	\$600 00 Cash
Co-op America (2746\)			
747 Willgerodt, Penny Fujiko (0)	10/23/2008		\$50 00 Cash
Cooper Union for the Advancement of Science and Art (3332\)			
613 Beinecke, William S. (1)	5/1/2008	7/9/2008	\$250 00 Cash
Dana Farber Cancer Institute (3402\)			
792 Seidel, David (0)	12/29/2008		\$200 00 Cash
Dana Hall School (DANA HALL\)			
608 Beinecke, Sarah (6)	4/24/2008	7/9/2008	\$6,700 00 Stock
Darien Land Trust (3355\)			
692 Beinecke, John B (4)	7/9/2008	10/21/2008	\$2,000 00 Cash
Disabled American Veterans Charitable Service Trust (3147\)			
609 Lefkowitz, Julie (0)	5/14/2008	7/9/2008	\$200 00 Cash
Doctors Without Borders USA, Inc. (3159\)			
610 Eiseman, Constance (0)	6/2/2008	7/9/2008	\$500 00 Cash
670 Beinecke, William S (1)	9/5/2008	10/21/2008	\$250 00 Cash
	2 Gifts		\$750 00
Dwight Hall at Yale (3310\)			
796 Beinecke, William S (1)	3/11/2009		\$250 00 Cash
657 Beinecke, William S (1)	5/5/2008	7/9/2008	\$500.00 Cash
	2 Gifts		\$750 00
Ekwanok Scholarship Trust Inc. (3331\)			
612 Beinecke, William S (1)	6/9/2008	7/9/2008	\$200 00 Cash
El Museo del Barrio (EMDB\)			
748 Beinecke, John B (4)	12/22/2008		\$5,000 00 Stock
Elmsford Animal Shelter (3078\)			
674 Barletta, Robert (0)	9/13/2008	10/21/2008	\$400 00 Cash
701 Barletta, Robert (0)	9/14/2008	10/21/2008	\$200 00 Cash

Recipient Organization (ID\VEND#)	Gift	Payment	Award
Match ID Donor Name (SS#EMP#)	Date	Date	Amount Gift Type
	2 Gifts		\$600 00
Entertainment Industry Foundation (EIF) (3330\)			
611 Lefkowitz, Julie (0)	5/3/2008	7/9/2008	\$50 00 Cash
Eye Bank for Sight Restoration (3375\)			
717 Lefkowitz, Julie (0)	10/17/2008		\$100 00 Cash
Family Health Project, Inc. (3400\)			
774 Willgerodt, Penny Fujiko (0)	11/12/2008		\$100 00 Cash
Fifth Avenue Presbyterian Church (FAPC\)			
794 Beinecke, William S (1)	1/13/2009		\$15,000 00 Cash
Florida State University Foundation (3412\)			
797 Beinecke, William S (1)	2/20/2009		\$250 00 Cash
Food Bank of New York City (3382\)			
729 Lefkowitz, Julie (0)	10/17/2008		\$400 00 Cash
The Fresh Air Fund (622\)			
614 Eiseman, Constance (0)	6/2/2008	7/9/2008	\$500 00 Cash
Friends of Monomoy Theatre, Inc. (3139\)			
615 Beinecke, William S (1)	5/8/2008	7/9/2008	\$300 00 Cash
Friends of Myles Standish State Forest (3403\)			
793 Seidel, David (0)	12/29/2008		\$200 00 Cash
Friends of Van Cortlandt Park, Inc. (2846\)			
763 Beinecke, Frances (5)	12/23/2008		\$1,000 00 Cash
The Global Fund for Women (GFFW\)			
751 Beinecke, Sarah (6)	12/30/2008		\$2,000 00 Cash
Global Greengrants Fund Inc. (1443\)			
723 Willgerodt, Penny Fujiko (0)	10/23/2008		\$200 00 Cash
675 Beinecke, Jacob S (7)	9/5/2008	10/21/2008	\$6,000 00 Cash
	2 Gifts		\$6,200 00
Grand Street Settlement (1530\)			
661 Lefkowitz, Julie (0)	6/16/2008	7/9/2008	\$200 00 Cash
Greater Newark Conservancy (1732\)			
710 Beinecke, William S (1)	11/26/2008		\$250 00 Cash
Guide Dog Foundation for the Blind, Inc (3206\)			
616 Lefkowitz, Julie (0)	6/16/2008	7/9/2008	\$100 00 Cash
Guiding Eyes for the Blind (3072\)			
676 Lefkowitz, Julie (0)	8/19/2008	10/21/2008	\$100 00 Cash

Recipient Organization (ID/VEND#)		Gift	Payment	Award	
Match ID	Donor Name (SS#/EMP#)	Date	Date	Amount	Gift Type
Hastings Center (3381\)					
770	Beinecke, William S (1)	10/27/2008		\$500 00	Cash
Hospice Education Institute (3350\)					
683	Lefkowitz, Julie (0)	8/19/2008	10/21/2008	\$200 00	Cash
Hudson River Foundation for Science & Environmental Research, Inc. (3333\)					
617	Beinecke, William S (1)	6/9/2008	7/9/2008	\$250 00	Cash
Indiana University Foundation (3102\)					
754	McConnell, Thomas P. (0)	12/30/2008		\$200 00	Cash
Initiative to Educate Afghan Women (3220\)					
743	Beinecke, Sarah (6)	11/28/2008		\$2,000 00	Cash
International Institute of Rhode Island (2131\)					
760	Beinecke, Sarah (6)	12/30/2008		\$1,000 00	Cash
Irvington Volunteer Ambulance Corp (3188\)					
730	Lefkowitz, Julie (0)	11/11/2008		\$100.00	Cash
Island Heritage Trust, Inc. (3352\)					
687	Beinecke, William S (1)	7/17/2008	10/21/2008	\$250 00	Cash
Juvenile Diabetes Research Foundation International (3162\)					
840	Beinecke, William S (1)	1/28/2008		\$250 00	Cash
Leader Dogs for the Blind (3282\)					
819	Buchman, Sheri (0)	1/29/2009		\$50 00	Cash
The Legal Aid Society (889\)					
619	Beinecke, William S (1)	6/9/2008	7/9/2008	\$250 00	Cash
Leukemia and Lymphoma Society Inc. (3335\)					
620	Elston, Carrie (9)	4/15/2008	7/9/2008	\$100 00	Cash
Lincoln Center Theater (LCT) (LCT\)					
761	Beinecke, John B (4)	12/22/2008		\$30,000 00	Cash
810	Beinecke, Frederick W (3)	2/5/2009		\$2,000 00	Cash
			2 Gifts	\$32,000.00	
Lincoln Square Synagogue Inc. (3245\)					
668	Steinmetz, Martha (0)	9/16/2008	10/21/2008	\$250 00	Cash
Long Island Alzheimer's Foundation, Inc. (LIAF) (3336\)					
621	Beinecke, William S (1)	6/9/2008	7/9/2008	\$250 00	Cash
622	Lefkowitz, Julie (0)	6/9/2008	7/9/2008	\$200 00	Cash
623	Steinmetz, Martha (0)	6/18/2008	7/9/2008	\$100 00	Cash
693	Stiller, Janet (0)	7/10/2008	10/21/2008	\$50 00	Cash

Recipient Organization (IDVEND#)	Gift	Payment	Award
Match ID Donor Name (SS#MEM.P#)	Date	Date	Amount Gift Type

4 Gifts \$600 00

Lung Cancer Alliance (3389\)

753	Seidel, David (0)	12/29/2008	\$200 00 Cash
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Mahriwe Performing Arts Center, Inc. (2959\)

705	Beinecke, Frederick W (3)	10/31/2008	\$15,000 00 Cash
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March of Dimes Foundation (3337\)

624	Seidel, David (0)	3/5/2008	7/9/2008	\$200 00 Cash
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Mayor's Fund to Advance New York City (3349\)

682	Lefkowitz, Julie (0)	2/19/2008	10/21/2008	\$200 00 Cash
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Metcalf Institute for Marine and Environmental Reporting (2616\)

785	Beinecke, Sarah (6)	12/30/2008	\$350 00 Cash
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Metropolitan Golf Association Foundation (MGA) (3283\)

711	Beinecke, William S (1)	12/5/2008	\$500 00 Cash
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The Metropolitan Museum of Art (MET)

788	Barletta, Robert (0)	12/21/2008	\$380 00 Cash
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Mount Vernon Ladies Association of the Union (3338\)

634	Beinecke, William S (1)	4/23/2008	7/9/2008	\$500 00 Cash
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Multiple Sclerosis Society (3136\)

789	Stiller, Janet (0)	12/28/2008	\$50 00 Cash	
772	Beinecke, William S (1)	1/7/2009	\$250 00 Cash	
630	Steinmetz, Martha (0)	4/7/2008	7/9/2008	\$50 00 Cash
633	Beinecke, William S (1)	4/7/2008	7/9/2008	\$100 00 Cash
631	Mass-Jackson, Miriam (0)	4/9/2008	7/9/2008	\$50.00 Cash
632	Barletta, Robert (0)	4/11/2008	7/9/2008	\$68 00 Cash
629	Elston, Carrie (9)	4/13/2008	7/9/2008	\$100 00 Cash
628	Seidel, David (0)	4/18/2008	7/9/2008	\$100 00 Cash
627	Lefkowitz, Julie (0)	5/16/2008	7/9/2008	\$50 00 Cash
626	Beinecke, Frederick W (3)	5/20/2008	7/9/2008	\$200 00 Cash
625	Buchman, Sheri (0)	5/22/2008	7/9/2008	\$365 00 Cash

11 Gifts \$1,384 00

National Ataxia Foundation, Inc. (3379\)

725	Seidel, David (0)	10/20/2008	\$200 00 Cash
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National Federation of the Blind, Inc. d/b/a Blind Federation of America (3373\)

712	Buchman, Sheri (0)	9/27/2008	\$50.00 Cash
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Natural History Museum of the Adirondacks (dba The Wild Center) (2732\)

715	Beinecke, William S (1)	10/9/2008	\$250 00 Cash
734	Beinecke, Frances (5)	11/14/2008	\$2,000 00 Cash

2 Gifts \$2,250 00

Recipient Organization (ID/VEND#)	Gift	Payment	Award	
Match ID Donor Name (SS#/EMP#)	Date	Date	Amount	Gift Type
Natural Resources Defense Council (NRDC) (NRDC)				
750 Beinecke, Frances (5)	1/5/2009		\$20,000 00	Cash
749 Elston, Carrie (9)	1/6/2009		\$500 00	Cash
		2 Gifts	\$20,500 00	
New Rochelle Humane Society (2265)				
664 Barletta, Robert (0)	9/22/2008	10/21/2008	\$400 00	Cash
New York Society Library (3249)				
703 Beinecke, William S (1)	10/1/2008	10/21/2008	\$1,000 00	Cash
The New York Botanical Garden (NYBG)				
635 Beinecke, William S. (1)	4/11/2008	7/9/2008	\$500 00	Cash
New York City Ballet (NYCB)				
636 Beinecke, Frederick W (3)	4/22/2008	7/9/2008	\$13,780 00	Stock
665 Beinecke, Frederick W (3)	7/10/2008	10/21/2008	\$3,000 00	Cash
		2 Gifts	\$16,780 00	
New York City Rescue Mission (3137)				
771 Barletta, Robert (0)	12/21/2008		\$200 00	Cash
765 Seidel, David (0)	12/29/2008		\$200 00	Cash
		2 Gifts	\$400 00	
New York International Children's Film Festival (3377)				
722 Willgerodt, Penny Fujiko (0)	10/23/2008		\$100 00	Cash
New York Philharmonic (Philharmonic Symphony Society of NY) (NYP)				
769 Beinecke, Elizabeth G (2)	1/6/2009		\$12,355 20	Stock
New York Public Library (NYPL)				
817 Beinecke, William S (1)	1/8/2009		\$250 00	Cash
New York Times Neediest Cases Fund (3108)				
767 Lefkowitz, Julie (0)	12/17/2008		\$600 00	Cash
New Yorkers for Parks (TPC)				
637 Beinecke, William S (1)	3/28/2008	7/9/2008	\$500 00	Cash
Newark Public Radio (3374)				
713 Willgerodt, Penny Fujiko (0)	11/24/2008		\$200 00	Cash
Newport Art Museum (3192)				
764 Beinecke, Sarah (6)	12/30/2008		\$350 00	Cash
Newport Performing Arts Center (NPAC) (3285)				
669 Beinecke, Sarah (6)	9/9/2008	10/21/2008	\$5,268 00	Cash
North Shore Animal League America, Inc. (NSALA) (3079)				
811 Barletta, Robert (0)	2/4/2009		\$200 00	Cash

Recipient Organization (ID/VEND#)		Gift	Payment	Award	
Match ID	Donor Name (SS#/EMP#)	Date	Date	Amount	Gift Type
North Star Fund (3376)					
720	Willgerodt, Penny Fujiko (0)	10/22/2008		\$400 00	Cash
Northshire Day School (3359)					
704	Beinecke, William S (1)	10/6/2008	10/21/2008	\$250 00	Cash
The Olana Partnership (1661)					
663	Eiseman, Constance (0)	6/2/2008	7/9/2008	\$150 00	Cash
Oxfam America (OXFAM)					
639	Eiseman, Constance (0)	6/2/2008	7/9/2008	\$500 00	Cash
Parkinson's Disease Foundation (3429)					
841	Beinecke, William S (1)	3/4/2009		\$250 00	Cash
Performance Zone, Inc. d/b/a The Field (3371)					
707	Beinecke, Frederick W (3)	12/19/2008		\$2,500 00	Cash
Perkins School for the Blind (3109)					
667	Lefkowitz, Julie (0)	9/18/2008	10/21/2008	\$200 00	Cash
Phillips Academy (PHILLIPS)					
652	Beinecke, William S (1)	4/9/2008	7/9/2008	\$250 00	Cash
642	Beinecke, Benjamin (8)	5/5/2008	7/9/2008	\$200 00	Cash
640	Beinecke, Benjamin (8)	6/25/2008	7/9/2008	\$3,000 00	Cash
641	Beinecke, Frederick W (3)	6/26/2008	7/9/2008	\$4,000 00	Cash
			4 Gifts	\$7,450 00	
The Pingry School (PINGRY)					
645	Beinecke, William S (1)	4/9/2008	7/9/2008	\$250 00	Cash
Planned Parenthood of Hudson Peconic, Inc. (3146)					
719	Lefkowitz, Julie (0)	10/17/2008		\$200 00	Cash
Playwrights Horizons (3123)					
816	Beinecke, John B (4)	2/5/2009		\$700.00	Cash
643	Beinecke, John B. (4)	3/28/2008	7/9/2008	\$500 00	Cash
			2 Gifts	\$1,200 00	
Police Athletic League (PAL) (PAL)					
778	Beinecke, William S (1)	1/8/2009		\$250 00	Cash
The Presbyterian Church of Pleasantville (3124)					
815	McConnell, Thomas P (0)	12/31/2008		\$2,080 00	Cash
Princeton University (3163)					
780	Beinecke, William S (1)	1/12/2009		\$250.00	Cash
644	Beinecke, William S (1)	4/7/2008	7/9/2008	\$250 00	Cash
			2 Gifts	\$500 00	

Recipient Organization (ID/VEID#)	Gift	Payment	Award
Match ID Donor Name (SS#/EMP#)	Date	Date	Amount Gift Type
Project Orbis International, Inc. (3250\)			
638 Lefkowitz, Julie (0)	4/18/2008	7/9/2008	\$200 00 Cash
Protestant Episcopal Diocese of Connecticut (3339\)			
649 Beinecke, William S (1)	6/3/2008	7/9/2008	\$250 00 Cash
Rhode Island Community Food Bank Association (3165\)			
742 Beinecke, Sarah (6)	11/28/2008		\$2,000 00 Cash
Rhode Island Public Radio (3414\)			
801 Beinecke, Sarah (6)	3/6/2009		\$16,668 00 Cash
Robin Hood Foundation (3131\)			
738 Lefkowitz, Julie (0)	11/7/2008		\$600 00 Cash
The Ronald McDonald House of New York (2387\)			
814 Stiller, Janet (0)	12/28/2008		\$50.00 Cash
646 Buchman, Sheri (0)	4/8/2008	7/9/2008	\$50 00 Cash
		2 Gifts	\$100 00
Save The Bay, Inc. (STB\)			
758 Beinecke, Sarah (6)	12/30/2008		\$3,000 00 Cash
Sesame Workshop (3228\)			
647 Lefkowitz, Julie (0)	2/13/2008	7/9/2008	\$400 00 Cash
Shriners Hospitals for Children (3399\)			
773 Seidel, David (0)	12/29/2008		\$200 00 Cash
Smithsonian Institution (SMITH)			
807 Barletta, Robert (0)	12/21/2008		\$300 00 Cash
Southern Vermont Arts Center (3190\)			
735 Beinecke, William S (1)	11/24/2008		\$250 00 Cash
Special Olympics (2357\)			
691 Buchman, Sheri (0)	6/23/2008	10/21/2008	\$50.00 Cash
St. Jude Children's Research Hospital (2302\)			
823 Stiller, Janet (0)	12/28/2008		\$50 00 Cash
648 Buchman, Sheri (0)	4/10/2008	7/9/2008	\$50 00 Cash
		2 Gifts	\$100 00
St. Luke's-Roosevelt Hospital Center (SLRHC\)			
697 Beinecke, William S (1)	10/2/2008	10/21/2008	\$2,500 00 Cash
St. Paul's Episcopal Church (3380\)			
727 Beinecke, William S (1)	10/15/2008		\$250 00 Cash
St. Thomas Church (3355\)			

Recipient Organization (ID\VEND#)	Gift	Payment	Award	
Match ID Donor Name (SS#AEMP#)	Date	Date	Amount	Gift Type
696 Beinecke, John B (4)	9/29/2008	10/21/2008	\$1,200 00	Stock
Stone Circles (3413\)				
799 Beinecke, Sarah (6)	3/6/2009		\$3,334 00	Cash
Supporters of the Provincetown Public Library Inc.(SPPL) (3193\)				
842 Beinecke, William S (1)	9/16/2008		\$250 00	Cash
775 Beinecke, William S (1)	12/12/2008		\$250 00	Cash
702 Beinecke, William S (1)	8/26/2008	10/21/2008	\$200 00	Cash
	3 Gifts		\$700 00	
Susan G. Komen Breast Cancer Foundation (3142\)				
777 Stiller, Janet (0)	12/28/2008		\$50 00	Cash
699 Buchman, Sheri (0)	9/16/2008	10/21/2008	\$50 00	Cash
	2 Gifts		\$100 00	
Theatre for a New Audience, Inc. (3340\)				
650 Beinecke, Frederick W (3)	1/23/2008	7/9/2008	\$5,000 00	Cash
Trinity College (3236\)				
791 Seidel, David (0)	12/29/2008		\$400 00	Cash
UJA- Federation of NY (3287\)				
653 Steinmetz, Martha (0)	6/18/2008	7/9/2008	\$500 00	Cash
United Nations Association of the USA Capital Area Division (3385\)				
744 Willgerodt, Penny Fujiko (0)	12/10/2008		\$100 00	Cash
The University of Chicago (3288\)				
776 Seidel, David (0)	12/29/2008		\$200 00	Cash
USSGA Memorial Fund Inc. (3093\)				
731 Beinecke, William S (1)	1/7/2009		\$1,000 00	Cash
VNA Hospice of Indian River County, Inc. (3341\)				
655 Beinecke, William S (1)	4/11/2008	7/9/2008	\$250 00	Cash
Wave Hill Inc. (WH\)				
768 Beinecke, Frances (5)	12/5/2008		\$2,000 00	Cash
686 Beinecke, Frances (5)	9/28/2007	10/21/2008	\$4,000 00	Stock
	2 Gifts		\$6,000 00	
Wayside House, Inc. (3118\)				
822 Beinecke, William S (1)	1/26/2009		\$250 00	Cash
Weeksville Society (3419\)				
826 Willgerodt, Penny Fujiko (0)	3/25/2009		\$1,000 00	Cash
Westminster School (WEST.\)				
790 Beinecke, William S (1)	1/8/2009		\$250 00	Cash

Recipient Organization (ID/VEND#)		Gift	Payment	Award	
Match ID	Donor Name (SS#/EMP#)	Date	Date	Amount	Crit Type
Westover School (3353\)					
688	Beinecke, William S (1)	7/17/2008	10/21/2008	\$250 00	Cash
WGBH Educational Foundation (WGBH)					
656	Beinecke, William S (1)	6/9/2008	7/9/2008	\$200 00	Cash
The Wilderness Society (TWS) (TWS\)					
783	Beinecke, Frances (5)	12/23/2008		\$1,000 00	Cash
Wildlife Conservation Society (NYZS\)					
680	Mass-Jackson, Miriam (0)	7/30/2008	10/21/2008	\$200 00	Cash
VMHT Educational Telecommunications, Inc. (335-4)					
689	Eiseman, Constance (0)	6/8/2008	10/21/2008	\$100 00	Cash
WNET/Thirteen (WNET)					
795	Barletta, Robert (0)	1/7/2009		\$200 00	Cash
651	Lefkowitz, Julie (0)	5/14/2008	7/9/2008	\$200 00	Cash
			2 Gifts	\$400 00	
WNYC Foundation (3076\)					
762	Greenstein, Summer (0)	12/24/2008		\$80 00	Cash
The Woods Hole Research Center (WHRC)					
694	Beinecke, William S (1)	6/25/2008	10/21/2008	\$250 00	Cash
Weonassquatucket Valley Community Build d/l/a The Steel Yard (3390\)					
757	Beinecke, Sarah (6)	12/30/2008		\$350 00	Cash
World Resources Institute (WRI) (WRI)					
787	Beinecke, Frances (5)	12/23/2008		\$5,000 00	Stock
WRNJ Foundation (3199\)					
782	Beinecke, Sarah (6)	12/30/2008		\$1,000 00	Cash
Yale Library Associates (YLA\)					
804	Beinecke, William S (1)	1/8/2009		\$250.00	Cash
Yale University (YALE)					
714	Beinecke, William S (1)	9/5/2008		\$250 00	Cash
728	Beinecke, William S (1)	10/28/2008		\$250 00	Cash
740	Beinecke, Frances (5)	11/6/2008		\$500 00	Cash
741	Beinecke, William S (1)	11/25/2008		\$250 00	Cash
779	Beinecke, Frances (5)	12/23/2008		\$6,000 00	Stock
813	Beinecke, William S (1)	1/8/2009		\$250 00	Cash
818	Beinecke, William S (1)	1/19/2009		\$250 00	Cash
805	Beinecke, William S (1)	2/11/2009		\$250 00	Cash
798	Beinecke, William S (1)	2/23/2009		\$250 00	Cash
659	Beinecke, William S (1)	1/11/2008	7/9/2008	\$250 00	Cash
660	Beinecke, William S (1)	4/9/2008	7/9/2008	\$500 00	Cash

Match ID	Recipient Organization (ID/VEND#) Donor Name (SSN/EIN#)	Gift Date	Payment Date	Award Amount	Gift Type
658	Beinecke, William S. (1)	6/3/2008	7/9/2008	\$500.00	Cash
695	Elston, Carrie (9)	6/4/2008	10/21/2008	\$300.00	Cash
672	Beinecke, William S. (1)	8/12/2008	10/21/2008	\$250.00	Cash
			14 Gifts	\$10,050.00	
YMCA of Summit New Jersey (3334)					
618	Beinecke, William S. (1)	4/11/2008	7/9/2008	\$250.00	Cash
Grand Total 233 Gifts				\$310,427.20	

Grant Commitment Schedule (6 years)

As of 7/30/2009

11/4/2009

Organization Grant Amount	Total Paid	Scheduled Payments			Remaining Balance	
		2010	2011	2012	2013	2014
3at Theatre Inc. (AKA Flea Theatre) \$30,000 00 <i>Three-year grant (FY 2008-2011) for general support</i>	\$20,000 00	\$10,000.00	\$0 00	\$0 00	\$0 00	\$0 00
Cape Cod Commercial Hook Fishermen's Association \$100,000.00 <i>four-year grant (FY2010-2014) toward the restoration and purchase of the Captain Nathan Harding House</i>	\$25,000.00	\$0 00	\$25,000.00	\$25,000 00	\$25,000 00	\$0 00
Center for Alternative Sentencing and Employment Services (CASES) \$75,000 00 <i>Three-year grant (FY 2008-2010) for Career Exploration Project</i>	\$50,000.00	\$25,000 00	\$0.00	\$0.00	\$0 00	\$0 00
The Center for Reproductive Rights (CFRR) \$105,000.00 <i>Three-year grant (FY 2009-2011) for general support</i>	\$70,000 00	\$0 00	\$35,000.00	\$0 00	\$0 00	\$0 00

Organization Grant Amount	Total Paid	Scheduled Payments				Remaining Balance	
		2010	2011	2012	2013	2014	2015
Central Park Conservancy, Inc. \$60,000.00 <i>Three-year Grant (FY 2008-2010) toward the cost of a zone gardener for the Harlem Meer over 3 years (\$20,000 each year)</i>	\$40,000.00	\$20,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Close Encounters With Music, Inc. \$15,000.00 <i>Three year grant (2008-2010) for general support over 3 years (\$5,000 each year) contingent upon Yehuda Hanani remaining as artistic director</i>	\$10,000.00	\$5,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
The Guttmacher Institute \$120,000.00 <i>Three-year grant (FY 2008-2010) for general support</i>	\$80,000.00	\$40,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Lincoln Center Theater (LCT) \$750,000.00 <i>Five-year grant (FY 2009-2013) for LCT3 Rooftop Theater Capital Campaign</i>	\$150,000.00	\$150,000.00	\$150,000.00	\$150,000.00	\$150,000.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments				Remaining Balance
		2010	2011	2012	2013	
The Metropolitan Museum of Art \$90,000 00 Three-year grant (2008-2010) for general support Watson Library (\$3,500 per yr) Dept of Medieval Art (\$19,000 per yr) The Dept of Greek and Roman Art (\$7,500 per yr)	\$60,000.00	\$30,000 00	\$0 00	\$0 00	\$0 00	\$0 00
New York Law School \$22,500.00 Three-year grant (FY 2008-2010) in support of the publications of the New York City Law(contingent on Ross Sandler's continued leadership)	\$15,000 00	\$7,500 00	\$0.00	\$0 00	\$0 00	\$0 00
New York Philharmonic (Philharmonic Symphony Society of NY) \$105,000 00 Three-year grant (FY 2008 - 2011) for general support	\$70,000 00	\$35,000 00	\$0 00	\$0 00	\$0 00	\$0 00
New York Public Library \$75,000 00 Three-year (FY 2008 - 2011) for the Digital Library Program	\$50,000.00	\$25,000 00	\$0.00	\$0 00	\$0.00	\$0 00

Organization Grant Amount	Total Paid	Scheduled Payments				Remaining Balance
		2010	2011	2012	2013	
Nickerson Family Association, Inc. \$25,000 00 Three-year grant (FY 2008-2010) for the living history program over 3 years (\$10,000 in year 1, \$7,500 in year 2, and \$7,500 in year 3), contingent upon receipt of satisfactory project budgets each year	\$17,500 00	\$7,500 00	\$0 00	\$0 00	\$0 00	\$0 00
Pilgrim Place \$60,000.00 for the Napier Awards for Creative Leadership	\$20,000.00	\$20,000 00	\$20,000.00	\$0.00	\$0.00	\$0.00
Ploughshares Fund, Inc. \$15,000 00 Three-year grant (FY 2008-2011) for project support of the Peace and Security Funders Group	\$10,000 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0.00
Pronatura Chiapas A.C. \$50,000 00 Two-year grant (FY 2009-2011) for operating support of Chiapas program Fiscal agent is Pronatura A C (Mexico)	\$25,000 00	\$25,000 00	\$0 00	\$0 00	\$0.00	\$0 00

Organization Grant Amount	Total Paid	Scheduled Payments				Remaining Balance
		2010	2011	2012	2013	
Riverdale Neighborhood House (RNH) \$30,000.00 <i>Three-year grant (FY 2008-2010) for the Youth Internship Program over 3 years</i>	\$20,000.00	\$10,000.00	\$0.00	\$0.00	\$0.00	\$0.00
St. Luke's-Roosevelt Hospital Center \$75,000.00 <i>Three-year grant (FY 2008-2011) for fellows at the Arrhythmia Institute (\$37,500) and the C V Starr Hand Surgery Center (\$37,500)</i>	\$50,000.00	\$25,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Sterling and Francine Clark Art Institute \$350,000.00 <i>A six-year (FY 2006- FY 2011) grant to support the inauguration of the Clark Prize in Arts Writing in 2006 and to support Clark Prize awards in the future</i>	\$200,000.00	\$50,000.00	\$50,000.00	\$50,000.00	\$0.00	\$0.00
Yale University \$2,500,000.00 <i>Five-year grant (FY 2007-2012) toward the Yale SOM new campus</i>	\$1,500,000.00	\$500,000.00	\$500,000.00	\$0.00	\$0.00	\$0.00
Grand Total (20 items)	\$2,482,500.00	\$990,000.00	\$780,000.00	\$225,000.00	\$175,000.00	\$0.00
\$2,170,000						

Prospect Hill Foundation
Fair Market Value Analysis
July 1, 2008 - June 30, 2009
 (Advent 9/18/09)

Month	Operating Cash	Investment Cash & Equivs.	Total Cash & Equivs.
1-Jul-08	48,872	320,824	369,696
1-Aug-08	41,327	56,102	97,430
1-Sep-08	50,764	6,216	56,980
1-Oct-08	35,371	159,576	194,947
1-Nov-08	43,261	109,613	152,874
1-Dec-08	64,029	85,842	149,871
1-Jan-09	5,417	38,428	43,844
1-Feb-09	(213)	38,986	38,773
1-Mar-09	54,143	52,505	106,648
1-Apr-09	(50,449)	68,642	18,193
1-May-09	25,265	42,159	67,424
1-Jun-09	2,214	200,986	203,099
Average	26,667	98,315	124,981
	26,667	98,315	124,981

THE PROSPECT HILL FOUNDATION
EIN 13-6075567
INVESTMENT IN PROSPECT CAPITAL PARTNERS - DETAILS
JUNE 30, 2009

	Quantity	Security	Book/Market Value
CASH AND EQUIVALENTS			
		Merill Lynch	0
		Northern Instl Fds Muni Money Mkt	955,307
		Schwab US Treasury Money Fund	53
		WCMA Tax-Exempt Fund Cl 1	2
			955,362
TAXABLE BONDS			
	117,524.45	Pimco Total Return Fund Cl D	973,293
DOMESTIC EQUITIES			
Large Capitalization	3,000,000.00	Caxton Alpha Equity LLC	1,882,697
	153,816.34	Longleaf Partners Fund	2,370,944
Small Capitalization	2,270.00	Costar Group	71,725
	347,935.28	Wellington Micro Cap Equity	2,801,781
			2,873,506
FOREIGN EQUITIES			
Developed Markets	50,013.44	First Eagle Overseas Fund Cl I	703,533
	164,627.01	Highclere Intl	1,317,049
	72,571.85	Silchester Intl Investors	3,014,351
	8,807.53	The Children's Investmt Fd Cl A1 Sr A2004	1,508,581
			6,543,514
Emerging Markets	700,000.00	CornerStone Emerging Mkts-PCP	671,074
	1,000,000.00	Newport Asia Institutional Fund-PCP	637,960
	67,814.22	Oppenheimer Developing Markets Fund Cl A	1,176,967

20,000.00	Sandstone Capital India Offshore Fund, Ltd	1,107,138	
1,000,000.00	Tudor Global Emerging Markets Fund LP	762,218	4,355,358

ABSOLUTE RETURN

617,495.58	AG Long-Term SuperFund	228,027	
3.79	Cerberus International, Ltd.	1,684,926	
3,000,000.00	Convexity Capital Offshore L P	3,481,633	
2,000,000.00	Davidson Kempner Institutional	1,698,778	
3,500,000.00	Farallon Captl Institutional Ptnrs	2,840,838	
1,875.00	Friedberg Milstein Clo Pfd Shares 144A	14,859	
100.00	Silver Point Capital Offshore Fund, Ltd	596,453	
1,000,000.00	Spinnaker GO Fund	654,131	11,199,646

HEDGED EQUITY

15,537.00	Lazard European Explorer Ltd Cl A Ser 1	1,603,645	
1,000,000.00	Palo Alto Healthcare Offshore II, Ltd	752,439	
2,000.00	Sansar Capital, Ltd	1,160,336	
4,848.78	Swiftcurrent Offshore, Ltd Cl A1 Ser 1	875,255	
8,539.54	Swiftcurrent Offshore, Ltd Cl A2 Ser 1	736,219	
116.16	Swiftcurrent Offshore, Ltd Cl D Ser 1	9,451	
668.65	Swiftcurrent Offshore, Ltd Cl E Ser 1	49,365	
2,000,000.00	WMIB - Spindrift Class A	1,195,218	6,381,929

HARD ASSETS

Real Estate Investments

999,999.00	Cerberus Asia Partners, L P (06/09)	139,545	
1,119,426.00	Cronus Real Estate Fund, L.P.(12/08)	769,940	
4,000.00	LBA Realty Fund Inc(06/09)	1,092,799	
5.00	Prana Associates Twenty One(12/08)	184,033	
5.00	Prana Associates Twenty Two(12/08)	392,288	
1,500,000.00	Rosstock 2005 Fund LLC(12/08)	71,580	
1,437,500.00	Rosstock Fund II LP(12/08)	869,314	3,519,498

VENTURE CAPITAL INVESTMENTS

Partnerships-VC

941,106.00	Amberbrook IV LLC(06/09)	561,252	
257,457.00	Amberbrook V LLC(06/09)	226,680	

487,500.00	DFJ Dragon Fund China L P (06/09)	379,221
597,434 50	Encap Energy Capital Fund VII(06/09)	365,145
709,263 08	Next Wave Fund I LP(12/08)	867,748
1,751,805.00	Venture Investment Associates V(06/09)	1,289,864
700,416.00	Venture Investment Associates VI(06/09)	555,007
		<u>4,244,917</u>

PRIVATE EQUITY INVESTMENTS
Partnerships-PE

588,197 76	Cleavview Partners Fund II(12/08)	469,556
3,406,146 17	Fortress Credit Opportunities Fund(B) LP	1,490,693
828,803 94	Founders Equity SBIC I, LP(06/09)	263,715
1,197,978.00	MissionPoint Capital Ptnrs Fund(06/09)	737,360
13,694 00	MissionPoint GGH Parallel Fund(06/09)	8,429
145,648 00	MissionPoint HA Parallel Fund(06/09)	89,647
228,953 00	MissionPoint SE Parallel Fund(06/09)	140,922
		<u>3,200,323</u>

TIME DEPOSITS

170,170.86	Euro Account	189,161
		<u>189,161</u>

TOTAL INVESTMENT IN PROSPECT CAPITAL PARTNERS
(INCLUDED IN INVESTMENTS REPORTED ON FORM 990PF, PART II, LINE 13)

48,690,148

THE PROSPECT HILL FOUNDATION, INC.

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	K-1-VENTURE INVEST. ASSOC.LP EIN:22-3248650	P	VARIOUS	12/31/08
b	K-1-VENTURE INVEST. ASSOC. II EIN 22-3284167	P	VARIOUS	12/31/08
c	K-1-VENTURE INVEST. ASSOC. II EIN 22-3284167	P	VARIOUS	12/31/08
d	K-1-VENTURE INVEST. ASSOC. III-EIN 22-3543341	P	VARIOUS	12/31/08
e	K-1-VENTURE INVEST. ASSOC. III-EIN 22-3543341	P	VARIOUS	12/31/08
f	K-1-VENTURE INVEST. ASSOC.IV EIN 22-3679965	P	VARIOUS	12/31/08
g	K-1-VENTURE INVEST. ASSOC.IV EIN 22-3679965	P	VARIOUS	12/31/08
h	K-1-PROSPECT CAPITAL PARTNERS EIN 13-3745680	P	VARIOUS	12/31/08
i	K-1-PROSPECT CAPITAL PARTNERS EIN 13-3745680	P	VARIOUS	12/31/08
j				
k				
l				
m				
n				
o				

(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 57,877.			57,877.
b 1.			1.
c 90,251.			90,251.
d		8,333.	-8,333.
e		54,210.	-54,210.
f		6,927.	-6,927.
g 60,120.			60,120.
h		1,162,115.	-1,162,115.
i 1,734,198.			1,734,198.
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			57,877.
b			1.
c			90,251.
d			-8,333.
e			-54,210.
f			-6,927.
g			60,120.
h			-1,162,115.
i			1,734,198.
j			
k			
l			
m			
n			
o			

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	710,862.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	968.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	968.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PROSPECT CAPITAL PARTNERS VENTURE INVESTMENT ASSOCIATES, II	1,186,307.	0.	1,186,307.
VENTURE INVESTMENT ASSOCIATES, III	1,019.	0.	1,019.
VENTURE INVESTMENT ASSOCIATES, IV	8,058.	0.	8,058.
VENTURE INVESTMENT ASSOCIATES, L.P.	87,088.	0.	87,088.
	1,546.	0.	1,546.
TOTAL TO FM 990-PF, PART I, LN 4	1,284,018.	0.	1,284,018.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME	-1,859,802.	-1,859,802.	
UNRELATED BUSINESS INCOME FROM PARTNERHSIPS	-59,186.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-1,918,988.	-1,859,802.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,156.	0.		5,156.
TO FM 990-PF, PG 1, LN 16A	5,156.	0.		5,156.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	39,000.	39,000.		0.
TO FORM 990-PF, PG 1, LN 16B	39,000.	39,000.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	57,627.	0.		0.
STATE INCOME TAXES	-6,466.	0.		0.
TO FORM 990-PF, PG 1, LN 18	51,161.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	1,500.	0.		1,500.
MEMBERSHIPS	7,386.	0.		7,386.
TECHNOLOGY, EQUIPMENT & SERVICES	8,816.	0.		8,816.
CUSTODY FEES	1,382.	1,382.		0.
PROGRAM STRATEGY EXPLORATION	6,170.	0.		6,170.

THE PROSPECT HILL FOUNDATION, INC.

13-6075567

GRANT REVIEW AND GOVERNANCE	3,950.	0.	3,950.
INVESTMENT OPERATIONS	122,000.	122,000.	0.
ADMINISTRATION	12,600.	12,600.	0.
INSURANCE	8,318.	1,700.	0.
CONSULTANTS	58,332.	0.	58,332.
OFFICE EXPENSE	5,158.	0.	5,159.
PHONE AND COMPUTER EXPENSE	24,000.	0.	24,000.
FINANCIAL REPORTING	66,500.	66,500.	0.
TO FORM 990-PF, PG 1, LN 23	326,112.	204,182.	115,313.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED DEPRECIATION ON PARTNERSHIP ASSETS	14,190,685.
TOTAL TO FORM 990-PF, PART III, LINE 5	14,190,685.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PROSPECT CAPITAL PARTNERS	FMV	48,690,148.	48,690,148.
VENTURE INVESTMENT ASSOCIATES II	FMV	147,425.	147,425.
VENTURE INVESTMENT ASSOCIATES III	FMV	1,161,960.	1,161,960.
VENTURE INVESTMENT ASSOCIATES IV	FMV	2,654,314.	2,654,314.
VENTURE INVESTMENT ASSOCIATES LP	FMV	179,999.	179,999.
TOTAL TO FORM 990-PF, PART II, LINE 13		52,833,846.	52,833,846.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	285.	138.	138.
TO FORM 990-PF, PART II, LINE 15	285.	138.	138.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM S. BEINECKE 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	CHAIRMAN/DIRECTOR 2.00	0.	0.	0.
JOHN B. BEINECKE 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	PRESIDENT/DIRECTOR 5.00	0.	0.	0.
FREDERICK W. BEINECKE 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	VICE PRESIDENT/DIRECTOR 2.00	0.	0.	0.
FRANCES B. ELSTON 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	DIRECTOR 2.00	0.	0.	0.
SARAH B. RICHARDSON 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	DIRECTOR 2.00	0.	0.	0.
ROBERT BARLETTA 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	TREASURER 10.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE PROSPECT HILL FOUNDATION, INC.
99 PARK AVENUE, SUITE 2220
NEW YORK, NY 10016

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

PLEASE SEE WEBSITE - WWW.FDNCENTER.ORG/GRANTMAKER/PROSPECTHILL FOR FULL
APPLICATION REQUIREMENTS.

ANY SUBMISSION DEADLINES

APPLICATIONS FOR GRANTS MAY BE SUBMITTED AT ANY TIME.

RESTRICTIONS AND LIMITATIONS ON AWARDS

PLEASE SEE WEBSITE WWW.FDNCENTER.ORG/GRANTMAKER/PROSPECTHILL FOR AWARD
RESTRICTIONS AND LIMITATIONS.

Form **8868**

(Rev. April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

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.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization	Employer identification number
	THE PROSPECT HILL FOUNDATION, INC.	13-6075567
	Number, street, and room or suite no. If a P.O. box, see instructions. 99 PARK AVENUE, NO. 2220	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10016	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

ROBERT J. BARLETTA, TREASURER

- The books are in the care of ► **99 PARK AVENUE, SUITE 2200 - NEW YORK, NY 10016-1601**

Telephone No ► **(212) 370-1144**

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 will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2010**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☐ calendar year _____ or► ☒ tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**.

- 2 If this tax year 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	\$	0.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	33,506.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)