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

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

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

Name of foundation
The J. Robert & Barbara A. Hillier Foundation Inc

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
2846 River Road

City or town, state, and ZIP code
New Hope, PA 18938

A Employer identification number 22-3695705

B Telephone number (see page 10 of the instructions) 215-862-9401

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 [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,051,968.00

J Accounting method [X] 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 page 11 of 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 (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	586.71	586.71		
	4 Dividends and interest from securities	33,417.98	33,417.98		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,011.28			
	b Gross sales price for all assets on line 6a 454,645.74				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	32,993.41	34,004.69		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,170.00	1,585.00		1,585.00
	c Other professional fees (attach schedule)	9,710.53	9,710.53		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	18,000.00	18,000.00		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	30,880.53	29,295.53		1,585.00
	25 Contributions, gifts, grants paid	293,019.59			293,019.59
	26 **Total expenses and disbursements.** Add lines 24 and 25	323,900.12	29,295.53		294,604.59
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-290,906.71			
	b **Net investment income** (if negative, enter -0-)		4,709.16		
	c **Adjusted net income** (if negative, enter -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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	162,579.00	43,903.31	43,903.31
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
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)	352,101.40	243,684.17	267,666.73
b Investments - corporate stock (attach schedule)	534,699.46	426,717.39	481,393.13
c Investments - corporate bonds (attach schedule)	108,620.00	120,538.28	127,214.91
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)	117,668.14	149,918.14	131,789.92
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,275,668.00	984,761.29	1,051,968.00
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	1,275,668.00	984,761.29	
30 **Total net assets or fund balances** (see page 17 of the instructions)	1,275,668.00	984,761.29	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,275,668.00	984,761.29	

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	1,275,668.00
2 Enter amount from Part I, line 27a	2	-290,906.71
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	984,761.29
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	984,761.29

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr)
1a	See Attached Schedule		Various	Various
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	454,645.74		455,657.02	-1,011.28
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-1,011.28
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** -1,011.28

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 pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8. . . . . **3**

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	94,467.00	1,407,112.00	0.0671
2007	114,637.00	639,379.00	0.1793
2006	114,691.00	635,601.00	0.1804
2005	45,400.00	669,075.00	0.0679
2004	86,993.00	704,888.00	0.1234

2	**Total** of line 1, column (d)	2	0.6181
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	0.1236
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,068,128.22
5	Multiply line 4 by line 3	5	132,020.65
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	47.09
7	Add lines 5 and 6	7	132,067.74
8	Enter qualifying distributions from Part XII, line 4	8	294,604.59

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ___________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	47.09
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	47.09
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	47.09
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 1,101.00		
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	1,101.00
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,053.91
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 1,053.91 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Pennsylvania			
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*	8b	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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ J. Robert Hillier Telephone no ▶ 215-86-9401

Located at ▶ 2846 River Road, New Hope, PA ZIP + 4 ▶ 18938

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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 page 22 of the 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 page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ ☐

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

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
J. Robert Hillier 2846 River Rd, New Hope, PA	President, Treasurer & Trustee 1	0.00	0.00	0.00
Barbara A. Hillier 2846 River Rd, New Hope, PA	Vice-President, Secretary & Trustee 1	0.00	0.00	0.00
Conrad L. Drucker Mercadian CPA's Bx 7648 Princeton, NJ	Trustee 1	0.00	0.00	0.00

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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
NONE				

Total number of other employees paid over $50,000 . . . . . ▶

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

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

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	994,466.68
b	Average of monthly cash balances	1b	89,927.45
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,084,394.13
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,084,394.13
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	16,265.91
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,068,128.22
6	**Minimum investment return.** Enter 5% of line 5	6	53,406.41

Part XI **Distributable Amount** (see page 25 of the 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	53,406.41
2a	Tax on investment income for 2009 from Part VI, line 5	2a	47.09		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	47.09
3	Distributable amount before adjustments Subtract line 2c from line 1			3	53,359.32
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	53,359.32
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	53,359.32

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	294,604.59
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	294,604.59
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 page 26 of the instructions)	5	47.09
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	294,557.50

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				53,359.32
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only				
b	Total for prior years 20____,20____,20____				
3	Excess distributions carryover, if any, to 2009				
a	From 2004 ... 25,873.00				
b	From 2005 ... 52,763.00				
c	From 2006 ... 12,427.00				
d	From 2007 ... 83,529.00				
e	From 2008 ... 83,822.00				
f	**Total** of lines 3a through e	258,414.00			
4	Qualifying distributions for 2009 from Part XII, line 4. ▶ $ 294,604.59				
a	Applied to 2008, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2009 distributable amount				53,359.32
e	Remaining amount distributed out of corpus	241,245.27			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	499,659.27			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	25,873.00			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	473,786.27			
10	Analysis of line 9				
a	Excess from 2005 ... 52,763.00				
b	Excess from 2006 ... 12,427.00				
c	Excess from 2007 ... 83,529.00				
d	Excess from 2008 ... 83,822.00				
e	Excess from 2009 ... 241,245.27				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test - enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

J. Robert Hillier & Barbara A. Hillier

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Schedule				293,019.59
Total . . . . . . ▶ **3a**				293,019.59
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 page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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	586.71	
4 Dividends and interest from securities			14	33,417.98	
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					
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)				34,004.69	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 34,004.69

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Signature of officer or trustee   8/2/10 Date   ▶ President Title

Paid Preparer's Use Only

Preparer's signature ▶	Date 5/13/2010	Check if self-employed ▶ ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00294289
Firm's name (or yours if self-employed), address, and ZIP code ▶	Hershey Trust Company One West Chocolate Ave, Suite 200 Hershey, PA 17033	EIN ▶ 23-0692150	Phone no 717-520-5667

JSA
9E1493 1 000

The J. Robert & Barbara A. Hillier Foundation
Statement attached to and made part of Form 990PF
For calendar year 2009

EIN # 22-3695705

Part XV, Line 3a Grants and Contributions Paid Dunng the Year

Recipient	*Relationship*	*Status*	*Purpose*	*Amount*
Princeton Regional Schools 25 Valley Road Princeton, NJ 08540		Public	Educational	1,000 00
NJ Institute of Technology 323 Martin Luther King Jr Blvd Newark, NJ 07102		Public	Educational	14,000.00
Princeton Young Achievers 25 Valley Road Princeton, NJ 08540		Public	Educational	250.00
The Peddie School South Main Street Hightstown, NJ 08520		Public	Educational	25,000 00
Princeton University PO Box 5357 Pnnceton, NJ 08543-5357		Public	Educational	200,019 59
Temple Judea of Bucks County 300 E Swamp Road Doylestown, PA 18901		Public	Religious	20,000.00
Solebury School 6832 Phillips Mill Road New Hope, PA 18938-9682		Public	Educational	20,000 00
University Medical Center at Pnnceton 253 Witherspoon Street Princeton, NJ 08540		Public	Charitable	2,750.00
Princeton Day School PO Box 75, The Great Road Princeton, NJ 08542		Public	Educational	10,000 00
Total				293,019.59

The J. Robert & Barbara A Hillier Foundation
Statement attached to and made part of Form 990PF
For calendar year 2009

EIN # 22-3695705

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

Asset	How Acquired	Date Acquired	Date Sold	Sales Price	Cost	Gain or Loss
400 Altera Corporation	P	2/10/2009	12/22/2009	9,118 13	5,155 69	3,962 44
500 Altera Corporation	P	2/10/2009	5/15/2009	7,629 80	8,195 00	(565 20)
200 Genesee & Wyoming Inc CL A	P	1/29/2009	12/7/2009	6,711 83	5,608 00	1,103 83
600 American Capital Ltd	P	1/16/2008	5/15/2009	1,889 95	18,594 00	(16,704 05)
400 American Eagle Outfitters Inc	P	1/11/2008	5/15/2009	5,599 85	7,168 40	(1,568 55)
157 American States Water Co	P	1/11/2008	7/30/2009	5,758 61	5,941 19	(182 58)
43 American States Water Co	P	1/11/2008	7/28/2009	1,569 89	1,627 21	(57 32)
10,000 Bank of America 3 375% 02/17/09	P	8/6/2004	2/17/2009	10,000 00	9,808 00	192 00
20,000 Bank of America 3 375% 02/17/09	P	11/23/2005	2/17/2009	20,000 00	19,086 00	914 00
100 Church & Dwight Co Inc	P	1/14/2008	5/15/2009	5,293 86	2,128 00	3,165 86
700 Eastern Company (The)	P	1/11/2008	5/15/2009	9,071 76	11,928 00	(2,856 24)
300 Eastern Company (The)	P	1/14/2008	5/15/2009	3,887 90	5,109 00	(1,221 10)
800 Empire District Electric Co Inc	P	1/17/2008	5/18/2009	12,007 69	17,792 00	(5,784 31)
100 Family Dollar Stores Inc	P	1/2/2008	5/15/2009	3,061 92	2,123 12	938 80
50,000 FHLB 4 900% 01/28/16	P	1/11/2008	2/3/2009	50,000 00	50,000 00	0 00
40,000 FNMA 4 040% 02/14/14	P	2/13/2008	8/14/2009	40,000 00	40,000 00	0 00
50,000 FNMA 4 250% 02/11/15	P	2/8/2008	2/11/2009	50,000 00	50,000 00	0 00
50,000 FNMA Step-up 5 000% 04/10/23	P	3/27/2008	4/10/2009	50,000 00	50,000 00	0 00
100 Genesee & Wyoming Inc CL A	P	10/29/2007	5/15/2009	2,627 93	2,897 98	(270 05)
200 Genesee & Wyoming Inc CL A	P	10/29/2007	12/7/2009	6,711 83	5,795 96	915 87
100 Genesee & Wyoming Inc CL A	P	1/2/2008	12/7/2009	3,355 91	2,414 00	941 91
600 Gentex Corp	P	1/18/2008	5/15/2009	6,647 82	9,309 00	(2,661 18)
600 Gentex Corp	P	1/18/2008	10/26/2009	10,387 35	9,309 00	1,078 35
300 Graco Inc	P	1/17/2008	5/15/2009	6,794 82	10,062 00	(3,267 18)
800 Horace Mann Educators Corporation	P	1/18/2008	5/15/2009	7,161 81	13,552 00	(6,390 19)
500 Intel Corp	P	1/16/2008	5/15/2009	7,579 80	10,010 00	(2,430 20)
300 Johnson & Johnson	P	10/12/2000	5/15/2009	16,544 57	115 83	16,428 74
40 Monsanto Company	P	10/27/2005	10/29/2009	2,794 42	1,173 60	1,620 82
300 Paychex Inc	P	1/17/2008	5/15/2009	8,090 79	9,927 00	(1,836 21)
15,000 Pfizer Inc 3 300% 03/02/09	P	3/12/2003	3/2/2009	15,000 00	15,165 00	(165 00)
100 Post Properties Inc	P	9/26/2005	5/15/2009	1,365 96	3,704 00	(2,338 04)
100 Post Properties Inc	P	9/27/2005	5/15/2009	1,365 96	3,671 33	(2,305 37)
100 PowerShares QQQ	P	2/9/2006	5/15/2009	3,373 91	4,114 00	(740 09)
100 PowerShares QQQ	P	2/13/2006	5/15/2009	3,373 91	4,044 00	(670 09)
300 Quality Systems Inc	P	1/23/2008	5/15/2009	16,540 52	8,142 00	8,398 52
800 Technitrol Inc	P	1/14/2008	5/18/2009	2,783 92	19,192 00	(16,408 08)
1,000 Verizon Communications, Inc	P	12/28/2001	5/18/2009	30,019 22	45 85	29,973 37
11 Vulcan Materials Co	P	12/8/2005	5/15/2009	473 64	721 24	(247 60)
200 Wyeth	P	3/8/2000	10/15/2009	10,050 46	12,027 62	(1,977 16)
				454,645 74	455,657 02	(1,011 28)

The J. Robert & Barbara A. Hillier Foundation
Statement attached to and made part of Form 990PF
For calendar year 2009

EIN # 22-3695707

Part 1, Line 16b Accounting fees

MERCADIAN - preparation of 2008 Form 990 PF	1955 00
MERCADIAN - recordkeeping	665 00
MERCADIAN - recordkeeping	550 00
	3,170 00

Part 1, Line 16c Other Professional Service

Hershey Trust Company - investment advisory services	9,710 53

Part 1, Line 19 Taxes

U S Treasury - amount paid with extension request for 2008 Form 990 PF	18000 00

Part 2, Line 10a U S and State Obigations	*Beginning of Year Book Value*	*End of Year Book Value*	*Market Value*
30,000 U S Treas Inflation Indx Nt 1 014% due 4/15/10	29,640 82	29,640 82	34,347 09
25,000 U S Treas Inflation Indx Nt 4 336% due 1/15/11	30,048 31	30,048 31	32,208 15
50,000 U S Treas Inflation Indx Nt 2 173% due 1/15/16	42,412 27	42,412 27	57,507 46
50,000 U S Treas Inflation Indx Nt 1 625% due 1/15/18	0 00	51,689 52	52,820 45
10,000 U S Treas Inflation Indx Nt 2 125% due 1/15/19	0 00	9,893 25	10,677 33
40,000 Fed Natl Mtg Assn 4 04% ue 2/14/14	40,000 00	0 00	0 00
50,000 Fed Natl Mtg Assn 4 25% due 2/11/15	50,000 00	0 00	0 00
50,000 Fed Home Ln Bks 4 90% due 1/28/16	50,000 00	0 00	0 00
20,000 Fed Natl Mtg Assn Step Up 2 50% due 12/30/15	0 00	20,000 00	19,768 75
60,000 Fed Natl Mtg Assn 4 60% due 2/22/17	60,000 00	60,000 00	60,337 50
50,000 Fed Natl Mtg Assn Step Up 5% due 4/10/03	50,000 00	0 00	0 00
	352,101 40	243,684 17	267,666 73

Part 2, Line 10b Corporate Stock

ABM Industries Inc	9,795 35	14,702 45	18,594 00
American Capital Ltd	18,594 00	0 00	0 00
American Eagle Outfitters Inc	17,921 00	10,752 60	10,188 00
American States Water Co	18,921 00	11,352 60	10,623 00
American Water Works Co Inc	0 00	2,931 00	3,361 50
Bard, C R Inc	0 00	7,860 50	7,790 00
Barnes Group Inc	19,841 01	19,841 01	11,830 00
Becton Dickinson & Co	18,002 00	18,002 00	15,772 00
BJ Services Company	9,537 00	9,537 00	5,580 00
Brady Corp Cl A	0 00	13,674 00	18,006 20
Church & Dwight Co Inc	8,512 01	6,384 01	18,135 00
Clorox Company	17,367 86	17,367 86	18,300 00
ConocoPhillips	16,642 99	16,642 99	10,214 00
DENTSPLY International Inc	7,288 00	7,288 00	14,068 00
Eastern Company (The)	17,037 00	0 00	0 00
Empire District Electric Co Inc	17,792 00	0 00	0 00
Family Dollar Stores Inc	10,615 58	8,492 46	11,132 00
First State Bancorp	9,603 00	9,603 00	280 00
Flour Corporation	0 00	12,642 00	13,512 00
Genesee & Wyoming Inc CL A	11,107 94	0 00	0 00
Gentex Corp	18,618 00	0 00	0 00
Graco Inc	16,770 00	6,708 00	5,714 00
Honeywell International Inc	0 00	13,416 00	15,680.00
Horace Mann Educators Corporation	18,634 00	5,082 00	3,750 00
Intel Corp	20,020 00	10,010.00	10,200 00
Johnson & Johnson	231 67	115 84	19,323 00
Johnson Controls Inc	10,281 00	14,362 40	19,068 00
Kaydon Corp	17,656 00	17,656 00	14,304 00
Kimberly-Clark Corp	13,782 00	13,782 00	12,742 00
McCormick & Company Inc	3,793 50	3,793 50	10,839 00
McGraw-Hill Companies Inc	5,639 50	5,639 50	6,702 00
Monsanto Company	1,173 60	0 00	0 00
Oracle Corporation	10,508 18	14,052 18	17,171 00
Owens & Minor Inc	5,617 93	5,617 93	12,879 00
Paychex Inc.	19,854 00	9,927 00	9,192 00
PepsiCo Inc.	9,961 24	9,961 24	12,160 00
Pfizer Inc	15 55	3,466 01	10,859 43
Post Properties Inc	7,375 33	0 00	0 00
PowerShares QQQ	8,158 00	0 00	0 00
Quaker Chemical Corp	7,293 52	12,469 52	16,512 00
Quality Systems Inc	13,570 00	5,428 00	12,560 00
Sensient Technologies Corp	0 00	14,034 00	15,780 00
Smucker (JM) Company	19,294.00	19,294 00	24,700 00
Sonic Corp	19,307 97	19,307 97	9,063 00
STERIS Corp	0 00	8,940 80	8,950 00
Technitrol Inc	19,192 00	0 00	0 00
Tidewater Inc	15,402 02	15,402 02	14,385 00
United Parcel Service Inc - Class B	11,178 00	11,178 00	11,474 00
Verizon Communications, Inc	45 85	0 00	0.00
Vulcan Materials Co	721 24	0 00	0 00
Wyeth	12,027 62	0 00	
	534,699 46	426,717 39	481,393 13

Part 2, Line 10c Corporate Bonds			
30,000 Bk of America 3 375% due 2/17/09	28,894 00	0 00	0 00
15,000 Pfizer Inc 3 30% due 3/2/09	15,165 00	0 00	0 00
20,000 Morgan Stanley 4 25% due 5/15/10	19,827 00	19,827 00	20,245 76
20,000 General Electric Cap 4 00% due 4/15/12	20,000 00	20,000 00	20,237 28
10,000 Golden West Financial Corp 4 75% due 10/1/12	9,912 50	9,912 50	10,440 85
15,000 Emerson Electric Co 4 625% due 10/15/12	14,821 50	14,821 50	15,997 67
30,000 Allstate LF Glb Fn Trs 5 375% due 4/30/13	0 00	29,854 20	32,024 22
7,000 DuPont E I Nemour 4 875% due 4/30/14	0 00	7,242 48	7,466 01
20,000 Wells Fargo Co 5 625% due 12/11/17	0.00	18,880 60	20,803 12
	108,620 00	120,538 28	127,214 91

Part 2, Line 13 Investments, Other			
Vanguard Short Term Inv Grade Fd	0 00	25,000 00	27,265 70
GMO Foreign Fund IV	64,751 53	69,751 53	50,691 60
EuroPacific Growth Fund	52,916 61	55,166 61	53,832 62
	117,668 14	149,918 14	131,789 92