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Form 990

## Return of Organization Exempt From Income Tax

2008

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

## A For the 2008 calendar year, or tax year beginning 07-01-2008 and ending 06-30-2009

<input type="checkbox"/> Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C Name of organization</b> THE HILL SCHOOL		<b>D Employer identification number</b> 23-1352647		
	<b>Doing Business As</b>		<b>E Telephone number</b> (610) 326-1000		
	Number and street (or P O box if mail is not delivered to street address) 717 E HIGH ST		<b>Room/suite</b>	<b>G Gross receipts</b> \$ 41,226,094	
	City or town, state or country, and ZIP + 4 POTTSTOWN, PA 19464				
	<b>F Name and address of Principal Officer</b> DAVID R DOUGHERTY 717 E HIGH ST POTTSTOWN, PA 19464		<b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>I Tax-exempt status</b> <input checked="" type="checkbox"/> 501(c) (3) ► (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(If "No," attach a list. See instructions.)</small>			
<b>J Web site:</b> ► WWW.THEHILL.ORG		<b>H(c) Group Exemption Number</b> ►			
<b>K Type of organization</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> trust <input type="checkbox"/> association <input type="checkbox"/> other ►		<b>L Year of Formation</b> 1920		<b>M State of legal domicile</b> PA	

## Part I Summary

<b>1</b> Briefly describe the organization's mission or most significant activities SECONDARY BOARDING/DAY EDUCATIONAL INSTITUTION		
<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets		
<b>3</b> Number of voting members of the governing body (Part VI, line 1a) . . . . .	<b>3</b>	27
<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) . . . . .	<b>4</b>	26
<b>5</b> Total number of employees (Part V, line 2a) . . . . .	<b>5</b>	303
<b>6</b> Total number of volunteers (estimate if necessary) . . . . .	<b>6</b>	120
<b>7a</b> Total gross unrelated business revenue from Part VIII, line 12, column (C) . . .	<b>7a</b>	545,167
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34 . . .	<b>7b</b>	0

<b>Revenue</b> <b>8</b> Contributions and grants (Part VIII, line 1h) . . . . .	<b>Prior Year</b>	
	4,970,551	
<b>9</b> Program service revenue (Part VIII, line 2g) . . . . .	18,463,615	
<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .	4,235,516	
<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	223,044	
<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	27,892,726	
	25,066,716	

<b>Expenses</b> <b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>Prior Year</b>	
	4,245,840	
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0	
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	13,169,812	
<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	13,561,289	
<b>b</b> (Total fundraising expenses, Part IX, column (D), line 25 2,622,341)	0	
<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	11,592,824	
<b>18</b> Total expenses—add lines 13-17 (must equal Part IX, line 25, column (A))	29,008,476	
<b>19</b> Revenue less expenses Subtract line 18 from line 12	29,709,248	
	-1,115,750	
	-4,642,532	

<b>Net Assets or Fund Balances</b> <b>20</b> Total assets (Part X, line 16)	<b>Beginning of Year</b>	
	179,054,780	
<b>21</b> Total liabilities (Part X, line 26)	149,759,809	
<b>22</b> Net assets or fund balances Subtract line 21 from line 20	35,709,240	
	41,803,123	
	143,345,540	
	107,956,686	

## Part II Signature Block

<b>Please Sign Here</b> ***** Signature of officer DONALD D SILVERSON TREASURER & CFO Type or print name and title	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 officer) is based on all information of which preparer has any knowledge	
	<input type="checkbox"/> 2010-01-07	
	Date	

<b>Paid Preparer's Use Only</b> Preparer's signature ► MARTIN MAUCH Firm's name (or yours if self-employed), address, and ZIP + 4 ► TAIT WELLER & BAKER LLP 1818 MARKET STREET SUITE 2400 PHILADELPHIA, PA 19103	Date 2009-12-30	Check if self-employed ► <input type="checkbox"/>	Preparer's PTIN (See Gen Inst)
	EIN ►		
	Phone no ► (215) 979-8800		

May the IRS discuss this return with the preparer shown above? (See instructions) . . . . .  Yes  No

**Part III Statement of Program Service Accomplishments** (See the instructions.)**1** Briefly describe the organization's mission  
See Additional Data Table**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No

If "Yes," describe these new services on Schedule O

**3** Did the organization cease conducting or make significant changes in how it conducts any program services?  Yes  No

If "Yes," describe these changes on Schedule O

**4** Describe the exempt purpose achievements for each of the organization's three largest program services by expenses  
Section 501(c)(3) and (4) organizations and 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported**4a** (Code ) (Expenses \$ 21,672,932 including grants of \$ 4,476,010 ) (Revenue \$ 19,753,198 )  
THE HILL SCHOOL GRADUATED 130 YOUNG PEOPLE WHO CURRENTLY ATTEND A TOTAL OF 82 OUTSTANDING COLLEGES AND UNIVERSITIES. THE SCHOOL PROVIDES A CHALLENGING CURRICULUM TO ITS 494 STUDENTS EMPHASIZING CRITICAL THINKING AND WRITING. A TOTAL OF 22 ADVANCED PLACEMENT COURSES WERE OFFERED AS WELL AS AN ARRAY OF HONORS CLASSES AND INDEPENDENT STUDIES. IN 2009, 149 STUDENTS TOOK 308 ADVANCED PLACEMENT EXAMS. HILL STUDENTS ARE ACTIVE IN ATHLETICS, THE ARTS, STUDENT-RUN ORGANIZATIONS AND COMMUNITY SERVICE. HILL STUDENTS ARE DRAWN FROM 32 STATES AND 20 FOREIGN COUNTRIES. THE TYPICAL CLASS SIZE IS 12 STUDENTS WITH A STUDENT/TEACHER RATIO OF 7:1**4b** (Code ) (Expenses \$ ) (Revenue \$ )**4c** (Code ) (Expenses \$ ) (Revenue \$ )**4d** Other program services (Describe in Schedule O )  
(Expenses \$ ) (Revenue \$ )

including grants of \$

**4e** Total program service expenses \$ 21,672,932 Must equal Part IX, Line 25, column (B).

**Part IV Checklist of Required Schedules**

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 Section 501(c)(3) organizations Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II

5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If "Yes," complete Schedule D, Parts XI, XII, and XIII

13 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the U.S.?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? If "Yes," complete Schedule F, Part I

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III

17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I

18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H

21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II

22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III

23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule J

24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25

b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?

c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?

d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?

25a Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I

b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If "Yes," complete Schedule L, Part I

26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II

27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If "Yes," complete Schedule L, Part III

	Yes	No
1	Yes	
2	Yes	
3		No
4		No
5		
6		No
7		No
8	Yes	
9		No
10	Yes	
11	Yes	
12	Yes	
13	Yes	
14a		No
14b		No
15		No
16		No
17		No
18		No
19		No
20		No
21		No
22	Yes	
23	Yes	
24a	Yes	
24b		No
24c		No
24d		No
25a		No
25b		No
26		No
27		No

**Part IV Checklist of Required Schedules (Continued)**

**28** During the tax year, did any person who is a current or former officer, director, trustee, or key employee

- a** Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? If "Yes," complete Schedule L, Part IV . . . . .
- b** Have a family member who had a direct or indirect business relationship with the organization? If "Yes," complete Schedule L, Part IV . . . . .
- c** Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? If "Yes," complete Schedule L, Part IV . . . . .

**29** Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M . . . . .

**30** Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M . . . . .

**31** Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I . . . . .

**32** Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II . . . . .

**33** Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I . . . . .

**34** Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1 . . . . .

**35** Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 . . . . .

**36** 501(c)(3) organizations Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2 . . . . .

**37** Did the organization conduct more than 5 percent of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI . . . . .

	Yes	No
<b>28a</b>	Yes	
<b>28b</b>	Yes	
<b>28c</b>	Yes	
<b>29</b>	Yes	
<b>30</b>		No
<b>31</b>		No
<b>32</b>		No
<b>33</b>		No
<b>34</b>		No
<b>35</b>		No
<b>36</b>		No
<b>37</b>		No

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a	92
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	No
<b>2a</b>	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	303
<b>2b</b>	If at least one is reported in 2a, did the organization file all required federal employment tax returns? <i>Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return.</i>	2b	Yes
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	Yes
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	Yes
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No
<b>4b</b>	If "Yes," enter the name of the foreign country _____ See the instructions for exceptions and filing requirements for <b>Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts</b> .	4b	No
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
<b>5c</b>	If "Yes," to 5a or 5b, did the organization file Form 8886-T, <i>Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction</i> ?	5c	No
<b>6a</b>	Did the organization solicit any contributions that were not tax deductible?	6a	No
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	No
<b>7</b>	<i>Organizations that may receive deductible contributions under section 170(c).</i>	7a	No
<b>7a</b>	Did the organization provide goods or services in exchange for any quid pro quo contribution of \$75 or more?	7a	No
<b>7b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	No
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	No
<b>7d</b>	If "Yes," indicate the number of Forms 8282 filed during the year	7d	No
<b>7e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	No
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	No
<b>7g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g	No
<b>7h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	No
<b>8</b>	<i>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</i> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	No
<b>9</b>	<i>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</i>	9a	No
<b>9a</b>	Did the organization make any taxable distributions under section 4966?	9a	No
<b>9b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	No
<b>10</b>	<i>Section 501(c)(7) organizations.</i> Enter	10a	No
<b>10a</b>	Initiation fees and capital contributions included on Part VIII, line 12	10a	No
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	No
<b>11</b>	<i>Section 501(c)(12) organizations</i> Enter	11a	No
<b>11a</b>	Gross income from members or shareholders	11a	No
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	No
<b>12a</b>	<i>Section 4947(a)(1) non-exempt charitable trusts.</i> Is the organization filing Form 990 in lieu of Form 1041?	12a	No
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	No

**Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)**
**Section A. Governing Body and Management**

	Yes	No
For each "Yes" response to lines 2-7 below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.		
<b>1a</b> Enter the number of voting members of the governing body . . .	<b>1a</b>	27
<b>b</b> Enter the number of voting members that are independent . . .	<b>1b</b>	26
<b>2</b> Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .	<b>2</b>	Yes
<b>3</b> Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . . . .	<b>3</b>	No
<b>4</b> Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? . . . . .	<b>4</b>	No
<b>5</b> Did the organization become aware during the year of a material diversion of the organization's assets? . . . . .	<b>5</b>	No
<b>6</b> Does the organization have members or stockholders? . . . . .	<b>6</b>	No
<b>7a</b> Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? . . . . .	<b>7a</b>	No
<b>b</b> Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . . . .	<b>7b</b>	No
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
<b>a</b> the governing body? . . . . .	<b>8a</b>	Yes
<b>b</b> each committee with authority to act on behalf of the governing body? . . . . .	<b>8b</b>	Yes
<b>9a</b> Does the organization have local chapters, branches, or affiliates? . . . . .	<b>9a</b>	No
<b>b</b> If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? . . . . .	<b>9b</b>	
<b>10</b> Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990 . . . . .	<b>10</b>	Yes
<b>11</b> Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .	<b>11</b>	No

**Section B. Policies**

	Yes	No
<b>12a</b> Does the organization have a written conflict of interest policy? If "No", go to line 13 . . . . .	<b>12a</b>	Yes
<b>b</b> Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	<b>12b</b>	Yes
<b>c</b> Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done . . . . .	<b>12c</b>	Yes
<b>13</b> Does the organization have a written whistleblower policy? . . . . .	<b>13</b>	Yes
<b>14</b> Does the organization have a written document retention and destruction policy? . . . . .	<b>14</b>	Yes
<b>15</b> Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision		
<b>a</b> The organization's CEO, Executive Director, or top management official? . . . . .	<b>15a</b>	Yes
<b>b</b> Other officers or key employees of the organization? . . . . .	<b>15b</b>	Yes
Describe the process in Schedule O		
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .	<b>16a</b>	No
<b>b</b> If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable Federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .	<b>16b</b>	

**Section C. Disclosure**

**17** List the States with which a copy of this Form 990 is required to be filed PA

**18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply  
 own website  another's website  upon request

**19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table

**20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization  
DONALD SILVERSON  
THE HILL SCHOOL 717 E HIGH STREET  
POTTSTOWN, PA 19464  
(610) 326-1000

## **Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

**Section A Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

\* List all of the organization's **current** officers, directors, trustees (whether individuals or organizations) and key employees regardless of amount of compensation, and current key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid

\* List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

\* List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

\* List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if the organization did not compensate any officer, director, trustee or key employee.

## Part VII Continued

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization ►4

	<b>Yes</b>	<b>No</b>
<b>3</b> Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	<b>3</b>	No
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	<b>4</b>	Yes
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	<b>5</b>	No

## **Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A)	Name and business address	(B)	Description of services	(C)	Compensation
WOLSEN CONSTRUCTION COMPANY	PO BOX 4612		CONSTRUCTION		2,340,408
LANCASTER, PA 17604					
MOONLIGHT OFFICE CLEANERS INC	1289 LAURELWOOD RD		CLEANING SERVICE		368,036
POTTSTOWN, PA 19465					
MARCUS EDWARDS CONSTRUCTION	1678 OLD SKIPACK RD		CONSTRUCTION		186,350
HARLEYSVILLE, PA 19438					
CLAUDE A REINHART	271 DIAMOND STREET		PAINTING CONTRACTOR		182,603
POTTSTOWN, PA 19464					
SECURITY SERVICES & TECHNOLOGIES	PO BOX 8500-1635		SECURITY		162,079
PHILADELPHIA, PA 191781635					
<b>2</b>	Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation				10
from the organization					

Part  
VIII

## Statement of Revenue

		(A) Total Revenue	(B) Related or Exempt Function Revenue	(C) Unrelated Business Revenue	(D) Revenue Excluded from Tax under IRC 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	<b>1a</b> Federated campaigns . . . <b>1a</b>					
	<b>b</b> Membership dues . . . . <b>1b</b>					
	<b>c</b> Fundraising events . . . . <b>1c</b>					
	<b>d</b> Related organizations . . . <b>1d</b>					
	<b>e</b> Government grants (contributions) <b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above <b>5,204,666</b>					
	<b>1f</b>					
	<b>g</b> Noncash contributions included in lines 1a-1f \$ <b>441,878</b>					
<b>h</b> <b>Total (Add lines 1a-1f)</b> . . . . . <b>5,204,666</b>						
Program Service Revenue	<b>2a</b> TUITION AND FEES	Business Code				
		611,600	19,208,031	19,208,031		
	<b>b</b> SUMMER ATHLETIC CAMPS		406,204		406,204	
	<b>c</b> USE OF FACILITIES	713,990	138,963		138,963	
	<b>d</b>					
	<b>e</b>					
	<b>f</b> All other program service revenue					
	<b>g</b> <b>Total. Add lines 2a-2f</b> . . . . . <b>\$ 19,753,198</b>					
Other Revenue	<b>3</b> Investment income (including dividends, interest other similar amounts) . . . . .					
			1,153,090		1,153,090	
	<b>4</b> Income from investment of tax-exempt bond proceeds					
	<b>5</b> Royalties . . . . .					
		(i) Real	(ii) Personal			
	<b>6a</b> Gross Rents					
	<b>b</b> Less rental expenses					
	<b>c</b> Rental income or (loss)					
<b>d</b> Net rental income or (loss) . . . . .						
Other Revenue	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		14,521,321	73,570			
	<b>b</b> Less cost or other basis and sales expenses	15,878,959				
	<b>c</b> Gain or (loss)	-1,357,638	73,570			
	<b>d</b> Net gain or (loss) . . . . .					
				-1,284,068		-1,284,068
	<b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 Attach Schedule G if total exceeds \$15,000 . . . . . <b>a</b>					
	<b>b</b> Less direct expenses . . . <b>b</b>					
<b>c</b> Net income or (loss) from fundraising events . . . . .						
<b>9a</b> Gross income from gaming activities See part IV, line 19 Complete Schedule G if total exceeds \$15,000						
<b>a</b>						
<b>b</b> Less direct expenses . . . <b>b</b>						
<b>c</b> Net income or (loss) from gaming activities . . . . .						
<b>10a</b> Gross sales of inventory, less returns and allowances . . .						
<b>a</b>	333,977					
<b>b</b> Less cost of goods sold . . . <b>b</b>	280,419					
<b>c</b> Net income or (loss) from sales of inventory . . . . .		53,558	53,558			
Miscellaneous Revenue	Business Code					
<b>11a</b> OTHER	900,099	186,272	186,272			
<b>b</b>						
<b>c</b>						
<b>d</b> All other revenue _____						
<b>e</b> <b>Total. Add lines 11a-11d</b> . . . . . <b>\$ 186,272</b>						
<b>12</b> <b>Total Revenue.</b> Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e . . . . .		25,066,716	19,447,861	545,167	-130,978	

**Part IX Statement of Functional Expenses****Section 501(c)(3) and 501(c)(4) organizations must complete all columns.****All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).**

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	<b>(A)</b> Total expenses	<b>(B)</b> Program service expenses	<b>(C)</b> Management and general expenses	<b>(D)</b> Fundraising expenses
<b>1</b> Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
<b>2</b> Grants and other assistance to individuals in the U S See Part IV, line 22	4,476,010	4,476,010		
<b>3</b> Grants and other assistance to governments, organizations and individuals outside the U S See Part IV, lines 15 and 16				
<b>4</b> Benefits paid to or for members				
<b>5</b> Compensation of current officers, directors, trustees, and key employees . . . . .	560,809	230,952	289,058	40,799
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .				
<b>7</b> Other salaries and wages	9,766,817	6,572,394		1,161,053
<b>8</b> Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	788,536	535,729	158,168	94,639
<b>9</b> Other employee benefits . . . . .	1,734,565	1,161,114	368,332	205,119
<b>10</b> Payroll taxes . . . . .	710,562	470,006	157,527	83,029
<b>11</b> Fees for services (non-employees)				
<b>a</b> Management . . . . .				
<b>b</b> Legal . . . . .	23,368		23,368	
<b>c</b> Accounting . . . . .	29,250		29,250	
<b>d</b> Lobbying . . . . .				
<b>e</b> Professional fundraising See Part IV, line 17 . . .				
<b>f</b> Investment management fees . . . . .	351,804		351,804	
<b>g</b> Other . . . . .	115,587		50,815	64,772
<b>12</b> Advertising and promotion . . . . .	47,282		23,642	23,640
<b>13</b> Office expenses . . . . .	954,344		540,003	414,341
<b>14</b> Information technology . . . . .	75,096			75,096
<b>15</b> Royalties . . . . .				
<b>16</b> Occupancy . . . . .	1,480,321	1,256,836	202,421	21,064
<b>17</b> Travel . . . . .	256,822		79,118	177,704
<b>18</b> Payments of travel or entertainment expenses for any Federal, state or local public officials . . . . .				
<b>19</b> Conferences, conventions and meetings . . . . .				
<b>20</b> Interest . . . . .	1,216,827	1,089,061	109,514	18,252
<b>21</b> Payments to affiliates . . . . .				
<b>22</b> Depreciation, depletion, and amortization . . . . .	2,028,109	1,815,158	182,530	30,421
<b>23</b> Insurance . . . . .	460,826		460,826	
<b>24</b> Other expenses—Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below )				
<b>a</b> FOOD SERVICE	1,376,122	1,376,122		
<b>b</b> INSTRUCTIONAL	886,643	886,643		
<b>c</b> REPAIRS & MAINTENANCE	637,813	570,843	57,403	9,567
<b>d</b> AUTO-GROUNDS-HOUSEKEEPING	570,923	510,976	51,383	8,564
<b>e</b> STUDENT ACTIVITIES	546,164	546,164		
<b>f</b> All other expenses	614,648	174,924	245,443	194,281
<b>25</b> <b>Total functional expenses.</b> Add lines 1 through 24f	29,709,248	21,672,932	5,413,975	2,622,341
<b>26</b> <b>Joint Costs.</b> Check <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**Part X Balance Sheet**

		(A)		(B)
		Beginning of year		End of year
1	Cash—non-interest-bearing	1		105,398
2	Savings and temporary cash investments	1,349,841	2	6,142,762
3	Pledges and grants receivable, net	3,762,091	3	3,490,989
4	Accounts receivable, net	134,690	4	184,344
5	Receivables from current and former officers, directors, trustees, key employees or other related parties <i>Complete Part II of Schedule L</i>		5	
6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) <i>Complete Part II of Schedule L</i>		6	
7	Notes and loans receivable, net	8,971	7	4,817
8	Inventories for sale or use	119,570	8	141,739
9	Prepaid expenses and deferred charges	257,299	9	188,700
10a	Land, buildings, and equipment cost basis	10a	64,754,303	
b	Less accumulated depreciation <i>Complete Part VI of Schedule D</i>	10b	20,278,407	42,303,289 10c 44,475,896
11	Investments—publicly traded securities		110,550,645	11 73,897,879
12	Investments—other securities See Part IV, line 11 <i>Complete Part VII of Schedule D</i>		19,326,026	12 19,817,886
13	Investments—program-related See Part IV, line 11 <i>Complete Part VIII of Schedule D</i>			13
14	Intangible assets			14
15	Other assets See Part IV, line 11 <i>Complete Part IX of Schedule D</i>		1,242,358	15 1,309,399
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34)		179,054,780	16 149,759,809
17	Accounts payable and accrued expenses		3,612,731	17 3,321,374
18	Grants payable			18
19	Deferred revenue		502,597	19 343,634
20	Tax-exempt bond liabilities		27,845,000	20 32,778,580
21	Escrow account liability <i>Complete Part IV of Schedule D</i>			21
22	Payable to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons <i>Complete Part II of Schedule L</i>			22
23	Secured mortgages and notes payable to unrelated third parties			23
24	Unsecured notes and loans payable			24
25	Other liabilities <i>Complete Part X of Schedule D</i>		3,748,912	25 5,359,535
26	<b>Total liabilities.</b> Add lines 17 through 25		35,709,240	26 41,803,123
<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>				
27	Unrestricted net assets		45,969,387	27 41,031,027
28	Temporarily restricted net assets		63,747,284	28 32,872,291
29	Permanently restricted net assets		33,628,869	29 34,053,368
<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>				
30	Capital stock or trust principal, or current funds			30
31	Paid-in or capital surplus, or land, building or equipment fund			31
32	Retained earnings, endowment, accumulated income, or other funds			32
33	Total net assets or fund balances		143,345,540	33 107,956,686
34	Total liabilities and net assets/fund balances		179,054,780	34 149,759,809

**Part XI Financial Statements and Reporting**

			Yes	No
1	Accounting method used to prepare the Form 990	cash <input checked="" type="checkbox"/> accrual <input type="checkbox"/> other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		2a	No
b	Were the organization's financial statements audited by an independent accountant?		2b	Yes
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?		2c	Yes
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		3a	No
b	If "Yes," did the organization undergo the required audit or audits?		3b	

2008

Open to Public  
Inspection**SCHEDULE A**  
(Form 990 or 990EZ)**Public Charity Status and Public Support**To be completed by all section 501(c)(3) organizations and section 4947(a)(1)  
nonexempt charitable trusts.

Attach to Form 990 or Form 990-EZ. See separate instructions.

Department of the Treasury  
Internal Revenue Service

Name of the organization

THE HILL SCHOOL

Employer identification number

23-1352647

**Part I Reason for Public Charity Status** (to be completed by all organizations) (See Instructions)

The organization is not a private foundation because it is (Please check only one organization)

1  A church, convention of churches, or association of churches described in **Section 170(b)(1)(A)(i)**.

2  A school described in **Section 170(b)(1)(A)(ii)**. (Attach Schedule E )

3  A hospital or a cooperative hospital service organization described in **Section 170(b)(1)(A)(iii)**. (Attach Schedule H )

4  A medical research organization operated in conjunction with a hospital described in **Section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state

5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **Section 170(b)(1)(A)(iv)**. (Complete Part II )

6  A federal, state, or local government or governmental unit described in **Section 170(b)(1)(A)(v)**.

7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **Section 170(b)(1)(A)(vi)** (Complete Part II )

8  A community trust described in **Section 170(b)(1)(A)(vi)** (Complete Part II )

9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **Section 509(a)(2)**. (Complete Part III )

10  An organization organized and operated exclusively to test for public safety See **Section 509(a)(4)**. (See instructions )

11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **Section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h

e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f  If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g  Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii) a family member of a person described in (i) above?

(iii) a 35% controlled entity of a person described in (i) or (ii) above?

h  Provide the following information about the organizations the organization supports

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section <b>(See Instructions)</b> )	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									

**Part II Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)
**Public Support**

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add line 1-3						
5 The portion of total contribution by each person (other than a government unit or publicly supported organization) included on line 1 that exceed 2% of the amount shown on line 11, column (f)						
<b>6 Public Support</b> subtract line 5 from line 4						

**Total Support**

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )						
<b>11 Total Support</b> (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions )					<b>12</b>	

**13 First Five Years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here**

**Computation of Public Support Percentage**

14 Public Support Percentage for 2008 (line 6 column (f) divided by line 11 column (f))	<b>14</b>	
15 Public Support Percentage for 2007 Schedule A, Part IV-A, line 26f	<b>15</b>	
<b>16a 33 1/3% Test - 2008.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization		<input type="checkbox"/>
<b>b 33 1/3% Test - 2007.</b> If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization		<input type="checkbox"/>
<b>17a 10% Facts and Circumstances Test - 2008.</b> If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and <b>stop here</b> . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
<b>b 10% Facts and Circumstances Test - 2007.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and <b>stop here</b> . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
<b>18 Private Foundation.</b> If the organization did not check the box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		<input type="checkbox"/>

**Part III Support Schedule for Organizations Described in IRC 509(a)(2)**  
 (Complete only if you checked the box on line 9 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total</b> Add lines 1-5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
<b>c</b> Total of lines 7a and 7b						
<b>8 Public Support</b> (Subtract line 7c from line 6)						

**Total Support**

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>9</b> Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after 30 June, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>13 Total Support</b> (Add lines 9, 10c, 11 and 12)						
<b>14 First Five Years</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and <b>stop here</b>						►

**Computation of Public Support Percentage**

<b>15</b> Public Support Percentage for 2008 (line 8 column (f) divided by line 13 column (f))	<b>15</b>
<b>16</b> Public Support Percentage for 2007 Schedule A, Part IV-A, line 27g	<b>16</b>

**Computation of Investment Income Percentage**

<b>17</b> Investment Income Percentage for 2008 (line 10c column (f) divided by line 13 column (f))	<b>17</b>
<b>18</b> Investment Income Percentage from 2007 Schedule A, Part IV-A, line 27h	<b>18</b>
<b>19a</b> <b>33 1/3% Tests - 2008.</b> If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization	►
<b>b</b> <b>33 1/3% Tests - 2007.</b> If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization	►
<b>20</b> <b>Private Foundation</b> If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions	►

**Part IV** **Supplemental Information.** Complete this part to provide the information required by Part II, line 10; Part II, line 17a or 17b, or Part III, line 12. Provide any other additional information. (see instructions)

**Facts and Circumstances Test**

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 23-1352647  
**Name:** THE HILL SCHOOL

**Form 990, Part VII - Section Aaa**

<b>(A)</b> Name and Title	<b>(B)</b> Average hours per week	<b>(C)</b> Position (check all that apply)						<b>(D)</b> Reportable compensation from the organization (W- 2/1099MISC)	<b>(E)</b> Reportable compensation from related organizations (W- 2/1099- MISC)	<b>(F)</b> Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Official	Key employee or employee of highest compensation and lowest rank	Highest compensated employee and lowest rank	Former			
THOMAS MCN MILLHISER , CHAIRMAN	10 00	X		X				0	0	0
MARSHALL F WALLACH , VICE CHAIRMAN	4 00	X		X				0	0	0
DR DAVID BABERNETHY , BOARD MEMBER	2 00	X						0	0	0
PRESTON G ATHEY , BOARD MEMBER	2 00	X						0	0	0
JAY S BERMAN , BOARD MEMBER	3 00	X						0	0	0
DOUGLAS J BOUQUARD III , BOARD MEMBER	2 00	X						0	0	0
WALTER L BOYER , BOARD MEMBER	2 00	X						0	0	0
OMAR AS BROWN , BOARD MEMBER	2 00	X						0	0	0
DAVID D DODGE , BOARD MEMBER	2 00	X						0	0	0
KRISTINA FEATHERSTONE , BOARD MEMBER	2 00	X						0	0	0
DANIEL W FORT , BOARD MEMBER	2 00	X						0	0	0
DR H LANDIS GABEL , BOARD MEMBER	2 00	X						0	0	0
KEITH B GEESLIN , BOARD MEMBER	2 00	X						0	0	0
PETER G HUMPHREY , BOARD MEMBER	3 00	X						0	0	0
GEORGE O KNAPP III , BOARD MEMBER	2 00	X						0	0	0
MRS EDWARD G MCANANEY , BOARD MEMBER	2 00	X						0	0	0
MAJ GEN DOUGLAS V O'DELL , BOARD MEMBER	2 00	X						0	0	0
JAMES P O'MEALIA , BOARD MEMBER	2 00	X						0	0	0
JAMES B PERRY , BOARD MEMBER	2 00	X						0	0	0
JOHN PFLIEGER JR , BOARD MEMBER	2 00	X						0	0	0
ELIZABETH B Rufe , BOARD MEMBER	2 00	X						0	0	0
RICHARD C SAMMIS , BOARD MEMBER	3 00	X						0	0	0
GARY P TAN , BOARD MEMBER	2 00	X						0	0	0
DAVID H TENNEY , BOARD MEMBER	2 00	X						0	0	0
MICHAEL M UHLMANN , BOARD MEMBER	2 00	X						0	0	0
JOHNATHAN P WENDELL , BOARD MEMBER	3 00	X						0	0	0
DAVID R DOUGHERTY , HEADMASTER	40 00		X					278,576	0	70,581
DONALD D SILVERSON , TREASURER & CFO	40 00		X					169,436	0	42,216
D ANDREW BROWN , DIRECTOR OF ADVANCEMENT	40 00				X			171,226	0	61,466
RYCKMAN R WALBRIDGE , ASST HEADMASTER FOR ACA	40 00				X			112,245	0	48,142

**Form 990, Part III, Line 1 - Briefly describe the organization's mission:**

THE HILL SCHOOL PREPARES STUDENTS FROM ACROSS THE UNITED STATES AND AROUND THE WORLD FOR EXCELLENCE IN COLLEGE, CAREERS, AND LIFE. AS NOTED IN THE STRATEGIC PLAN 2007-2012: "THE HILL SCHOOL PREPARES YOUNG MEN AND WOMEN FOR COLLEGE, CAREERS AND LIFE. IN A VIGOROUS, DIVERSE, YET STRUCTURED RESIDENTIAL COMMUNITY, WE CHALLENGE OUR YOUNG PEOPLE THROUGH A TRADITIONAL LIBERAL ARTS CURRICULUM TO LIVE, LEARN, AND LEAD; TO FULFILL THEMSELVES; AND TO SERVE THE COMMON GOOD. THUS, WE SEEK EXCELLENCE IN OUR UNIQUE WAY, EXHORTING STUDENTS TO STRIVE ALWAYS FOR 'WHATSOEVER THINGS ARE TRUE.'"

2008

Open to Public  
Inspection**SCHEDULE D**  
(Form 990)**Supplemental Financial Statements**

► Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Department of the Treasury  
Internal Revenue Service**Name of the organization**

THE HILL SCHOOL

**Employer identification number**

23-1352647

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate Contributions to (during year)		
3 Aggregate Grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or pleasure)  Preservation of an historically important land area

Protection of natural habitat  Preservation of certified historic structure

Preservation of open space

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
2a	
2b	
2c	
2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ►

4 Number of states where property subject to conservation easement is located ►

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds?

Yes  No

6 Staff or volunteer hours devoted to monitoring, inspecting and enforcing easements during the year ►

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ► \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

Yes  No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$

(ii) Assets included in Form 990, Part X ► \$ 549,600

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$

b Assets included in Form 990, Part X ► \$

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)**

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a  Public exhibition

d  Loan or exchange programs

b  Scholarly research

e  Other

c  Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Trust, Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If "Yes," explain why in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No

b If "Yes," explain the arrangement in Part XIV

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance . . . . .	124,395,857				
b Contributions . . . . .	2,712,974				
c Investment earnings or losses . . . . .	-35,880,797				
d Grants or scholarships . . . . .					
e Other expenditures for facilities and programs . . . . .					
f Administrative expenses . . . . .					
g End of year balance . . . . .	91,228,034				

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ► 32 800 %

b Permanent endowment ► 35 200 %

c Term endowment ► 32 000 %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations . . . . .  Yes  No

(ii) related organizations . . . . .  Yes  No

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? . . . . .  Yes  No

Yes	No
3a(i)	No
3a(ii)	No
3b	

4 Describe in Part XIV the intended uses of the organization's endowment funds

**Part VI Investments—Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

	Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land . . . . .		1,113,966			1,113,966
b Buildings . . . . .		54,338,233	16,270,999		38,067,234
c Leasehold improvements . . . . .		2,461,657	1,855,463		606,194
d Equipment . . . . .		2,936,033	2,151,945		784,088
e Other . . . . .		3,904,414			3,904,414
<b>Total.</b> Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) . . . . .			►		44,475,896

**Part VII Investments—Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other PRIVATE EQUITY AND REAL ESTATE PARTNERSHIPS	19,285,086	F
Other RESTRICTED STOCK	532,800	F
<b>Total.</b> (Column (b) should equal Form 990, Part X, col (B) line 12.)	<b>19,817,886</b>	

**Part VIII Investments—Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
<b>Total.</b> (Column (b) should equal Form 990, Part X, col (B) line 13.)		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
<b>Total.</b> (Column (b) should equal Form 990, Part X, col.(B) line 15.)	

**Part X Other Liabilities.** See Form 990, Part X, line 25.

(a) Description of Liability	(b) Amount
Federal Income Taxes	
DEFERRED BOND PREMIUM	1,177,548
DEPOSITS AND ADVANCED TUITION	2,108,567
CAPITAL LEASE OBLIGATION	73,420
LINE OF CREDIT	2,000,000
<b>Total.</b> (Column (b) should equal Form 990, Part X, col (B) line 25.)	<b>5,359,535</b>

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

**Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements**

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	25,066,716
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	29,709,248
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-4,642,532
4	Net unrealized gains (losses) on investments	4	-29,970,083
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-776,239
9	Total adjustments (net) Add lines 4 - 8	9	-30,746,322
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-35,388,854

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements	1	-9,450,762
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-29,970,083
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	280,419
e	Add lines 2a through 2d	2e	-29,689,664
3	Subtract line 2e from line 1	3	20,238,902
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	351,804
b	Other (Describe in Part XIV)	4b	4,476,010
c	Add lines 4a and 4b	4c	4,827,814
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12 )	5	25,066,716

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements	1	25,161,853
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	280,419
e	Add lines 2a through 2d	2e	280,419
3	Subtract line 2e from line 1	3	24,881,434
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	351,804
b	Other (Describe in Part XIV)	4b	4,476,010
c	Add lines 4a and 4b	4c	4,827,814
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18 )	5	29,709,248

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part XIV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

Identifier	Return Reference	Explanation
Part III, Line 4		THE SCHOOL MAINTAINS THREE COLLECTIONS, N C WYETH PAINTINGS, DUCK STAMPS AND AUDUBON PRINTS THESE ARE ALL DISPLAYED FOR THE EDUCATION OF OUR STUDENTS THE WYETH PAINTINGS DEPICT HISTORICAL BATTLES THAT SHAPED U S HISTORY THE DUCK STAMPS AND AUDUBON PRINTS ARE VISUAL AIDS FOR THE STUDENTS STUDYING BIRDS

2008

Open to Public  
Inspection**SCHEDULE E**  
(Form 990 or 990-EZ)**Schools**

Attach to Form 990 or Form 990-EZ. To be completed by organizations that answer "Yes" to Form 990, Part IV, line 13, or Form 990-EZ, Part VI, line 48.

Department of the Treasury  
Internal Revenue Service

Employer identification number

23-1352647

**1** Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?**YES****NO****1** Yes**2** Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?**2** Yes**3** Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe. If "No," please explain**3** Yes

IN 2008-2009, THE HILL SCHOOL'S STUDENT BODY OF 377 BOARDING STUDENTS AND 118 DAY STUDENTS WAS DRAWN FROM 32 STATES, AND 20 FOREIGN COUNTRIES. THE SCHOOL HAS ALWAYS HAD A NON-DISCRIMINATORY POLICY, WHICH HAS BEEN APPROVED BY THE BOARD OF TRUSTEES, AND THIS POLICY IS STATED IN ALL OF THE MAJOR SCHOOL PUBLICATIONS. THE STUDENT BODY CONSISTS OF AFRICAN-AMERICANS AND OTHER STUDENTS FROM RACIAL MINORITY GROUPS AS WELL AS NATIVE STUDENTS FROM BAHAMAS, BELGIUM, BOTSWANA, CANADA, CHINA, CZECH REPUBLIC, ENGLAND, FRANCE, GERMANY, HONG KONG, INDONESIA, ITALY, JAPAN, MALAYSIA, PHILIPPINES, SAUDI ARABIA, SOUTH KOREA, SPAIN, THAILAND, AND VIETNAM

**4** Does the organization maintain the following?**4a** Yes**a** Records indicating the racial composition of the student body, faculty, and administrative staff?**4b** Yes**b** Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?**4c** Yes**c** Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?**4d** Yes**d** Copies of all material used by the organization or on its behalf to solicit contributions?

If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)

**5** Does the organization discriminate by race in any way with respect to**5a** No**a** Students' rights or privileges?**5b** No**b** Admissions policies?**5c** No**c** Employment of faculty or administrative staff?**5d** No**d** Scholarships or other financial assistance?**5e** No**e** Educational policies?**5f** No**f** Use of facilities?**5g** No**g** Athletic programs?**5h** No**h** Other extracurricular activities?

If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)

**6a** No**6b** No**6a** Does the organization receive any financial aid or assistance from a governmental agency?**b** Has the organization's right to such aid ever been revoked or suspended?

If you answered "Yes" to either 6a or b, please explain using an attached statement

**7** Does the organization certify that it has complied with the applicable requirements of sections 401 through 405 of Rev. Proc. 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation**7** Yes

## **Grants and Other Assistance to Organizations, Governments and Individuals in the U.S.**

Department of the Treasury  
Internal Revenue Service

**Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22. Attach to Form 990.**

## Open to Public Inspection

**Open to Public  
Inspection**

Name of the organization  
**THE HILL SCHOOL**

**Employer identification number**

23-1352647

## **Part I General Information on Grants and Assistance**

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .  Yes  No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 if additional space is needed.

**2** Enter total number of section 501(c)(3) and government organizations.

**3 Enter total number of other organizations**

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
FINANCIAL AID	182	4,476,010			

**Part IV Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

See Additional Data Table

Identifier	Return Reference	Explanation
Procedure for Monitoring Grants in the U.S.	Part I, Line 2	Schedule I, Part I, Line 2. THE FINANCIAL AID COMMITTEE REVIEWS APPLICATIONS FOR AID SUBMITTED THROUGH SSS OF PRINCETON, COPIES OF PARENT'S FEDERAL TAX RETURNS AND ANY OTHER INFORMATION OFFERED BY THE APPLICANTS. ALL RECORDS ARE MAINTAINED BY THE DIRECTOR OF FINANCIAL AID. AID IS AWARDED BASED ON THE NEED AS DETERMINED BY THE SSS CALCULATIONS. ALL FINANCIAL AID THAT IS AWARDED IS CREDITED TO THE TUITION BILLING FOR THE STUDENT. ALL AID IS USED TO REDUCE THE TUITION PAYABLE.

2008

Open to Public  
Inspection**Schedule J**  
(Form 990)**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees  
**► Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.**

Department of the Treasury  
Internal Revenue Service**Name of the organization**

THE HILL SCHOOL

**Employer identification number**

23-1352647

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

<input type="checkbox"/> First class or charter travel	<input checked="" type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input checked="" type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

**b** If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a

**a** Receive a severance payment or change of control payment?  
**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?  
**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

**501(c)(3) and 501(c)(4) organizations only must complete lines 5-8.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

**a** The organization?

**b** Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

**a** The organization?

**b** Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

	Yes	No
<b>1b</b>		No
<b>2</b>		No
<b>4a</b>		No
<b>4b</b>		No
<b>4c</b>		No
<b>5a</b>		No
<b>5b</b>		No
<b>6a</b>		No
<b>6b</b>		No
<b>7</b>		No
<b>8</b>		No

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
DAVID R DOUGHERTY	(i) (ii)	263,019		15,557	30,930	39,651	349,157
DONALD D SILVERSON	(i) (ii)	164,516		4,920	21,387	20,829	211,652
D ANDREW BROWN	(i) (ii)	155,726		15,500	20,244	41,222	232,692
RYCKMAN R WALBRIDGE	(i) (ii)	97,247		14,998	12,642	35,500	160,387
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						

### **Part III      Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
Supplemental Information	Part III	THE SCHOOL'S FACULTY ARE REQUIRED TO ACCEPT THE HOUSING PROVIDED AS A CONDITION OF THEIR EMPLOYMENT ALL TEACHING AND THE MAJORITY OF THE ADMINISTRATIVE FACULTY RECEIVE THIS BENEFIT THE FOUR EMPLOYEES LISTED ON SCHEDULE J RECEIVE THIS HOUSING BENEFIT NONE OF THIS BENEFIT IS CONSIDERED TAXABLE INCOME TO THE EMPLOYEES
		</td

**Schedule K  
(Form 990)****Supplemental Information on Tax Exempt Bonds****2008**

To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a.  
Provide descriptions, explanations, and any additional information in Schedule O.

**Open to Public  
Inspection**Department of the Treasury  
Internal Revenue ServiceName of the organization  
THE HILL SCHOOL

Employer identification number

23-1352647

**Part I Bond Issues (Required for 2008)**

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer	
							Yes	No	Yes	No
A	MONTGOMERY COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY	23-2245125		06-16-2005	22,307,442	CONSTRUCTION PROJECTS		X	X	
B	MONTGOMERY COUNTY HIGHER EDUCATION AND HEALTH AUTHORITY	23-2447147		12-22-2008	4,933,580	CONSTRUCTION PROJECTS AND RENOVATION		X	X	
C	POTTSTOWN BOROUGH AUTHORITY	23-2475279	738287AA9	08-22-2002	7,000,000	CONSTRUCTION PROJECTS		X	X	

**Part II Proceeds (Optional for 2008)**

		A		B		C		D		E	
		22,307,442	4,933,580	7,000,000							
1	Total Proceeds of Issue										
2	Gross Proceeds in Reserve Funds										
3	Proceeds in Refunding or Defeasance Escrows		21,709,754								
4	Other Unspent Proceeds										
5	Issuance Costs from Proceeds		597,688		63,678		154,700				
6	Working Capital Expenditures from Proceeds										
7	Capital Expenditures from Proceeds		4,869,902		4,869,902		6,845,300				
8	Year of Substantial Completion										
9	Were the bonds issued as part of a current refunding issue?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
10	Were the bonds issued as part of an advance refunding issue?	X			X		X				
11	Has the final allocation of proceeds been made?	X		X		X					
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X					

**Part III Private Business Use (Optional for 2008)**

		A		B		C		D		E	
		Yes	No								
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X		X				
2	Are there any lease arrangements with respect to the financed property which may result in private business use?		X		X		X				

**Part III Private Business Use (Continued)**

	A		B		C		D		E	
	Yes	No								
<b>3a</b> Are there any management or service contracts with respect to the financed property which may result in private business use?		X		X		X				
<b>3b</b> Are there any research agreements with respect to the financed property which may result in private business use?		X		X		X				
<b>3c</b> Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?		X		X		X				
<b>4</b> Enter the percentage of financed property used in a private business use by entities other than a 501(c)(3) organization or a state or local government										
<b>5</b> Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another 501(c)(3) organization, or a state or local government										
<b>6</b> Total of lines 4 and 5										
<b>7</b> Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X		X					

**Part IV Arbitrage (Optional for 2008)**

	A		B		C		D		E	
	Yes	No								
<b>1</b> Has a Form 8038-T been filed with respect to the bond issue?	X		X							
<b>2</b> Is the bond issue a variable rate issue?	X		X							
<b>3a</b> Has the organization or the government issuer identified a hedge with respect to the bond issue on its books and records?		X		X						
<b>b</b> Name of provider										
<b>c</b> Term of hedge										
<b>4a</b> Were gross proceeds invested in a GIC?		X		X						
<b>b</b> Name of provider										
<b>c</b> Term of GIC										
<b>d</b> Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?		X		X						
<b>5</b> Were any gross proceeds invested beyond an available temporary period?		X		X						
<b>6</b> Did the bond issue qualify for an exception to rebate?	X		X							

## Schedule L (Form 990 or 990-EZ)

## **Transactions with Interested Persons**

OMB No 1545-0047

2008

## Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

- Attach to Form 990 or Form 990-EZ.
- To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-FZ, Part V lines 38b or 40b.

**Name of the organization**  
THE HILL SCHOOL

**Employer identification number**

23-1352647

**Part I Excess Benefit Transactions** (section 501(c)(3) and section 501 (c)(4) organizations only).

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . \$ \_\_\_\_\_

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . \$

## **Part II      Loans to and/or From Interested Persons**

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

Total . . . . . ➤ \$

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**Grants or Assistance Benefiting Interested Persons**

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Part IV Business Transactions Involving Interested Persons

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

SCHEDULE M  
(Form 990)Department of the Treasury  
Internal Revenue Service

## Non-Cash Contributions

OMB No 1545-0047

To be completed by organizations that answered  
"Yes" on Form 990, Part IV, lines 29 or 30.  
Attach to Form 990

2008

Open to Public  
InspectionName of the organization  
THE HILL SCHOOL

Employer identification number

23-1352647

## Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art—Works of art . . . . .				
2 Art—Historical treasures . . . . .				
3 Art—Fractional interests . . . . .				
4 Books and publications . . . . .				
5 Clothing and household goods . . . . .				
6 Cars and other vehicles . . . . .				
7 Boats and planes . . . . .				
8 Intellectual property . . . . .				
9 Securities—Publicly traded . . . . .	X	25	441,878	FAIR MARKET VALUE
10 Securities—Closely held stock . . . . .				
11 Securities—Partnership, LLC, or trust interests . . . . .				
12 Securities—Miscellaneous . . . . .				
13 Qualified conservation contribution (historic structures) . . . . .				
14 Qualified conservation contribution (other) . . . . .				
15 Real estate—Residential . . . . .				
16 Real estate—Commercial . . . . .				
17 Real estate—Other . . . . .				
18 Collectibles . . . . .				
19 Food inventory . . . . .				
20 Drugs and medical supplies . . . . .				
21 Taxidermy . . . . .				
22 Historical artifacts . . . . .				
23 Scientific specimens . . . . .				
24 Archeological artifacts . . . . .				
25 Other (describe _____)				
26 Other (describe _____)				
27 Other (describe _____)				
28 Other (describe _____)				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee			29	
Acknowledgement . . . . .				

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? . . . . .		
30a		No
b If "Yes", describe the arrangement in Part II		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	Yes	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions? . . . . .		
32a	Yes	
b If "Yes", describe in Part II		
33 If the organization did not report revenues in Column (c) for a type of property for which Column (a) is checked, describe in Part II		

**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

2008

Open to Public  
Inspection**SCHEDULE O**  
(Form 990)**Supplemental Information to Form 990**

► **Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.**

Department of the Treasury  
Internal Revenue Service

Employer identification number

23-1352647

<b>Name of the organization</b> THE HILL SCHOOL	<b>Employer identification number</b>
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Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 2		BOARD MEMBER DAVID TENNEY IS A BOARD MEMBER OF A COMPANY THAT IS CONTROLLED BY BOARD MEMBER JON WENDELL

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 10		PRIOR TO SUBMISSION TO THE IRS, THE FORM 990 IS SUBMITTED TO THE TRUSTEES FOR REVIEW

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 12c		THE ASSISTANT SECRETARY SENDS A SURVEY TO ALL SENIOR STAFF AND TRUSTEES EVERY MAY SHE IS RESPONSIBLE FOR MAKING SURE ALL REQUIRED PERSONS RETURN THE SURVEY ALL POTENTIAL CONFLICTS NOTED IN THE SURVEY RESPONSES ARE THEN FORWARDED TO THE AUDIT COMMITTEE OF THE BOARD OF TRUSTEES FOR REVIEW

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 15		THE SCHOOL COLLECTS SALARY INFORMATION FROM A GROUP OF 40 BOARDING SCHOOLS FOR ALL KEY EMPLOYEE POSITIONS THIS INFORMATION IS REVIEWED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES FOR SETTING THE HEADMASTER'S SALARY THE HEADMASTER USES THIS INFORMATION IN SETTING THE SALARIES FOR THE REST OF THE SCHOOL EMPLOYEES

Identifier	Return Reference	Explanation
Form 990, Part VI, Section C, line 19		THE ORGANIZATION DOES NOT MAKE ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC

Identifier	Return Reference	Explanation
FORM 990, PART XI, LINE 2C		THE PROCESS BY WHICH THE ORGANIZATION APPOINTS A COMMITTEE THAT ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT HAS NOT CHANGED FROM THE PRIOR YEAR

Identifier	Return Reference	Explanation
FORM 990, PART VIII, LINE 3, COLUMN C		THE SCHOOL RECEIVES DEBT-FINANCED INVESTMENT INCOME FROM SEVERAL ALTERNATIVE INVESTMENTS AT THIS TIME, THE AMOUNT OF THIS INCOME IS NOT DETERMINABLE

Form 4562

Department of the Treasury  
Internal Revenue ServiceDepreciation and Amortization  
(Including Information on Listed Property)

OMB No 1545-0172

2008

Attachment  
Sequence No 67

► See separate instructions. ► Attach to your tax return.

Name(s) shown on return THE HILL SCHOOL	Business or activity to which this form relates Form 990 Page 10	Identifying number 23-1352647
--------------------------------------------	---------------------------------------------------------------------	----------------------------------

**Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount See the instructions for a higher limit for certain businesses . . . . .	1	250,000
2 Total cost of section 179 property placed in service (see instructions) . . . . .	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions) . . . . .	3	800,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0- . . . . .	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions . . . . .	5	

(a) Description of property	(b) Cost (business use only)	(c) Elected cost
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6		
7 Listed property Enter the amount from line 29 . . . . .	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 . . . . .	8	
9 Tentative deduction Enter the <b>smaller</b> of line 5 or line 8 . . . . .	9	
10 Carryover of disallowed deduction from line 13 of your 2007 Form 4562 . . . . .	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) . . . . .	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 . . . . .	12	
13 Carryover of disallowed deduction to 2009 Add lines 9 and 10, less line 12 ► 13	13	

**Note:** Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)**

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) . . . . .	14	
15 Property subject to section 168(f)(1) election . . . . .	15	
16 Other depreciation (including ACRS) . . . . .	16	2,028,109

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)****Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2008 . . . . .	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ►		

**Section B—Assets Placed in Service During 2008 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

**Section C—Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

<b>Part IV Summary (See instructions)</b>						
21 Listed property Enter amount from line 28 . . . . .					21	
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instr . . . . .					22	2,028,109
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs . . . . .			23			

**Part V**

**Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

**Section A—Depreciation and Other Information (Caution:** See the instructions for limits for passenger automobiles.)

**24a** Do you have evidence to support the business/investment use claimed?  Yes  No **24b** If "Yes," is the evidence written?  Yes  No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation/deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)					25			

**26** Property used more than 50% in a qualified business use

	%							
	%							
	%							

**27** Property used 50% or less in a qualified business use

	%			S/L -				
	%			S/L -				
	%			S/L -				

**28** Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1

28

**29** Add amounts in column (i), line 26 Enter here and on line 7, page 1

29

**Section B—Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
31 Total commuting miles driven during the year						
32 Total other personal(noncommuting) miles driven						
33 Total miles driven during the year Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

**Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) A amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) A amortization for this year
42 A amortization of costs that begins during your 2008 tax year (see instructions)					

43 A amortization of costs that began before your 2008 tax year	43
44 Total. Add amounts in column (f) See the instructions for where to report	44