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

OMB No 1545-0052

2009

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 2009, and ending

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☒ Name changeUse the  
IRS label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions.THE RITA AND ALEX HILLMAN FOUNDATION  
630 FIFTH AVENUE #2604  
NEW YORK, NY 10111

A Employer identification number

13-2560546

B Telephone number (see the instructions)

(212) 265-3115

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)

► \$ 88,842,803.

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

(Part I, column (d) must be on cash basis)

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE	1	Contributions, gifts, grants, etc., received (att sch)				
	2	Chk <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	453,034.	453,034.		
	4	Dividends and interest from securities	395,128.	395,128.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	-895,852.			
	b	Gross sales price for all assets on line 6a	3,116,186.			
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
ADMINISTRATIVE AND EXPENSES	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule)				
	12	Total. Add lines 1 through 11	-47,690.	848,162.	0.	
	13	Compensation of officers, directors, trustees, etc.	200,000.			
	14	Other employee salaries and wages	72,825.			
	15	Pension plans, 401(k) plans, etc.	34,565.			
	16a	Legal fees (attach schedule) See St 1	54,701.			
	b	Accounting fees (attach sch) See St 2	29,000.	14,500.		
	c	Other prof fees (attach sch) See St 3	326,376.	154,561.		171,815.
17	Interest					
18	Taxes (attach schedule) See Instr 4	691,533.	4,526.			
19	Depreciation (attach sch) and depletion					
20	Occupancy	83,527.				
21	Travel, conferences, and meetings					
22	Printing and publications					
23	Other expenses (attach schedule) See Statement 5	80,350.				
24	Total operating and administrative expenses. Add lines 13 through 23	1,572,877.	173,587.		171,815.	
25	Contributions, gifts, grants paid Part XV	4,995,300.			4,995,300.	
26	Total expenses and disbursements. Add lines 24 and 25	6,568,177.	173,587.	0.	5,167,115.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-6,615,867.				
b	Net investment income (if negative, enter -0-)		674,575.			
c	Adjusted net income (if negative, enter -0-)			0.		

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

<b>ASSETS</b>	1	Cash – non-interest-bearing	626,580.	782,801.	782,801.
	2	Savings and temporary cash investments		56,110,000.	56,110,000.
	3	Accounts receivable			
		Less: allowance for doubtful accounts	10,622,700.		
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)	6,476,397.		
	b	Investments – corporate stock (attach schedule)	10,834,741.	10,184,378.	11,413,697.
	c	Investments – corporate bonds (attach schedule)	62,123,984.	17,052,028.	17,161,993.
<b>LIABILITIES</b>	11	Investments – land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)	2,500,000.	2,500,000.	2,782,412.
	14	Land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
	15	Other assets (describe ▶ See Statement 6)	592,300.	597,900.	591,900.
	16	<b>Total assets</b> (to be completed by all filers – see instructions. Also, see page 1, item I)	93,776,702.	87,227,107.	88,842,803.
	17	Accounts payable and accrued expenses		66,272.	
	18	Grants payable			
<b>NET FUND ASSETS OR BALANCES</b>	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0.	66,272.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24	Unrestricted			
<b>NET FUND ASSETS OR BALANCES</b>	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	93,776,702.	87,160,835.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see the instructions)	93,776,702.	87,160,835.	
	31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)	93,776,702.	87,227,107.	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	93,776,702.
2	Enter amount from Part I, line 27a	2	-6,615,867.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	87,160,835.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	87,160,835.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a ART WORK		P	Various	Various
b SCHED - NEUBERGER BERMAN		P	Various	Various
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,660.		400.	6,260.
b 3,109,526.		3,569,289.	-459,763.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			6,260.
b			-459,763.
c			
d			
e			

2 Capital gain net income or (net capital loss).	[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]		2	-453,503.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	[ If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 ]		3	0.

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	11,010,190.	55,467,548.	0.198498
2007	2,214,261.	28,804,431.	0.076872
2006	1,823,484.	27,701,068.	0.065827
2005	1,954,825.	28,480,344.	0.068638
2004	1,868,924.	29,059,765.	0.064313

2 Total of line 1, column (d)	2	0.474148
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.094830
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	86,095,665.
5 Multiply line 4 by line 3	5	8,164,452.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,746.
7 Add lines 5 and 6	7	8,171,198.
8 Enter qualifying distributions from Part XII, line 4	8	5,167,115.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here. <input type="checkbox"/> and enter 'N/A' on line 1. • Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	13,492.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	13,492.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.		5	13,492.
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009.	6a	30,000.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	30,000.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	16,508.	
11 Enter the amount of line 10 to be. Credited to 2010 estimated tax 16,508. Refunded	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) NY		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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**Part VII-A Statements Regarding Activities Continued**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X	
14	The books are in care of <u>DORI JAFFE</u> Telephone no <u>(212) 265-3115</u> Located at <u>630 FIFTH AVENUE ROOM 2604 NEW YORK NY</u> ZIP + 4 <u>10111</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. <u>N/A</u>		N/A

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b X

If 'Yes' to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 7		200,000.	20,000.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DORI JAFFE HILLMAN FDN., 630 5TH AVE. NEW YORK, NY 10111	40	72,825.	14,565.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NEUBERGER BERMAN 605 THIRD AVE. NEW YORK, NY 10158-3698	INV ADVISORY SERVICE	99,977.
Total number of others receiving over \$50,000 for professional services		0

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1 a	87,150,240.
b Average of monthly cash balances	1 b	256,527.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	87,406,767.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	87,406,767.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,311,102.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	86,095,665.
6 Minimum investment return. Enter 5% of line 5	6	4,304,783.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	4,304,783.
2a Tax on investment income for 2009 from Part VI, line 5	2 a	13,492.	
b Income tax for 2009 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b	2 c	13,492.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	4,291,291.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	4,291,291.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	4,291,291.	

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	5,167,115.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,167,115.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,167,115.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				4,291,291.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	448,800.			
b From 2005	610,324.			
c From 2006	509,493.			
d From 2007	841,133.			
e From 2008	9,612,433.			
f Total of lines 3a through e	12,022,183.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ \$ 5,167,115.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				4,291,291.
e Remaining amount distributed out of corpus	875,824.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	12,898,007.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	448,800.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	12,449,207.			
10 Analysis of line 9.				
a Excess from 2005	610,324.			
b Excess from 2006	509,493.			
c Excess from 2007	841,133.			
d Excess from 2008	9,612,433.			
e Excess from 2009	875,824.			



**Part XV** Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 8				
Total			▶ 3a	4,995,300.
b Approved for future payment				
Total			▶ 3b	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	453,034.	
4 Dividends and interest from securities			14	395,128.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				-442,349.	-453,503.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				405,813.	-453,503.
13 Total. Add line 12, columns (b), (d), and (e)				13	-47,690.

(See worksheet in the instructions for line 13 to verify calculations)

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

[illegible]



## THE RITA AND ALEX HILLMAN FOUNDATION

13-2560546

**Statement 1**  
**Form 990-PF, Part I, Line 16a**  
**Legal Fees**

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	\$ 54,701. \$ 54,701.	\$ 0.	\$ 0.	\$ 0.

**Statement 2**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	\$ 29,000. \$ 29,000.	\$ 14,500. \$ 14,500.	\$ 0.	\$ 0.

**Statement 3**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CURATORIAL SERVICES	\$ 152,875.			\$ 152,875.
IA FEES	154,561.	\$ 154,561.		
STRAT PLAN	18,940.			18,940.
Total	\$ 326,376.	\$ 154,561.	\$ 0.	\$ 171,815.

**Statement 4**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX	\$ 687,007.			
FOREIGN TAX	4,526.	\$ 4,526.		
Total	\$ 691,533.	\$ 4,526.	\$ 0.	\$ 0.

**Statement 5**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses	(b) Net Investment	(c) Adjusted	(d) Charitable
Total	\$ 0.	\$ 0.	\$ 0.	\$ 0.

## THE RITA AND ALEX HILLMAN FOUNDATION

13-2560546

Statement 6  
Form 990-PF, Part II, Line 15  
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
MISCELLANEOUS	\$ 6,000.	\$ 591,900.
PAINTINGS & SCULPTURES EXHIBITED	591,900.	
Total	<u>\$ 597,900.</u>	<u>\$ 591,900.</u>

Statement 7  
Form 990-PF, Part VIII, Line 1  
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contribution to EBP &amp; DC</u>	<u>Expense Account/ Other</u>
WILLIAM GRIFFIN ONE STATE STREET STE. 1740 HARTFORD, CT 06103	Director 1.00	\$ 0.	\$ 0.	\$ 0.
AHRIN MISHAN 162 CARLTON AVE. APT. 2 BROOKLYN, NY 11205	Director 40.00	200,000.	20,000.	0.
JAMES MARCUS 720 PARK AVENUE NEW YORK, NY 10021	President 1.00	0.	0.	0.
PAUL GARFINKLE 2001 SO. EAST SAILFISH PT BLVD STUART, FL 34996	Director 1.00	0.	0.	0.
DR. POLLY BEERE BOX 298 LAHASKA, PA 18931	Director 1.00	0.	0.	0.
HENRY CHRISTENSEN III MC DERMOTT ET AL 340 MADISN AV NEW YORK, NY 10173	Treasurer/SECY 1.00	0.	0.	0.
RAYMOND J. MCGUIRE 145 CENTRAL PARK WEST NEW YORK, NY 10023	Director 1.00	0.	0.	0.
Total		<u>\$ 200,000.</u>	<u>\$ 20,000.</u>	<u>\$ 0.</u>



## THE RITA AND ALEX HILLMAN FOUNDATION

13-2560546

**Statement 8**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
AMERICAN FRIENDS OF THE ISRAEL MUSEUM ,	NO INDIVIDUALS, PUBLIC		EDUCATION, ARTS,	\$ 23,000.
BROOKLYN ACADEMY OF MUSIC ,	NO INDIVIDUALS, PUBLIC		EDUCATION, ARTS	1,579,000.
BETH ISRAEL SCHOOL OF NURSING ,	NO INDIVIDUALS, PUBLIC		NURSING EDUCATION	322,420.
INTERNATIONAL CENTER OF PHOTOGRAPHY ,	NO INDIVIDUALS, PUBLIC		EDUCATION, ARTS	1,550,000.
LENOX HILL HOSPITAL ,	NO INDIVIDUALS, PUBLIC		NURSING EDUCATION	283,000.
MUSE FILM AND TELEVISION ,	NO INDIVIDUALS, PUBLIC		EDUCATION	10,000.
NYU SCHOOL OF NURSING ,	NO INDIVIDUALS, PUBLIC		NURSING EDUCATION	390,590.
UNIVERSITY OF PENN SCHOOL OF NURSING ,	NO INDIVIDUALS, PUBLIC		NURSING EDUCATION	807,790.
UNIVERSITY OF DALLAS ,	NO INDIVIDUALS, PUBLIC		EDUCATION	10,000.
METROPOLITAN MUSEUM OF ART ,	NO INDIVIDUALS, PUBLIC		EDUCATION	10,000.
MUSEUM OF MODERN ART ,	NO INDIVIDUALS, PUBLIC		EDUCATION	2,500.
LINCOLN CENTER THEATRE ,	NO INDIVIDUALS, PUBLIC		EDUCATION	4,000.
NY INTL CHILDREN'S FILM FESTIVAL ,	NO INDIVIDUALS, PUBLIC		EDUCATION	2,000.
RIPE TIME ,	NO INDIVIDUALS, PUBLIC		EDUCATION	1,000.
Total				\$ <u>4,995,300.</u>

Acct #: 550-0072 Phone #

1/19/2010 Foundation Cash NonTaxable Domestic NY 1A Fee=Y DISC/CMN=N FI Acct=N Capital Appreciation IPO=N DOB=

## Capital Gains

THE RITA AND ALEX HILLMAN FOUNDATION  
630 FIFTH AVENUE - STE 2604  
NEW YORK NY 10111-2693

Description	Totals
Short Term Gain/Loss	-43,999.54
Long Term Gain/Loss	-415,763.78
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	-459,763.32
Adjusted Basis	3,569,289.96
Proceeds	3,109,526.64
Total Curr Gain/Loss	0.00

## EQUITIES

Purchase Date	Class Date	No. of Shares	Orig Date	Symbl	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
03/26/2008	03/09/2008	400.00	0.00	ADI	ANALOG	28.255	18.556	11,302.10	7,463.07	ST	-3,839.03	0.00	11,302.10	0.00	0.00
09/04/2008	03/09/2009	1,700.00	0.00	ADI	DEVICES INC	26.292	18.656	44,686.71	31,718.33	ST	-12,978.68	0.00	44,686.71	0.00	0.00
10/08/2008	03/16/2009	1,500.00	0.00	MET	DEVICES INC	30.555	20.340	45,832.44	30,509.85	ST	-15,322.59	0.00	45,832.44	0.00	0.00
07/24/2008	03/16/2009	1,800.00	0.00	MET	METLIFE INC	53.519	20.340	96,333.89	36,611.81	ST	-59,722.08	0.00	96,333.89	0.00	0.00
07/31/2008	04/03/2009	300.00	0.00	DD	METLIFE INC	43.991	25.512	13,187.41	7,653.51	ST	-5,543.90	0.00	13,187.41	0.00	0.00
05/20/2008	04/13/2009	1,600.00	0.00	WFC	E I DU PONT DE NEMOURS & CO	27.702	19.212	44,322.86	30,758.42	ST	-13,584.44	0.00	44,322.86	0.00	0.00
10/17/2008	04/15/2009	1,300.00	0.00	JWN	WELLS FARGO & CO-NEW	16.787	20.481	21,823.67	26,625.01	ST	4,801.34	0.00	21,823.67	0.00	0.00
10/13/2008	05/05/2009	1,900.00	0.00	PEP	NORSTROM INC	60.166	49.501	114,316.35	94,049.71	ST	-20,266.64	0.00	114,316.35	0.00	0.00
11/03/2008	05/05/2009	300.00	0.00	PEP	PEPSICO INC	57.450	49.501	17,246.91	14,849.96	ST	-2,396.95	0.00	17,246.91	0.00	0.00

09/10/2008	05/12/2009	200.00	0.00	UTX	UNITED TECHNOLOGIE S CORP	63 855	52,823	12,771.08	10,564.40	ST	-2,206.68	0.00	12,771.08	0.00	0.00
07/31/2008	06/25/2009	2,500.00	0.00	DD	EDU PONT DE NEIMOURS & CO	43 991	25 243	109,978.45	63,105.62	ST	-46,872.83	0.00	109,978.45	0.00	0.00
11/26/2008	06/25/2009	1,200.00	0.00	DD	EDU PONT DE NEIMOURS & CO	24,156	25 243	28,987.32	30,290.70	ST	1,303.38	0.00	28,987.32	0.00	0.00
03/16/2009	07/16/2009	3,500.00	0.00	WAG	WALGREEN CO	23 914	29 307	83,698.65	102,572.00	ST	18,873.35	0.00	83,698.65	0.00	0.00
03/31/2009	07/12/2009	2,000.00	0.00	PG	PROCTER & GAMBLE CO	47,365	65 234	94,730.60	110,464.76	ST	15,734.16	0.00	94,730.60	0.00	0.00
10/17/2008	07/28/2009	4,600.00	0.00	JWN	NORDSTROM INC	16,787	25 763	77,222.23	118,507.67	ST	41,285.44	0.00	77,222.23	0.00	0.00
04/22/2009	07/31/2009	2,600.00	0.00	BA	BOEING CO	37,468	42 974	97,417.73	111,729.00	ST	14,311.27	0.00	97,417.73	0.00	0.00
10/13/2008	08/04/2009	1,000.00	0.00	TMO	THERMO FISHER	44 087	45 559	44,086.80	45,558.33	ST	1,471.53	0.00	44,086.80	0.00	0.00
03/18/2009	08/05/2009	300.00	0.00	UNP	SCIENTIFIC INC UNION PACIFIC CORP	39,591	59 715	11,877.18	17,914.06	ST	6,036.88	0.00	11,877.18	0.00	0.00
09/16/2008	08/21/2009	100.00	0.00	UTX	UNITED TECHNOLOGIE S CORP	63,091	57 911	6,309.10	5,790.82	ST	-518.18	0.00	6,309.10	0.00	0.00
09/10/2008	08/21/2009	1,800.00	0.00	UTX	UNITED TECHNOLOGIE S CORP	63 855	57 911	121,325.28	110,027.50	ST	-11,297.78	0.00	121,325.28	0.00	0.00
05/07/2009	09/10/2009	1,200.00	0.00	MON	MONSANTO CO	85,272	78 395	102,326.89	94,071.81	ST	-8,255.08	0.00	102,326.89	0.00	0.00
04/13/2008	10/16/2008	700.00	0.00	ITT	ITT INDUSTRIES INC	39,459	54 025	27,621.11	37,816.67	ST	10,195.56	0.00	27,621.11	0.00	0.00
12/06/2008	10/16/2009	2,200.00	0.00	ITT	ITT INDUSTRIES INC	41 913	54,025	92,208.05	118,852.38	ST	26,644.33	0.00	92,208.05	0.00	0.00
06/25/2008	10/26/2009	1,600.00	0.00	MON	MONSANTO CO	75,405	72,003	120,648.21	115,201.81	ST	-5,446.40	0.00	120,648.21	0.00	0.00
12/09/2008	11/16/2009	700.00	0.00	NSRGY	NESTLE SA-SPONSOR ED AOR REPSTG REGD ORD (SF 10 PAR)	35 340	47,377	24,738.04	33,162.75	ST	8,424.71	0.00	24,738.04	0.00	0.00
10/21/2008	12/29/2009	1,400.00	0.00	ATI	ALLEGHENY TECHNOLOGIE S INC	36 246	44 938	49,347.10	62,911.20	ST	13,564.10	0.00	49,347.10	0.00	0.00
08/21/2009	12/29/2009	100.00	0.00	ATI	ALLEGHENY TECHNOLOGIE S INC	28 880	44 938	2,887.99	4,493.66	ST	1,605.67	0.00	2,887.99	0.00	0.00
ST-TERM		38,600.00						1,517,254.15	1,473,254.61	ST	-43,999.54	0.00	1,517,254.15	0.00	0.00
TOTAL															

10/12/2005	01/02/2009	2,900.00	0.00	ABB LTD SPONSORED ADR	7 310	15.194	21,488.42	44,063.06	LT	0.00	22,573.64	21,408.42	0.00	0.00
02/13/2007	01/21/2009	20.00	0.00	SUNCOR ENERGY INC	36 788	18.872	735.76	377.44	LT	0.00	-358.32	735.76	0.00	0.00
02/07/2005	01/21/2009	2,100.00	0.00	SUNCOR ENERGY INC	16 650	18.872	35,122.40	39,631.88	LT	0.00	4,509.28	35,122.40	0.00	0.00
02/13/2007	01/21/2009	790.00	0.00	SUNCOR ENERGY INC	36 788	18.872	28,894.44	14,720.34	LT	0.00	-13,974.10	28,894.44	0.00	0.00
05/16/2007	01/23/2009	1,200.00	0.00	ANADARKO PETROLEUM CORP	47 230	37.265	56,676.24	44,718.10	LT	0.00	-11,958.14	56,676.24	0.00	0.00
07/27/2006	02/03/2009	1,400.00	0.00	ADI DEVICES INC	31 534	21.882	44,147.88	30,633.20	LT	0.00	-13,515.68	44,147.88	0.00	0.00
10/27/2006	02/05/2009	1,000.00	0.00	ADI DEVICES INC	31 166	21.882	31,166.60	21,882.28	LT	0.00	-9,284.32	31,166.60	0.00	0.00
01/16/2008	02/06/2009	2,900.00	0.00	JWM NORDSTROM INC	30 223	14.006	87,646.12	40,617.31	LT	0.00	-47,028.81	87,646.12	0.00	0.00
01/18/2008	02/06/2009	600.00	0.00	JWM NORDSTROM INC	30 111	14.006	24,088.88	11,204.78	LT	0.00	-12,884.10	24,088.88	0.00	0.00
10/27/2006	03/09/2009	1,700.00	0.00	ADI DEVICES INC	31 166	18.658	52,981.52	31,718.03	LT	0.00	-21,263.49	52,981.52	0.00	0.00
12/20/2007	03/09/2009	500.00	0.00	ADI DEVICES INC	31 541	18.658	15,770.40	9,328.83	LT	0.00	-6,441.57	15,770.40	0.00	0.00
11/05/2007	03/10/2009	2,200.00	0.00	KFT KRAFT FOODS INC CL A	33 183	21.446	73,001.72	47,180.71	LT	0.00	-25,821.01	73,001.72	0.00	0.00
02/06/2008	03/16/2009	1,000.00	0.00	MET METLIFE INC	57 826	20.340	57,926.10	20,339.89	LT	0.00	-37,586.21	57,926.10	0.00	0.00
01/31/2008	03/16/2009	900.00	0.00	MET METLIFE INC	57 802	20.340	52,021.98	18,305.90	LT	0.00	-33,716.08	52,021.98	0.00	0.00
11/05/2007	03/31/2009	2,000.00	0.00	KFT KRAFT FOODS INC CL A	33 183	22.082	66,365.20	44,163.77	LT	0.00	-22,201.43	66,365.20	0.00	0.00
10/12/2005	04/02/2009	1,800.00	0.00	ABB LTD SPONSORED ADR	7 310	14.810	13,337.64	26,657.13	LT	0.00	13,319.48	13,337.64	0.00	0.00
12/19/2007	04/03/2009	3,700.00	0.00	DD EIDU PONT DE MEMOIRS & CO	42 685	25.512	157,970.39	94,393.23	LT	0.00	-63,577.16	157,970.39	0.00	0.00
11/05/2007	04/03/2009	800.00	0.00	KFT KRAFT FOODS INC CL A	33 183	22.773	25,546.08	18,218.62	LT	0.00	-7,327.46	25,546.08	0.00	0.00
12/18/2007	04/03/2009	1,200.00	0.00	KFT KRAFT FOODS INC CL A	32 739	22.773	39,286.44	27,327.92	LT	0.00	-11,958.52	39,286.44	0.00	0.00
11/09/2007	04/03/2009	2,100.00	0.00	KFT KRAFT FOODS INC CL A	33,012	22.773	69,325.83	47,823.87	LT	0.00	-21,501.96	69,325.83	0.00	0.00
01/14/2008	04/13/2009	400.00	0.00	JPM CHASE & CO	41 233	32.516	16,493.16	13,005.96	LT	0.00	-3,487.20	16,493.16	0.00	0.00
12/21/2007	04/13/2009	1,600.00	0.00	JPM CHASE & CO	43 800	32.516	70,079.52	52,023.82	LT	0.00	-18,055.70	70,079.52	0.00	0.00
03/16/2006	04/13/2009	1,600.00	0.00	MSFT MICROSOFT CORP	27,384	19.668	43,814.88	31,468.63	LT	0.00	-12,346.25	43,814.88	0.00	0.00
04/13/2004	04/13/2009	1,200.00	0.00	MSFT MICROSOFT CORP	25 594	19.668	30,892.92	23,601.47	LT	0.00	-7,291.45	30,892.92	0.00	0.00

05/08/2006	04/13/2008	1,800.00	0.00	MSFT	23 578	19 668	42,440.58	35,402.20	LT	0.00	-7,038.38	42,440.58	0.00	0.00
				MICROSOFT CORP										
04/08/2005	04/13/2009	500.00	0.00	MSFT	25 029	19 668	12,564.65	9,833.95	LT	0.00	-2,730.70	12,564.65	0.00	0.00
				MICROSOFT CORP										
02/02/2005	04/13/2009	200.00	0.00	MSFT	26 343	19 668	5,303.54	3,933.58	LT	0.00	-1,369.96	5,303.54	0.00	0.00
				MICROSOFT CORP										
10/12/2005	04/13/2009	400.00	0.00	MSFT	24 408	19 668	9,803.20	7,867.16	LT	0.00	-1,936.04	9,803.20	0.00	0.00
				MICROSOFT CORP										
06/27/2007	04/13/2009	500.00	0.00	WFC	34 950	19 212	17,475.00	9,605.76	LT	0.00	-7,869.24	17,475.00	0.00	0.00
				WELLS FARGO & CO-NEW										
03/07/2007	04/13/2009	1,800.00	0.00	WFC	34 500	19 212	62,100.00	34,580.73	LT	0.00	-27,519.27	62,100.00	0.00	0.00
				WELLS FARGO & CO-NEW										
01/18/2008	04/15/2009	1,100.00	0.00	JWN	30 111	20 481	33,122.21	22,528.86	LT	0.00	-10,593.35	33,122.21	0.00	0.00
				NORSTROM INC										
03/07/2007	04/15/2009	300.00	0.00	PX	60 528	69 185	18,158.73	20,754.93	LT	0.00	2,596.20	18,158.73	0.00	0.00
				PRAXAIR INC										
10/12/2006	05/05/2009	1,700.00	0.00	ABB	7 310	15 727	12,596.66	26,735.78	LT	0.00	14,139.12	12,596.66	0.00	0.00
				ABB LTD SPONSORED										
05/16/2007	05/05/2009	800.00	0.00	APC	47 230	46 290	37,784.16	37,031.32	LT	0.00	-752.84	37,784.16	0.00	0.00
				ANADARKO PETROLEUM CORP										
06/27/2007	05/05/2009	300.00	0.00	PEP	64 533	49 501	19,359.89	14,849.95	LT	0.00	-4,510.04	19,359.89	0.00	0.00
				PEPSICO INC										
05/04/2006	05/05/2009	1,300.00	0.00	PEP	58 808	49 501	76,447.67	64,349.80	LT	0.00	-12,097.87	76,447.67	0.00	0.00
				PEPSICO INC										
03/07/2007	05/07/2009	400.00	0.00	PX	60 529	72 859	24,211.64	29,142.81	LT	0.00	4,931.17	24,211.64	0.00	0.00
				PRAXAIR INC										
02/28/2006	05/12/2009	700.00	0.00	CSCO	18 878	18 750	13,984.39	13,124.66	LT	0.00	-859.73	13,984.39	0.00	0.00
				CISCO SYSTEMS INC										
10/28/2002	06/02/2009	777.00	0.00	PG	28 327	53 618	22,787.08	41,660.23	LT	0.00	18,873.17	22,787.08	0.00	0.00
				PROCTER & GAMBLE CO										
05/04/2006	06/02/2009	323.00	0.00	PG	55 908	53 618	18,058.32	17,318.21	LT	0.00	-740.11	18,058.32	0.00	0.00
				PROCTER & GAMBLE CO										
05/02/2007	06/02/2009	300.00	0.00	PG	62 586	53 618	18,775.89	16,085.03	LT	0.00	-2,690.86	18,775.89	0.00	0.00
				PROCTER & GAMBLE CO										
01/23/2008	06/02/2009	700.00	0.00	TIF	37 980	31 056	26,582.72	21,738.36	LT	0.00	-4,844.36	26,582.72	0.00	0.00
				TIFFANY & CO NEW										
01/18/2005	06/09/2009	1,200.00	0.00	ORCL	13 512	20 977	16,394.04	25,171.25	LT	0.00	8,777.21	16,394.04	0.00	0.00
				ORACLE CORP										
11/23/2005	06/09/2009	1,100.00	0.00	ORCL	12 464	20 977	13,820.73	23,073.64	LT	0.00	9,252.91	13,820.73	0.00	0.00
				ORACLE CORP										
06/27/2007	06/09/2009	200.00	0.00	PG	61 335	52 541	12,266.94	10,507.93	LT	0.00	-1,759.01	12,266.94	0.00	0.00
				PROCTER & GAMBLE CO										
05/02/2007	06/09/2009	200.00	0.00	PG	62 586	52 541	12,517.26	10,507.94	LT	0.00	-2,009.32	12,517.26	0.00	0.00
				PROCTER & GAMBLE CO										
11/17/2005	08/04/2009	100.00	0.00	TMO	30 070	45 559	3,016.98	4,555.83	LT	0.00	1,538.85	3,016.98	0.00	0.00
				THERMO FISHER										
08/20/2006	08/05/2009	300.00	0.00	CSCO	21 856	22 242	6,486.80	6,872.55	LT	0.00	175.75	6,486.80	0.00	0.00
				SCIENTIFIC INC SYSTEMS INC										

05/22/2007	08/05/2009	500.00	0.00	CSCO	26.378	22.242	13,189.05	11,120.91	LT	0.00	-2,068.14	13,189.05	0.00	0.00
				SYSTEMS INC										
04/04/2007	08/05/2009	1,400.00	0.00	CSCO	25.991	22.242	36,386.70	31,138.56	LT	0.00	-5,248.14	36,386.70	0.00	0.00
				SYSTEMS INC										
08/05/2008	08/21/2009	700.00	0.00	ANADARKO	53.503	61.589	37,514.76	43,110.95	LT	0.00	5,596.19	37,514.76	0.00	0.00
				PETROLEUM										
				CORP										
05/16/2007	08/21/2009	200.00	0.00	ANADARKO	47.230	61.589	9,446.04	12,317.41	LT	0.00	2,871.37	9,446.04	0.00	0.00
				PETROLEUM										
				CORP										
07/18/2007	10/05/2009	1,000.00	0.00	MDT	52.262	35.748	52,262.00	35,746.91	LT	0.00	-16,515.09	52,262.00	0.00	0.00
				MEDTRONIC										
03/29/2007	10/05/2009	200.00	0.00	MDT	48.908	35.748	9,781.58	7,149.38	LT	0.00	-2,632.20	9,781.58	0.00	0.00
				MEDTRONIC										
03/07/2007	10/08/2009	300.00	0.00	MDT	49.573	35.748	14,872.02	10,724.07	LT	0.00	-4,147.95	14,872.02	0.00	0.00
				MEDTRONIC										
03/24/2008	10/05/2009	700.00	0.00	MDT	48.424	35.748	33,897.08	25,022.84	LT	0.00	-8,874.24	33,897.08	0.00	0.00
				MEDTRONIC										
05/04/2006	10/05/2009	1,900.00	0.00	MDT	49.519	35.748	92,185.72	67,919.13	LT	0.00	-24,266.59	92,185.72	0.00	0.00
				MEDTRONIC										
10/19/2007	10/06/2009	800.00	0.00	MDT	47.733	35.748	38,186.64	28,597.53	LT	0.00	-9,589.11	38,186.64	0.00	0.00
				MEDTRONIC										
11/10/2008	12/02/2009	500.00	0.00	ACL	88.213	157.669	44,106.29	78,732.71	LT	0.00	34,626.42	44,106.29	0.00	0.00
				ALCON INC										
10/28/2008	12/01/2009	200.00	0.00	TMO	34.684	48.506	6,838.78	9,700.88	LT	0.00	2,762.10	6,838.78	0.00	0.00
				THERMO										
				FSHER										
10/30/2008	12/10/2009	300.00	0.00	TMO	38.702	48.506	11,610.47	14,551.32	LT	0.00	2,940.85	11,610.47	0.00	0.00
				SCIENTIFIC INC										
				THERMO										
				FSHER										
				SCIENTIFIC INC										
LT - TERM		51,500.00					2,052,039.81	1,636,272.03	LT	0.00	-415,763.78	2,052,039.81	0.00	0.00
TOTAL														
SECTION		100,100.00					3,568,289.96	3,108,526.64			-415,763.78	3,568,289.96	0.00	0.00
TOTAL														

## Indicators

- ST - Short Term  
 LT - Long Term  
 WO - Written Option  
 SS - Short Sale  
 P - Purchase includes option premium  
 S - Sale includes option premium

STATE OF NEW YORK

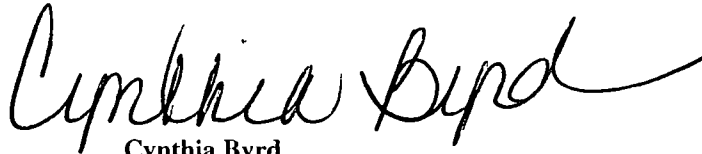
County of New York, s:

THE ANNUAL RETURN  
OF THE RITA & ALEX  
HILLMAN FOUNDATION  
for the calendar year end-  
ed December 31, 2009 is  
available at its principal  
office located at 630 Fifth  
Avenue, New York, NY  
10111 for inspection during  
regular business hours by  
any citizen who requests it  
within 180 days hereof.  
Principal Manager of the  
Foundation is Henry  
Christensen III.  
1465280 a29

Jennifer Hannafey, being duly sworn, says that she is the  
PRINCIPAL CLERK of the Publisher of the **NEW YORK LAW  
JOURNAL**, a Daily Newspaper; that the Advertisement hereto  
annexed has been published in the said **NEW YORK LAW  
JOURNAL** one time on the 29th day of April, 2010.

TO WIT : APRIL 29, 2010

SWORN BEFORE ME, this 29th day  
Of April, 2010.



Cynthia Byrd  
Notary Public, State of New York  
No. 01BY6056945  
Qualified in Kings County  
Commission Expires April 09, 2011