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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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

Name of foundation THE PROSPECT HILL FOUNDATION, INC.		A Employer identification number 13-6075567
Number and street (or P.O. box number if mail is not delivered to street address) 99 PARK AVENUE		B Telephone number (212) 370-1165
City or town, state, and ZIP code NEW YORK, NY 10016		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 58,932,442.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	200.	200.		STATEMENT 1
	4 Dividends and interest from securities	955,315.	955,315.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,124,817.			
	b Gross sales price for all assets on line 6a	2,138,318.			
	7 Capital gain net income (from Part IV, line 2)		2,124,817.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	<30,488.>	<29,888.>		STATEMENT 3	
12 Total. Add lines 1 through 11	3,049,844.	3,050,444.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	229,561.	0.		229,561.
	15 Pension plans, employee benefits	64,852.	0.		64,852.
	16a Legal fees				
	b Accounting fees	27,436.	27,436.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes	<576.>	0.		0.
	19 Depreciation and depletion	6,247.	6,247.		
	20 Occupancy	66,430.	0.		66,430.
	21 Travel, conferences, and meetings	24,862.	0.		24,862.
	22 Printing and publications	1,756.	0.		1,756.
	23 Other expenses	265,034.	200,900.		64,134.
	24 Total operating and administrative expenses. Add lines 13 through 23	685,602.	234,583.		451,595.
	25 Contributions, gifts, grants paid	3,359,056.			3,359,056.
26 Total expenses and disbursements. Add lines 24 and 25	4,044,658.	234,583.		3,810,651.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<994,814.>				
b Net investment income (if negative, enter -0-)		2,815,861.			
c Adjusted net income (if negative, enter -0-)			N/A		

123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

09330121 791240 216850

2011.05020 THE PROSPECT HILL FOUNDATIO 216850_1

Part II Balance Sheets		Beginning of year		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing	9,932.	43,877.	43,877.		
	2 Savings and temporary cash investments	159,147.	588,209.	588,209.		
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
Assets	11 Investments - land, buildings, and equipment basis ▶ 91,937.					
	Less: accumulated depreciation ▶ 60,926.	37,258.	31,011.	31,011.		
	12 Investments - mortgage loans					
	13 Investments - other STMT 7	62,237,813.	58,269,339.	58,269,339.		
	14 Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
	15 Other assets (describe ▶ STATEMENT 8)	2.	6.	6.		
	16 Total assets (to be completed by all filers)	62,444,152.	58,932,442.	58,932,442.		
	Liabilities	17 Accounts payable and accrued expenses				
		18 Grants payable				
19 Deferred revenue						
20 Loans from officers, directors, trustees, and other disqualified persons						
21 Mortgages and other notes payable						
22 Other liabilities (describe ▶)						
23 Total liabilities (add lines 17 through 22)		0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ X					
	24 Unrestricted	62,444,152.	58,932,442.			
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☐					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances	62,444,152.	58,932,442.			
	31 Total liabilities and net assets/fund balances	62,444,152.	58,932,442.			

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	62,444,152.
2 Enter amount from Part I, line 27a	2	<994,814.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	61,449,338.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON PARTNERSHIP ASSETS	5	2,517,496.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	58,931,842.

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,138,318.		13,501.	2,124,817.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,124,817.

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	2,124,817.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	3,526,603.	55,027,987.	.064087
2009	3,339,340.	54,526,962.	.061242
2008	3,597,351.	69,501,815.	.051759
2007	4,531,634.	74,354,575.	.060946
2006	4,081,757.	66,302,488.	.061563

2 Total of line 1, column (d)	2	.299597
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	.059919
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	61,757,494.
5 Multiply line 4 by line 3	5	3,700,447.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28,159.
7 Add lines 5 and 6	7	3,728,606.
8 Enter qualifying distributions from Part XII, line 4 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.	8	3,810,651.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	28,159.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	28,159.
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	28,159.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6a	26,597.
b Exempt foreign organizations - tax withheld at source		6b	
c Tax paid with application for extension of time to file (Form 8868)		6c	9,500.
d Backup withholding erroneously withheld		6d	
7 Total credits and payments. Add lines 6a through 6d		7	36,097.
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	7,938.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 7,938. Refunded ☐		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (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

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.FDNCENTER.ORG/GRANTMAKER/PROSPECTHILL	13	X	
14	The books are in care of ROBERT J. BARLETTA, TREASURER Telephone no. (212) 370-1144 Located at 99 PARK AVENUE, SUITE 2200, NEW YORK, NY ZIP+4 10016-1601			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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 2011 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 2011)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2011?		X

Form 990-PF (2011)

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PENNY FUJIKO WILLGERODT - 99 PARK AVENUE, SUITE 2220, NEW YORK, NY	EXECUTIVE DIRECTOR	214,237.	26,514.	0.

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

0

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	460,150.
c	Fair market value of all other assets	1c	62,237,813.
d	Total (add lines 1a, b, and c)	1d	62,697,963.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	62,697,963.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	940,469.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	61,757,494.
6	Minimum investment return. Enter 5% of line 5	6	3,087,875.

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

1	Minimum investment return from Part X, line 6	1	3,087,875.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	28,159.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	6,497.
c	Add lines 2a and 2b	2c	34,656.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,053,219.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,053,219.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,053,219.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,810,651.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,810,651.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	28,159.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,782,492.

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.

Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,053,219.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	1,008,111.			
b From 2007	1,021,754.			
c From 2008	122,260.			
d From 2009	728,111.			
e From 2010	791,078.			
f Total of lines 3a through e	3,671,314.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 3,810,651.				
a Applied to 2010, 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 2011 distributable amount				3,053,219.
e Remaining amount distributed out of corpus	757,432.			
5 Excess distributions carryover applied to 2011 (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	4,428,746.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	1,008,111.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,420,635.			
10 Analysis of line 9:				
a Excess from 2007	1,021,754.			
b Excess from 2008	122,260.			
c Excess from 2009	728,111.			
d Excess from 2010	791,078.			
e Excess from 2011	757,432.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
GRANTS (SEE ATTACHED SCHEDULE)				3,021,700.
MATCHING GRANTS (SEE ATTACHED SCHEDULE)				337,356.
Total			3a	3,359,056.
b Approved for future payment				
GRANT COMMITMENTS (SEE ATTACHED SCHEDULE)				1,378,000.
Total			3b	1,378,000.

Form 990-PF (2011)

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

- | | | |
|--|-------|-----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes |
| | 1a(1) | |
| | 1a(2) | |
| | 1b(1) | |
| | 1b(2) | |
| | 1b(3) | |
| | 1b(4) | |
| | 1b(5) | |
| | 1b(6) | |
| | 1c | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here   

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	STUART KAMELHAR		1/27/12		P00185063
	Firm's name ▶ ELLIOT HOROWITZ & COMPANY, LLP			Firm's EIN ▶ 13-3028332	
	Firm's address ▶ 675 THIRD AVENUE NEW YORK, NY 10017			Phone no. 212-972-7500	

Schedule of Matching Gifts by Recipient Organization

9/4/2012

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
Crossroads Rhode Island (3182\)			
160 Broad Street			
Providence, RI 02903			
	\$1,000 00	Sarah Beinecke	\$500 00
	\$1,000 00	Sarah Beinecke	\$500 00
<i>Total 2 Gifts</i>	\$2,000 00		\$1,000 00
Friends of the Irvington Library (3186\)			
125 Astor Street			
Irvington-on-Hudson, NY 10533			
	\$50 00	Julie Lefkowitz	\$25 00
Bethesda Hospital Foundation (3211\)			
2815 South Seacrest Boulevard			
Boynton Beach, FL 33435			
	\$250 00	William Beinecke	\$125 00
University of Virginia Law School Foundation (3378\)			
580 Massie Road			
Charlottesville, VA 22907			
	\$500 00	Frederick Beinecke	\$250 00
Gordon School (3387\)			
45 Maxfield Avenue			
Providence, RI 02914			
	\$2,000 00	Sarah Beinecke	\$1,000 00
University at Albany Foundation (3418\)			
UAB 226			
1400 Washington Avenue			
Albany, NY 12222			
	\$500 00	Julie Lefkowitz	\$250 00
Festival Ballet Providence (3682\)			
825 Hope Street			
Providence, RI 02906			
	\$10,000 00	Sarah Beinecke	\$5,000 00
Japanese American Social Service, Inc. (3775\)			
100 Gold Street, Lower Level			
New York, NY			
	\$50 00	Penny Willgerodt	\$25 00
Ability Beyond Disability (3758\)			
4 Berkshire Blvd			
Bethel, CT 06801			
	\$50 00	Sheri Buchman	\$25 00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
Achilles International (1801\)			
42 West 38th Street, Fourth Floor New York, NY 10018			
	\$100 00	Julie Lefkowitz	\$50 00
	\$200 00	Julie Lefkowitz	\$100 00
<i>Total 2 Gifts</i>	\$300 00		\$150 00
Alliance for Justice (2575\)			
Eleven Dupont Circle, NW Second Floor Washington, DC 20036-1206			
	\$10,000 00	William Beinecke	\$5,000 00
American Museum of Natural History (AMNH) (AMNH\)			
Central Park West at 79th Street New York, NY 10024-5192			
	\$500 00	William Beinecke	\$250 00
American Red Cross (ARC\)			
PO Box 96454 Washington, DC 20090-6454			
	\$50 00	Miriam Mass-Jackson	\$25 00
American Red Cross in Greater New York (3746\)			
520 West 49th Street New York, NY 10016			
	\$50 00	Miriam Mass-Jackson	\$25 00
The American Society for the Prevention of Cruelty to Animals (1879\)			
424 East 92nd Street New York, NY 10128			
	\$100 00	Robert Barletta	\$50 00
American Theatre Wing (3738\)			
570 7th Avenue, Suite 501 New York, NY 10018			
	\$1,000 00	John Beinecke	\$500 00
Architecture for Humanity (3736\)			
848 Folsom Street, Suite 201 San Francisco, CA 94107			
	\$200 00	Robert Barletta	\$100 00
Asian American Federation of New York (3372\)			
120 Wall Street, 9th Floor New York, NY 10005			
	\$200 00	Penny Willgerodt	\$100 00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
Association to Preserve Cape Cod, Inc.(APCC) (1234\) 3010 Main Street P O Box 398 Barnstable, MA 02630-0398	\$200 00	William Beinecke	\$100 00
Avon Foundation for Women (3760\) PO Box 1073 Attn Donations Rye, NY 10580	\$200 00	Angela Kokot	\$100 00
Battery Conservancy (2224\) One New York Plaza Concourse New York, NY 10271	\$250 00	William Beinecke	\$125 00
Berkshire Botanical Garden (BGC\) P O Box 826 Stockbridge, MA 01262	\$700 00	Frederick Beinecke	\$350 00
Berkshire South Regional Community Center (2389\) P O Box 1491 Stockbridge, MA 01262	\$1,000 00	Frederick Beinecke	\$500 00
Black Belt Community Foundation, Inc. (3744\) 609 Lauderdale Street Selma, AL 36702	\$400 00	Robert Barletta	\$200 00
	\$200 00	Julie Lefkowitz	\$100 00
	\$50 00	Miriam Mass-Jackson	\$25 00
	\$400 00	Penny Willgerodt	\$200 00
Total 4 Gifts	\$1,050 00		\$525 00
Brooklyn Animal Action (3793\) 285 5th Avenue PMB #456 Brooklyn, NY 11215	\$200 00	Summer Greenstein	\$100 00
Brooklyn Greenway Initiative (3742\) 145 Columbia Street Brooklyn, NY 11231	\$400 00	Benjamin Beinecke	\$200 00
Brown University (3151\) 110 Elm Street, PO Box 1893 Providence, RI 02912	\$6,700 00	Sarah Beinecke	\$3,350 00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
Cape Cod Community College Educational Foundation (3051\) 2240 Iyannough Road West Barnstable, MA 02668	\$250 00	William Beinecke	\$125 00
Cape Cod Healthcare Foundation (3168\) PO Box 370 Hyannis, MA 02601	\$250 00	William Beinecke	\$125 00
The Carter Center (3776\) One Copenhill, 453 Freedom Parkway Atlanta, GA 30307	\$200 00	Carrie Elston	\$100 00
Central Park Conservancy, Inc. (CENTRAL\) 14 East 60th Street New York, NY 10022	\$5,000 00	William Beinecke	\$2,500 00
Cheshire Home, Inc. (3739\) 9 Ridgedale Avenue Florham Park, NJ 07932	\$250 00	William Beinecke	\$125 00
Friends of Chesterwood (3156\) 4 Williamsville Road Stockbridge, MA 01262	\$500 00	Frederick Beinecke	\$250 00
Children's IBD Center at Mount Sinai (3763\) One Gustave L. Levy Place, Box 1656 New York, NY 10029	\$200 00	Summer Greenstein	\$100 00
Church of the Visitation (3791\) 160 Van Cortlandt Park South Bronx, NY 10463	\$50 00	Miriam Mass-Jackson	\$25 00
The City College Fund (3149\) 160 Convent Avenue Shepard Hall, Room 166 New York, NY 10031	\$300 00	Miriam Mass-Jackson	\$150 00
	\$200 00	Miriam Mass-Jackson	\$100 00
Total 2 Gifts	\$500 00		\$250 00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
City Harvest, Inc. (CHI)			
575 Eighth Avenue, Fourth Floor New York, NY 10018			
	\$300 00	Julie Lefkowitz	\$150 00
	\$200 00	Julie Lefkowitz	\$100 00
	\$200 00	Julie Lefkowitz	\$100 00
	\$100 00	Janet Stiller	\$50 00
<i>Total 4 Gifts</i>	<u>\$800 00</u>		<u>\$400 00</u>
Citymeals-On-Wheels (3238\)			
P O Box 4007 New York, NY 10261-4007			
	\$200 00	Julie Lefkowitz	\$100 00
Columbia County Habitat for Humanity (3749\)			
829 Route 66 Hudson, NY 12534			
	\$200 00	Constance Eiseman	\$100 00
Columbia University School of Law (COL-LAW\)			
435 West 116th Street, Box A-2 New York, NY 10027			
	\$550 00	William Beinecke	\$275 00
	\$250 00	William Beinecke	\$125 00
<i>Total 2 Gifts</i>	<u>\$800 00</u>		<u>\$400 00</u>
Columbia-Greene Hospital Foundation (3278\)			
71 Prospect Avenue Hudson, NY 12534			
	\$200 00	Constance Eiseman	\$100 00
Community for Education Foundation (3734\)			
125 Maiden Lane, 5th Floor New York, NY 10028			
	\$400 00	John Beinecke	\$200 00
Community Foundation of New Jersey (3740\)			
47 Summit Avenue Summit, NJ 07901			
	\$250 00	William Beinecke	\$125 00
Community Health Programs (3446\)			
291 Main Street, Suite 303 PO Box 30 Great Barrington, MA 01230			
	\$500 00	Frederick Beinecke	\$250 00
Community Television Foundation of South Florida (3792\)			
14901 NE 20th Avenue Miami, FL 33181			
	\$100 00	William Beinecke	\$50 00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
Conanicut Island Land Trust (3202\) PO Box 106 Jamestown, RI 02835	\$1,000 00	Sarah Beinecke	\$500 00
CRC Recovery Foundation, Inc. (3737\) 309 NE 1st Street Delray, FL 33483	\$250.00	William Beinecke	\$125 00
Dana Hall School (DANA HALL\) 45 Dana Road P O Box 9010 Wellesley, MA 02482	\$6,700 00	Sarah Beinecke	\$3,350 00
Diabetes Foundation (3762\) 13 Sunflower Avenue Paramus, NJ 07652	\$150 00	Janet Stiller	\$75 00
Disabled American Veterans Charitable Service Trust (3147\) 3725 Alexandria Pike Cold Spring, KY 41076	\$400 00	Julie Lefkowitz	\$200 00
Doctors Without Borders USA, Inc. (3159\) 333 Seventh Avenue Second Floor New York, NY 10001-5004	\$200 00	Julie Lefkowitz	\$100 00
El Museo del Barrio (EMDB\) 1230 Fifth Avenue New York, NY 10029	\$5,000 00	John Beinecke	\$2,500 00
	\$5,000 00	John Beinecke	\$2,500 00
<i>Total 2 Gifts</i>	<u>\$10,000 00</u>		<u>\$5,000 00</u>
Eldredge Public Library (3439\) 564 Main Street Chatham, MA	\$200 00	William Beinecke	\$100 00
Elephant Sanctuary (3778\) PO Box 393 804 Darbytown Road Hohenwald, TN 38462	\$200 00	Robert Barletta	\$100 00
	\$200 00	Robert Barletta	\$100 00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
	\$100 00	Robert Barletta	\$50 00
<i>Total 3 Gifts</i>	\$500 00		\$250 00
Elmsford Animal Shelter (3078\)			
100 Warehouse Lane Elmsford, NY 10523			
	\$500 00	Robert Barletta	\$250 00
	\$1,000 00	Robert Barletta	\$500 00
	\$230 00	Robert Barletta	\$115 00
	\$150 00	Robert Barletta	\$75 00
	\$200 00	Robert Barletta	\$100 00
	\$50 00	Robert Barletta	\$25 00
	\$200 00	Robert Barletta	\$100 00
<i>Total 7 Gifts</i>	\$2,330 00		\$1,165 00
Ethical Culture Fieldston School (2028\)			
33 Central Park West New York, NY 10023-6099			
	\$200 00	Carrie Elston	\$100 00
Family Health Project, Inc. (3400\)			
42 Broadway, 20th Floor New York, NY 10004			
	\$400 00	Penny Willgerodt	\$200 00
Family Service of Rhode Island (3396\)			
55 Hope Street PO Box 6688 Providence, RI 02940			
	\$50 00	Sheri Buchman	\$25 00
The Father's House (3706\)			
523 Main Street Watertown, CT 06795			
	\$1,000 00	William Beinecke	\$500 00
Federation of Southern Cooperatives (3743\)			
575 Federation Road Epes, AL 35460			
	\$1,000 00	William Beinecke	\$500 00
	\$200 00	David Seidel	\$100 00
	\$200 00	Penny Willgerodt	\$100 00
<i>Total 3 Gifts</i>	\$1,400 00		\$700 00
Fifth Avenue Presbyterian Church (FAPC\)			
7 West 55 Street New York, NY 10019			
	\$500 00	William Beinecke	\$250 00
	\$4,000 00	William Beinecke	\$2,000 00
<i>Total 2 Gifts</i>	\$4,500 00		\$2,250 00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
Fisher Center for Alzheimer's Research Foundation (3459\)			
One Intrepid Square West 46th Street and 12th Avenue New York, NY 10036			
	\$200 00	Julie Lefkowitz	\$100 00
The Flea Theater (2865\)			
41 White Street New York, NY 10013			
	\$1,700 00	John Beinecke	\$850 00
Flint Institute of Arts (3748\)			
1120 East Kearsley Street Flint, MI 48503			
	\$1,000.00	Benjamin Beinecke	\$500 00
	\$500 00	Benjamin Beinecke	\$250 00
<i>Total 2 Gifts</i>	\$1,500 00		\$750 00
The Food Project (3779\)			
10 Lewis Street Lincoln, MA 01773			
	\$100 00	Penny Willgerodt	\$50 00
Foundation for Art and Preservation in Embassies (3764\)			
1725 I Street, NW, Suite 300 Washington, DC 20006			
	\$2,000 00	Frederick Beinecke	\$1,000 00
Fractured Atlas (3733\)			
248 W 35th Street #1202 New York, NY 10001			
	\$1,000 00	Benjamin Beinecke	\$500 00
	\$200 00	Lizzie Elston	\$100 00
<i>Total 2 Gifts</i>	\$1,200 00		\$600 00
Friends of Cape Cod National Seashore (3623\)			
PO Box 550 Wellfleet, MA 02667			
	\$250 00	William Beinecke	\$125 00
Friends of Hudson River Park (3747\)			
311 West 43rd Street, Suite 300 New York, NY 10036			
	\$250 00	William Beinecke	\$125 00
Friends of Pleasant Bay (3663\)			
PO Box 1243 Harwich, MA 02645			
	\$200 00	William Beinecke	\$100.00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
Friends of the Great Swamp National Wildlife Refuge (3732\) 241 Pleasant Plains Road Basking Ridge, NJ 07920	\$500 00	William Beinecke	\$250 00
Friends of the North Castle Public Library, Inc. (3795\) PO Box 767 Armonk, NY 10504	\$200 00	Robert Barletta	\$100 00
Friends of WWOZ, Inc. (3701\) 1008 N Peters, 2nd Floor New Orleans, LA 70116	\$100 00	Penny Willgerodt	\$50 00
The Garden Conservancy (1168\) Box 219 Albany Post Road Cold Spring, NY 10516	\$250 00	William Beinecke	\$125 00
The Global Fund for Women (GFFW\) 1375 Sutter Street, Suite 400 San Francisco, CA 94109	\$1,000 00	Sarah Beinecke	\$500 00
Global Greengrants Fund (1443\) 2840 Wilderness Place, Suite A Boulder, CO 80301	\$6,666 00	Jacob Beinecke	\$3,333 00
Grow Smart Rhode Island (3759\) 235 Promenade Street, Suite 550 Providence, RI 02908	\$6,666 00	Sarah Beinecke	\$3,333 00
Guide Dog Foundation for the Blind, Inc (3206\) 371 E Main Street (Jericho Turnpike) Smithtown, NY 11787-2976	\$150 00	Julie Lefkowitz	\$75 00
Guiding Eyes for the Blind (3072\) 611 Granite Springs Road Yorktown Heights, NY 10598	\$150 00	Julie Lefkowitz	\$75 00
Haiti Circle of Friends (3782\) 7504 Frenchman's Bay St Thomas, USVI 00802	\$1,000 00 \$400 00	Sarah Beinecke Carrie Elston	\$500 00 \$200 00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
<i>Total 2 Gifts</i>	\$1,400 00		\$700 00
Helen Keller International (1460\) 352 Park Avenue South, Suite 1200 New York, NY 10010	\$150 00	Julie Lefkowitz	\$75 00
Helen Keller Services for the Blind (HKSBL) 57 Willoughby Street Brooklyn, NY 11201	\$200 00	Julie Lefkowitz	\$100 00
Hospice of the Bluegrass, Inc. (3768\) 2312 Alexandria Drive Lexington, KY 40504	\$250 00	William Beinecke	\$125 00
House of Ruth (3797\) P O Box 459 Claremont, CA 91711	\$200 00	Julie Lefkowitz	\$100 00
Humane Society of the United States (3106\) 2100 L Street, NW Washington, DC 20037	\$200 00	Robert Barletta	\$100 00
International Eye Foundation (3071\) 10801 Connecticut Avenue Kensington, MD 20895	\$200 00	Julie Lefkowitz	\$100 00
Irvington Volunteer Ambulance Corp (3189\) P O Box 101 Irvington, NY 10533	\$50.00 \$100 00	Sheri Buchman Julie Lefkowitz	\$25 00 \$50 00
<i>Total 2 Gifts</i>	\$150 00		\$75 00
Jacob's Pillow Dance Festival, Inc. (JPDF) 358 George Carter Road Becket, MA 01223	\$3,000 00	Frederick Beinecke	\$1,500 00
Japan Society, Inc. (JAPAN\) 333 East 47th Street New York, NY 10017	\$200 00	Carrie Elston	\$100 00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
The Keewaydin Foundation (2192\) 20 Keewaydin Road Salisbury, VT 05769	\$1,000 00	Benjamin Beinecke	\$500 00
Leader Dogs for the Blind (3282\) 1039 S Rochester Rd Rochester, MI 48307	\$50 00	Julie Lefkowitz	\$25 00
The Legal Aid Society (889\) 199 Water Street - 6th Floor New York, NY 10038	\$250 00	William Beinecke	\$125 00
Leukemia and Lymphoma Society Inc. (3335\) 475 Park Avenue South, 8th Floor New York, NY 10016	\$70 00	David Seidel	\$35 00
Lincoln Center Theater (LCT) (LCT\) 150 West 65th Street New York, NY 10023	\$29,500 00	John Beinecke	\$14,750 00
Long Island Council on Alcoholism & Drug Dependencies (3801\) 114 Old Country Road, Suite 114 Mineota, NY 11501	\$100 00	Connie Ventumiglia	\$50 00
Los Pleneros de la 21, Inc. (3700\) 1680 Lexington Avenue New York, NY 10029	\$400 00	Miriam Mass-Jackson	\$200 00
Lower Ninth Ward Center for Sustainable Engagement and Development (3796\) 5130 Chartres Street New Orleans, LA 70177	\$2,000 00	Sarah Beinecke	\$1,000 00
Lustgarten Foundation (3761\) 1111 Stewart Avenue Bethpage, NY 11714	\$50 00	Janet Stiller	\$25 00
	\$500 00	Connie Ventumiglia	\$250 00
Total 2 Gifts	\$550 00		\$275 00
Lyndon State College (3735\) 1001 College Road PO Box 919 Lyndonville, VT 05851			

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
	\$500 00	William Beinecke	\$250 00
Manhattan School of Music (3731\) 120 Claremont Avenue New York, NY 10027			
	\$1,000 00	John Beinecke	\$500 00
	\$10,000 00	William Beinecke	\$5,000 00
	\$10,000 00	William Beinecke	\$5,000 00
<i>Total 3 Gifts</i>	\$21,000 00		\$10,500 00
March of Dimes Foundation (3337\) 1275 Mamaroneck Avenue White Plains, NY 10605			
	\$200 00	David Seidel	\$100 00
Massachusetts Institute of Technology (MITCIS\) 600 Memorial Way W98-516 Cambridge, MA 02139			
	\$250 00	William Beinecke	\$125 00
Memorial Sloan-Kettering Cancer Center (MEMORIAL\) 1275 York Avenue New York, NY 10021			
	\$100 00	Julie Lefkowitz	\$50 00
	\$100 00	Connie Ventumiglia	\$50 00
<i>Total 2 Gifts</i>	\$200 00		\$100 00
The Metropolitan Museum of Art (MET\) 1000 Fifth Avenue New York, NY 10028-0198			
	\$2,400 00	Frederick Beinecke	\$1,200 00
Metropolitan Opera Association (3458\) Lincoln Center New York, NY 10023			
	\$4,000 00	Frances Beinecke	\$2,000 00
Miami University (1135\) Department of Zoology 212 Biological Sciences Building Oxford, OH 45056			
	\$1,000 00	William Beinecke	\$500 00
Michael J. Fox Foundation for Parkinson's Research (3666\) Post Office Box 4777 New York, NY 10163			
	\$300 00	Julie Lefkowitz	\$150 00
	\$300 00	Julie Lefkowitz	\$150 00
<i>Total 2 Gifts</i>	\$600 00		\$300 00

Prospect Hill Foundation

EIN: 13-6075567

Attachment: Pg 11 Part XV 3a

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
Mory's Preservation, Inc. (3794) 306 York Street New Haven, CT 06510	\$250 00	William Beinecke	\$125 00
Mount Desert Land and Garden Preserve (3688) P O Box 208 Seal Harbor, ME 04675	\$250 00	William Beinecke	\$125 00
The Museum of Modern Art (MMA\) 11 West 53rd Street New York, NY 10019-5498	\$150 00	Carrie Elston	\$75 00
National Audubon Society (NAS\) 225 Varick Street New York, NY 10014	\$500 00	William Beinecke	\$250 00
National MS Society (3766) P O Box 10123 Attn Bike MS Uniondale, NY 11555	\$600 00	Summer Greenstein	\$300 00
National Trust for Historic Preservation, Inc. (3662) 1785 Massachusetts Avenue, NW Washington, DC 20036	\$500 00	William Beinecke	\$250 00
Natural Resources Defense Council (NRDC) (NRDC\) 40 West 20th Street New York, NY 10011	\$40,000 00 \$250 00 \$1,000 00	Frances Beinecke William Beinecke Carrie Elston	\$20,000 00 \$125 00 \$500 00
Total 3 Gifts	\$41,250 00		\$20,625 00
The New York Botanical Garden (NYBG) 2694 Dr Theodore Kazimiroff Blvd Bronx, NY 10458-5126	\$5,000 00	William Beinecke	\$2,500 00
New York City Ballet (NYCB\) 20 Lincoln Center New York State Theater New York, NY 10023	\$5,000 00 \$2,500 00	Frederick Beinecke Frederick Beinecke	\$2,500 00 \$1,250 00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
<i>Total 2 Gifts</i>	\$7,500.00		\$3,750 00
New York City Rescue Mission (3137)			
90 Lafayette Street New York, NY 10013			
	\$400 00	Robert Barletta	\$200 00
	\$400 00	Robert Barletta	\$200 00
	\$200 00	Robert Barletta	\$100 00
<i>Total 3 Gifts</i>	\$1,000 00		\$500 00
New York International Children's Film Festival (3377)			
295 Greenwich Street, Ste 426 New York, NY 10007			
	\$100.00	Penny Willgerodt	\$50 00
New York Public Library (NYPL)			
Fifth Avenue and 42nd Street New York, NY 10018-2788			
	\$250 00	William Beinecke	\$125 00
	\$190 00	Miriam Mass-Jackson	\$95 00
<i>Total 2 Gifts</i>	\$440 00		\$220 00
New York Public Radio (WNYC)			
160 Varick Street New York, NY 10013			
	\$600 00	Benjamin Beinecke	\$300 00
New York Times Neediest Cases Fund (3108)			
229 West 43rd Street New York, NY 10036			
	\$600 00	Julie Lefkowitz	\$300 00
	\$600 00	Julie Lefkowitz	\$300 00
<i>Total 2 Gifts</i>	\$1,200 00		\$600 00
New York University (NY UNIV)			
Elmer Holmes Bobst Library 70 Washington Square South New York, NY 10012			
	\$200 00	Janet Stiller	\$100 00
New Yorkers for Parks (TPC)			
355 Lexington Avenue New York, NY 10017			
	\$250 00	William Beinecke	\$125 00
Newark Public Radio (3374)			
54 Park Place Newark, NJ 07102			
	\$100 00	Penny Willgerodt	\$50 00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
Newport Art Museum (3192\) 76 Bellevue Avenue Newport, RI 02840	\$350 00	Sarah Beinecke	\$175 00
North Country School (3799\) 4382 Cascade Road Lake Placid, NY 12946	\$50 00	Penny Willgerodt	\$25 00
North Star Fund (3376\) 520 8th Avenue, 22nd Floor New York, NY 10018	\$500 00	Penny Willgerodt	\$250 00
The Olana Partnership (1661\) P O Box 199 Hudson, NY 12534	\$120 00	Constance Eiseman	\$60 00
OneGift, Inc. (3798\) 310 South Street Morristown, NJ 07960	\$250 00	William Beinecke	\$125 00
Open Space Institute (OSI\) 1350 Broadway, Suite 201 New York, NY 10018-7799	\$100 00	Carrie Elston	\$50 00
Organic Farming Research Foundation (3484\) PO Box 440 Santa Cruz,	\$50 00	Penny Willgerodt	\$25 00
Page 73 Productions, Inc. (3423\) 138 S Oxford Street, No 5C Brooklyn, NY 11217	\$400 00	Benjamin Beinecke	\$200 00
	\$740 00	Jacob Beinecke	\$370 00
	\$2,000 00	Jacob Beinecke	\$1,000 00
	\$2,000 00	John Beinecke	\$1,000 00
	\$3,400 00	John Beinecke	\$1,700 00
	\$200 00	Carrie Elston	\$100 00
	\$400 00	Carrie Elston	\$200 00
	\$400 00	Lizzie Elston	\$200 00
Total 8 Gifts	\$9,540 00		\$4,770 00
Perkins School for the Blind (3109\) 175 North Beacon Street Watertown, MA 02472			

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
	\$150 00	Julie Lefkowitz	\$75 00
Phillips Academy (PHILLIPS\) 180 Main Street Andover, MA 01810-4161	\$500 00	Benjamin Beinecke	\$250 00
	\$13,118 00	Frederick Beinecke	\$6,559 00
<i>Total 2 Gifts</i>	\$13,618 00		\$6,809 00
The Pingry School (PINGRY\) P O Box 366 Martinsville Road Martinsville, NJ 08836	\$350 00	Frederick Beinecke	\$175 00
Poets & Writers, Inc. (3637\) 90 Broad Street, Suite 2100 New York, NY 10004	\$200 00	Constance Eiseman	\$100 00
Police Athletic League (PAL) (PAL\) 34 1/2 East 12th Street New York, NY 10003	\$250 00	William Beinecke	\$125 00
	\$250 00	William Beinecke	\$125 00
<i>Total 2 Gifts</i>	\$500 00		\$250 00
The Presbyterian Church of Pleasantville (3124\) 400 Bedford Road Pleasantville, NY 10570	\$2,080 00	Thomas McConnell	\$1,040 00
Prospect Park Alliance, Inc. (PPA\) 95 Prospect Park West Brooklyn, NY 11215	\$1,200 00	Lizzie Elston	\$600 00
The Providence Athenaeum (1583\) 251 Benefit Street Providence, RI 02903	\$400 00	Sarah Beinecke	\$200 00
Reeves-Reed Arboretum (3489\) 165 Hobart Avenue Summit, NJ 07901	\$250 00	William Beinecke	\$125 00
	\$250 00	William Beinecke	\$125 00
<i>Total 2 Gifts</i>	\$500 00		\$250 00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
Rhode Island Community Food Bank Association (3165\)			
P O Box 817 Providence, RI 02901-0817			
	\$1,000 00	Sarah Beinecke	\$500 00
Rhode Island Public Radio (3414\)			
One Union Station Providence, RI 02903			
	\$16,666 00	Sarah Beinecke	\$8,333 00
Riverdale Presbyterian Church (2293\)			
4765 Henry Hudson Parkway West Bronx, NY 10471			
	\$2,000 00	Frances Beinecke	\$1,000 00
Robin Hood Foundation (3131\)			
826 Broadway Seventh Floor New York, NY 10003			
	\$600 00	Julie Lefkowitz	\$300 00
The Ronald McDonald House of New York (2387\)			
405 East 73rd Street New York, NY 10021			
	\$50 00	Sheri Buchman	\$25 00
Sacred Heart League, Inc. (3765\)			
6050 Highway 161N Walls, MI 38686			
	\$100 00	Miriam Mass-Jackson	\$50 00
Salzburg Festival Society (3769\)			
509 Madison Avenue, Suite 1710 New York, NY 10022			
	\$2,000 00	Frederick Beinecke	\$1,000 00
Save The Bay, Inc. (STB\)			
100 Save the Bay Drive Providence, RI 02905-4207			
	\$2,000 00	Sarah Beinecke	\$1,000 00
	\$250 00	William Beinecke	\$125 00
	\$250 00	William Beinecke	\$125 00
<i>Total 3 Gifts</i>	<u>\$2,500 00</u>		<u>\$1,250 00</u>
Sesame Workshop (3228\)			
1 Lincoln Plaza New York, NY 10023			
	\$250 00	Julie Lefkowitz	\$125 00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
Sierra Club Foundation (3800\) 85 Second Street, Suite 750 San Francisco, CA 94105	\$2,000 00	Sarah Beinecke	\$1,000 00
Smithsonian Institution (SMITH) P O Box 37012 Suite 1130, MRC 410 Washington, DC 20013-7012	\$228 06	Robert Barletta	\$114 03
Special Operations Warrior Foundation (3767\) P O Box 13483 Tampa, FL 33681-3483	\$850 00	Summer Greenstein	\$425 00
St. Ann Church (3479\) 312 East 110th Street New York, NY 10029	\$1,400 00	Miriam Mass-Jackson	\$700 00
	\$1,400 00	Miriam Mass-Jackson	\$700 00
<i>Total 2 Gifts</i>	\$2,800 00		\$1,400 00
St. Francis De Sales Church (3728\) 135 96th Street New York, NY 10128	\$300 00	Miriam Mass-Jackson	\$150 00
St. George's School (3729\) PO Box 1910 Newport, RI 02840	\$250 00	William Beinecke	\$125 00
St. Jude Children's Research Hospital (2302\) 501 St Jude Place Memphis, TN 38105-1942	\$50 00	Sheri Buchman	\$25 00
	\$50 00	Sheri Buchman	\$25 00
<i>Total 2 Gifts</i>	\$100 00		\$50 00
Sterling and Francine Clark Art Institute (3000\) 225 South Street Williamstown, MA 01267	\$20,168 20	Frederick Beinecke	\$10,084 10
Strategies for Youth (3781\) PO Box 390174 Cambridge, MA 02139	\$100 00	Penny Willgerodt	\$50 00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
Susan G. Komen Breast Cancer Foundation (3142\)			
5005 LBJ Freeway, Suite 250 Dallas, TX 75244			
	\$50 00	Sheri Buchman	\$25 00
	\$50 00	Angela Kokot	\$25 00
	\$100 00	Janet Stiller	\$50 00
	\$50 00	Connie Ventimiglia	\$25 00
<i>Total 4 Gifts</i>	<u>\$250 00</u>		<u>\$125 00</u>
Third House Nature Center (3704\)			
PO Box 143 Montauk, NY 11954			
	\$250 00	William Beinecke	\$125 00
Town of Jamestown (3741\)			
25 West Passage Drive Jamestown, RI 02835			
	\$1,000 00	Sarah Beinecke	\$500 00
Transportation Alternatives (3481\)			
127 West 26th Street, Suite 1002 New York, NY 10001			
	\$80 00	Summer Greenstein	\$40 00
Trinity School (3434\)			
139 West 91st St New York, NY 10024			
	\$500 00	Benjamin Beinecke	\$250 00
	\$500 00	Benjamin Beinecke	\$250 00
	\$2,000 00	Jacob Beinecke	\$1,000 00
<i>Total 3 Gifts</i>	<u>\$3,000 00</u>		<u>\$1,500 00</u>
U.S. Holocaust Memorial Museum Council (3125\)			
100 Raoul Wallenberg Place, SW Washington, DC 20024-2126			
	\$200 00	Julie Lefkowitz	\$100 00
United States Fund for UNICEF (127\)			
333 East 38th Street New York, NY 10016			
	\$200 00	Carrie Elston	\$100 00
The United States Holocaust Memorial Museum (3311\)			
100 Raoul Wallenberg Place, SW Washington, DC 20024-2126			
	\$200 00	Julie Lefkowitz	\$100 00
The University of Chicago (3288\)			
Graduate School of Business 5807 South Woodlawn Ave Chicago, IL 60637-9891			

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
	\$200 00	David Seidel	\$100 00
Urban Justice Center (3317\) 123 William Street, 16th floor New York, NY 10038	\$400 00	Benjamin Beinecke	\$200 00
USSGA Memorial Fund Inc. (3093\) 49 Knollwood Road Elmsford, NY 10523	\$1,000.00	William Beinecke	\$500 00
Voices UnBroken (3730\) 1414 Metropolitan Avenue, 2nd Floor Bronx, NY 10462	\$50 00	Penny Willgerodt	\$25 00
Waterkeeper Alliance (2715\) 50 S Buckhout Street, Ste 302 Irvington, NY 10533	\$200 00	Penny Willgerodt	\$100 00
Wedgwood Elementary PTA (3780\) 2720 NE 85th Street Seattle, WA 98115	\$50 00	Penny Willgerodt	\$25 00
Weeksville Heritage Center (3419\) PO Box 130120 St John's Station Brooklyn, NY 11213	\$500 00	Penny Willgerodt	\$250 00
Westminster School (WEST.) 995 Hopmeadow Street P O Box 337 Simsbury, CT 06070	\$250 00	William Beinecke	\$125 00
	\$250 00	William Beinecke	\$125 00
<i>Total 2 Gifts</i>	\$500 00		\$250 00
WGBH Educational Foundation (WGBH\) One Guest Street Boston, MA 02135	\$200 00	William Beinecke	\$100 00
WMHT Educational Telecommunications, Inc. (3354\) 4 Global View Troy, NY 12180	\$200 00	Constance Eiseman	\$100 00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
WNET/Thirteen (WNET\)			
825 8th Avenue, 14th Floor New York, NY 10019			
	\$200 00	Robert Barletta	\$100 00
	\$200 00	Robert Barletta	\$100 00
	\$500 00	William Beinecke	\$250 00
	\$150 00	Julie Lefkowitz	\$75 00
<i>Total 4 Gifts</i>	<u>\$1,050 00</u>		<u>\$525 00</u>
WNYC Radio (3076\)			
160 Varick Street New York, NY 10013			
	\$250 00	Penny Willgerodt	\$125 00
	\$200 00	Penny Willgerodt	\$100 00
<i>Total 2 Gifts</i>	<u>\$450 00</u>		<u>\$225 00</u>
Women Thrive Worldwide (3665\)			
1825 Connecticut Avenue NW, Suite 600 Washington, DC 20009			
	\$200 00	Carrie Elston	\$100 00
The Women's Fund of Rhode Island (3260\)			
One Union Station Providence, RI 02903			
	\$2,334 00	Sarah Beinecke	\$1,167 00
	\$1,000 00	Sarah Beinecke	\$500 00
<i>Total 2 Gifts</i>	<u>\$3,334.00</u>		<u>\$1,667 00</u>
World Wildlife Fund - U.S. (WORLD\)			
1250 24th Street, N W Washington, DC 20037-1175			
	\$200 00	Robert Barletta	\$100 00
	\$100 00	Robert Barletta	\$50 00
<i>Total 2 Gifts</i>	<u>\$300 00</u>		<u>\$150 00</u>
Yale University (YALE\)			
P O Box 2038 New Haven, CT 06520			
	\$2,500 00	Benjamin Beinecke	\$1,250 00
	\$4,000 00	Frances Beinecke	\$2,000 00
	\$700 00	Frederick Beinecke	\$350 00
	\$2,000 00	John Beinecke	\$1,000 00
	\$250 00	William Beinecke	\$125 00
	\$250 00	William Beinecke	\$125 00
	\$250 00	William Beinecke	\$125 00
	\$250 00	William Beinecke	\$125 00
<i>Total 8 Gifts</i>	<u>\$10,200 00</u>		<u>\$5,100 00</u>
Grand Total 254 Gifts	<u>\$337,356 26</u>		<u>\$168,678 13</u>

Payments Due Schedule, By Month

9/4/2012

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Amount	Payment Fund	Notes
July, 2012					
Wildlife Conservation Society	955005	7/2/2012	\$28,000.00	The Prospect Hill Foundation	
two-year (FY2011-2012) for one Beinecke African Conservation Scholar \$56,000.00	9502492				
Total July, 2012			\$28,000.00		(1 item)
November, 2012					
Lincoln Center Theater (LCT)	953977	11/28/2012	\$150,000.00	The Prospect Hill Foundation	
Five-year grant (FY 2009-2013) for LCT3 Rooflop Theater Capital Campaign \$750,000.00	9501604				
The Nature Conservancy	954813	11/26/2012	\$30,000.00	The Prospect Hill Foundation	
four-year grant (FY2010-2013) for the Heart of the Adirondacks project \$150,000.00	9502319				
Total November, 2012			\$180,000.00		(2 items)
January, 2013					
Bulletin of the Atomic Scientists	955219	1/2/2013	\$20,000.00	The Prospect Hill Foundation	
two-year (FY 2012-2013) grant for general support \$40,000.00	9502661				

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Amount	Payment Fund	Notes
Westminster School	955223	1/2/2013	\$50,000 00	The Prospect Hill Foundation	
three-year (FY2012-2015) grant toward the construction of new dormitories \$150,000 00	9502666				
May, 2013					
		Total January, 2013 (2 items)	\$70,000 00		
Yale University	953587	5/15/2013	\$250,000 00	The Prospect Hill Foundation	
Five-year grant (FY 2007-2012) toward the Yale SOM new campus \$2,500,000 00	9501255				
June, 2013					
		Total May, 2013 (1 item)	\$250,000 00		
The Flea Theater	955251	6/14/2013	\$100,000 00	The Prospect Hill Foundation	
two-year grant for The Flea Circus Campaign" \$200,000 00	9502691				
Prospect Park Alliance, Inc.	954995	6/16/2013	\$25,000 00	The Prospect Hill Foundation	
four-year (FY2011-2015) for the Lakeside Center Capital Project \$100,000 00	9502482				

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Amount	Payment Fund	Notes
Sterling and Francine Clark Art Institute	954818	6/14/2013	\$150,000 00	The Prospect Hill Foundation	
<i>to endow the Beinecke Fellowship in the Research and Academic Program</i> \$750,000 00	9502324				
		<u>Total June, 2013</u> (3 items)	<u>\$275,000 00</u>		
<u>July, 2013</u>					
Hawk Mountain Sanctuary Association	955308	7/16/2013	\$25,000 00	The Prospect Hill Foundation	
<i>four-year grant (FY2013-2016) for the Common Room capital campaign</i> \$100,000 00	9502733				
		<u>Total July, 2013</u> (1 item)	<u>\$25,000 00</u>		
<u>January, 2014</u>					
Westminster School	955223	1/2/2014	\$50,000 00	The Prospect Hill Foundation	
<i>three-year (FY2012-2015) grant toward the construction of new dormitories</i> \$150,000 00	9502666				
		<u>Total January, 2014</u> (1 item)	<u>\$50,000 00</u>		
<u>May, 2014</u>					
Yale University	953587	5/15/2014	\$150,000 00	The Prospect Hill Foundation	
<i>Five-year grant (FY 2007-2012) toward the Yale SOM new campus</i> \$2,500,000 00	9501255				

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Amount	Payment Fund	Notes
June, 2014					
		Total May, 2014 (1 item)	\$150,000 00		
Sterling and Francine Clark Art Institute	954818	6/13/2014	\$150,000 00	The Prospect Hill Foundation	
to endow the Beinecke Fellowship in the Research and Academic Program \$750,000 00	9502324				
July, 2014					
		Total June, 2014 (1 item)	\$150,000 00		
Hawk Mountain Sanctuary Association	955308	7/16/2014	\$25,000 00	The Prospect Hill Foundation	
four-year grant (FY2013-2016) for the Common Room capital campaign \$100,000 00	9502733				
June, 2015					
		Total July, 2014 (1 item)	\$25,000.00		
Sterling and Francine Clark Art Institute	954818	6/15/2015	\$150,000 00	The Prospect Hill Foundation	
to endow the Beinecke Fellowship in the Research and Academic Program \$750,000 00	9502324				
July, 2015					
		Total June, 2015 (1 item)	\$150,000 00		

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Amount	Payment Fund	Notes
Hawk Mountain Sanctuary Association	955308	7/16/2015	\$25,000 00	The Prospect Hill Foundation	
<i>four-year grant (FY2013-2016) for the Common Room capital campaign</i>	9502733				
\$100,000 00					
Total July, 2015 (1 item)			\$25,000 00		
Grand Total (16 items)			\$1,378,000 00		

Prospect Hill Foundation
 EIN: 13-6075567
 Attachment: Pg 11 Part XV 3b

Prospect Hill Foundation

EIN: 13-6075567

Attachment: Pg 11 Part XV 3a

Payments Made - By Month

9/4/2012

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
<u>August 2011</u>					
Jamestown Art Center	955003	8/4/2011	\$25,000 00	The Prospect Hill Foundation	3633
two-year (FY2011-2012) grant for the capital campaign (1.1 matching grant) \$50,000 00	9502490				
Open Space Institute	955192	8/24/2011	\$5,000 00	The Prospect Hill Foundation	5000 0
for Project F's Meet The Farmers Building Food Connections project \$5,000 00	9502643				
Total August 2011 (2 items)			\$30,000 00		
<u>October 2011</u>					
Adirondack Community Trust	955198	10/4/2011	\$15,000 00	The Prospect Hill Foundation	3647
for the Special & Urgent Needs Fund to assist with recovery after Hurricane Irene \$15,000 00	9502644				
Total October 2011 (1 item)			\$15,000 00		
<u>November 2011</u>					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Association to Preserve Cape Cod, Inc.(APCC) <i>one-year (FY2012) grant for general support</i> \$15,000 00	955213 9502655	11/11/2011	\$15,000 00	The Prospect Hill Foundation	3720
Center for Women & Enterprise <i>one-year (FY2012) grant for capacity building</i> \$25,000 00	955203 9502645	11/11/2011	\$25,000 00	The Prospect Hill Foundation	3719
Central Park Conservancy, Inc. <i>one-year (FY2012) grant for the salary of a zone gardener for the Harlem Meer</i> \$20,000 00	955204 9502646	11/11/2011	\$20,000 00	The Prospect Hill Foundation	3722
Centurion Ministries <i>one-year (FY2012) grant for general support</i> \$35,000 00	955205 9502647	11/11/2011	\$35,000 00	The Prospect Hill Foundation	3723
Clean Water Fund/Rhode Island <i>one-year (FY2012) grant for Don't Waste Rhode Island</i> \$15,000 00	955216 9502658	11/11/2011	\$15,000 00	The Prospect Hill Foundation	3732
The Correctional Association of New York <i>one-year (FY2012) grant for the Juvenile Justice Project</i> \$45,000 00	955210 9502652	11/11/2011	\$45,000 00	The Prospect Hill Foundation	3728

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
FJC A Foundation of Donor-Advised Funds	955211	11/11/2011	\$5,000 00	The Prospect Hill Foundation	3729
<i>one-year (FY2012) for the New York Juvenile Justice Initiative</i> \$5,000.00	9502653				
Hawk Mountain Sanctuary Association	955206	11/11/2011	\$10,000 00	The Prospect Hill Foundation	3724
<i>one-year (FY2012) grant for general support</i> \$10,000 00	9502648				
Institute for Juvenile Justice Reform and Alternatives (IJJRA)	955214	11/11/2011	\$25,000 00	The Prospect Hill Foundation	3731
<i>one-year (FY2012) grant for the Institute for Juvenile Justice Reform and Alternatives for Raise the Age, Raise the Bar, Raise the Youth"</i> \$25,000 00	9502656				
Jacob's Pillow Dance Festival, Inc.	955217	11/11/2011	\$50,000 00	The Prospect Hill Foundation	3733
<i>one-year (FY2012) grant for general support in honor of the 80th Anniversary</i> \$50,000 00	9502659				
Lincoln Center Theater (LCT)	955207	11/11/2011	\$40,000 00	The Prospect Hill Foundation	3725
<i>one-year (FY2012) grant for general support</i> \$40,000 00	9502649				
New York Center for Juvenile Justice	955218	11/11/2011	\$20,000 00	The Prospect Hill Foundation	3730
<i>one-year (FY2012) grant for advocacy work on Raise the Age"</i> \$20,000 00	9502660				

Prospect Hill Foundation

EIN: 13-6075567

Attachment: Pg 11 Part XV 3a

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
The Preservation Alliance of Spring Lake	955212	11/14/2011	\$50,000 00	The Prospect Hill Foundation	3734
<i>one-year (FY2012) for the renovation of the historic Frederic A. Duggan Memorial First Aid Squad Building of Spring Lake</i> \$50,000 00	9502654				
Riverdale Neighborhood House (RNH)	955208	11/11/2011	\$10,000 00	The Prospect Hill Foundation	3726
<i>one-year (FY2012) grant for the Youth Internship Program</i> \$10,000 00	9502650				
Third Sector New England, Inc. and Affiliate	955215	11/11/2011	\$7,500 00	The Prospect Hill Foundation	3721
<i>one-year (FY2012) to The Carrot Project for the Greater Berkshire Sustainable Agriculture Fund</i> \$7,500 00	9502657				
Wave Hill Inc.	955209	11/11/2011	\$25,000 00	The Prospect Hill Foundation	3727
<i>one-year (FY2012) grant for general support</i> \$25,000 00	9502651				
December 2011					
<i>Total November 2011</i> (16 items)			\$397,500 00		
American Museum of Natural History (AMNH)	955224	12/20/2011	\$25,000 00	The Prospect Hill Foundation	3744
<i>one-year (FY2012) grant for the Center for Biodiversity and Conservation</i> \$25,000 00	9502667				

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
The Arms Control Association	955236	12/20/2011	\$50,000 00	The Prospect Hill Foundation	3757
<i>one-year (FY2012) grant for general support</i> \$50,000.00	9502679				
Ballet Hispanico of New York	955225	12/20/2011	\$15,000 00	The Prospect Hill Foundation	3745
<i>one-year (FY2012) grant for general support</i> \$15,000 00	9502668				
Bulletin of the Atomic Scientists	955219	12/20/2011	\$20,000 00	The Prospect Hill Foundation	3766
<i>two-year (FY 2012-2013) grant for general support</i> \$40,000 00	9502661				
Carnegie Endowment for International Peace	955238	12/20/2011	\$50,000 00	The Prospect Hill Foundation	3758
<i>one-year (FY2012) grant for general support</i> \$50,000 00	9502681				
The Center for Reproductive Rights (CFRR)	955220	12/20/2011	\$40,000 00	The Prospect Hill Foundation	3767
<i>one-year (FY 2012) grant for the U S program</i> \$40,000 00	9502662				
Chez Bushwick, Inc.	955226	12/20/2011	\$7,500 00	The Prospect Hill Foundation	3746
<i>one-year (FY2012) grant to support Chez Bushwick's share of the rental obligation to the Center for Performance Research</i> \$7,500 00	9502669				
Close Encounters With Music, Inc.	955227	12/20/2011	\$5,000 00	The Prospect Hill Foundation	3748
<i>one-year (FY2012) grant for general support</i> \$5,000 00	9502670				

Prospect Hill Foundation

EIN: 13-6075567

Attachment: Pg 11 Part XV 3a

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Cranford Historical Society	955237	12/20/2011	\$6,500 00	The Prospect Hill Foundation	3768
<i>one-year (FY2012) for clean-up remediation for Hanson House and Crane-Phillips House Museum from Hurricane Irene flooding \$6,500 00</i>	9502680				
Friends of Van Cortlandt Park, Inc.	955228	12/20/2011	\$10,000 00	The Prospect Hill Foundation	3749
<i>one-year (FY2012) grant for general support \$10,000 00</i>	9502671				
The Guttmacher Institute	955244	12/20/2011	\$40,000 00	The Prospect Hill Foundation	3764
<i>one-year (FY2012) grant for general support \$40,000 00</i>	9502687				
The Henry L. Stimson Center	955239	12/20/2011	\$25,000 00	The Prospect Hill Foundation	3759
<i>one-year (FY2012) grant for Barry Blechman's work \$25,000 00</i>	9502682				
Institute for Science and International Security	955240	12/20/2011	\$32,000 00	The Prospect Hill Foundation	3773
<i>one-year (FY2012) grant for general support \$32,000 00</i>	9502683				
Lincoln Center Theater (LCT)	953977	12/20/2011	\$150,000 00	The Prospect Hill Foundation	3774
<i>Five-year grant (FY 2009-2013) for LCT's Rooftop Theater Capital Campaign \$750,000 00</i>	9501604				

Prospect Hill Foundation

EIN: 13-6075567

Attachment: Pg 11 Part XV 3a

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
The Metropolitan Museum of Art <i>for the purchase of a marble head of Zeus Ammon (\$10,000), the Department of Greek and Roman Art (\$16,500) and the Thomas J. Watson Library (\$3,500)</i> \$30,000 00	955196 9502663	12/20/2011	\$30,000 00	The Prospect Hill Foundation	3769
National Latina Institute for Reproductive Health <i>one-year (FY2012) grant for national advocacy (\$25,000) and for the NYC Latina Advocacy Network (\$25,000)</i> \$50,000 00	955245 9502688	12/20/2011	\$50,000 00	The Prospect Hill Foundation	3753
National Security Archive Fund <i>one-year (FY2012) grant for the Nuclear Weapons Documentation Project</i> \$35,000 00	955241 9502684	12/20/2011	\$35,000 00	The Prospect Hill Foundation	3761
Natural Resources Defense Council (NRDC) <i>one-year (FY2012) grant for the Nuclear Program</i> \$50,000 00	955242 9502685	12/20/2011	\$50,000 00	The Prospect Hill Foundation	3762
The New York Botanical Garden <i>one-year (FY2012) grant for the Geographic Information Systems Laboratory</i> \$25,000 00	955229 9502672	12/20/2011	\$25,000 00	The Prospect Hill Foundation	3747
New York City Ballet <i>one-year (FY2012) grant for general support</i> \$40,000 00	955230 9502673	12/20/2011	\$40,000 00	The Prospect Hill Foundation	3750

Prospect Hill Foundation

EIN: 13-6075567

Attachment: Pg 11 Part XV 3a

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
New York Law School	955231	12/20/2011	\$7,500 00	The Prospect Hill Foundation	3751
<i>one-year (FY2012) grant to support the publications of the Center for New York City Law at New York Law School</i>	9502674				
Planned Parenthood of New York City (PPNYC)	955246	12/20/2011	\$40,000 00	The Prospect Hill Foundation	3765
<i>one-year (FY2012) grant for general support</i>	9502689				
Planned Parenthood of Southern New England	955232	12/20/2011	\$40,000 00	The Prospect Hill Foundation	3752
<i>one-year (FY2012) grant for the Fund for Access in Providence</i>	9502675				
Ploughshares Fund, Inc.	955243	12/20/2011	\$7,500 00	The Prospect Hill Foundation	3763
<i>one-year (FY2012) grant for the Peace and Security Funders Group</i>	9502686				
Prospect Park Alliance, Inc.	955233	12/20/2011	\$10,000 00	The Prospect Hill Foundation	3754
<i>one-year (FY2012) grant for the Natural Resources Crew</i>	9502676				
Third Sector New England, Inc. and Affiliate	955221	12/20/2011	\$13,000 00	The Prospect Hill Foundation	3770
<i>one-year (FY 2012) grant for Rhode Island Land Trust Days"</i>	9502664				

Prospect Hill Foundation

EIN: 13-6075567

Attachment: Pg 11 Part XV 3a

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Union of Concerned Scientists <i>one-year (FY2012) grant for the Global Security Program--Nuclear Weapons Policy"</i> \$30,000 00	955222 9502665	12/20/2011	\$30,000 00	The Prospect Hill Foundation	3771
Westminster School <i>three-year (FY2012-2015) grant toward the construction of new dormitories</i> \$150,000 00	955223 9502666	12/20/2011	\$50,000 00	The Prospect Hill Foundation	3772
The Wilderness Society (TWS) <i>one-year (FY2012) grant to support the Eastern Forest Program</i> \$10,000 00	955234 9502677	12/20/2011	\$10,000 00	The Prospect Hill Foundation	3755
World Resources Institute (WRI) <i>one-year (FY2012) grant for the Climate and Energy Program</i> \$25,000 00	955235 9502678	12/20/2011	\$25,000 00	The Prospect Hill Foundation	3756
Total December 2011 (30 items)			\$939,000 00		
January 2012					
Haiti Circle of Friends <i>one-year (FY2012) grant for general support</i> \$25,000.00	955249 9502690	1/12/2012	\$25,000 00	The Prospect Hill Foundation	transfer
Total January 2012 (1 item)			\$25,000 00		

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
February 2012					
Association to Preserve Cape Cod, Inc.(APCC)	955254	2/8/2012	\$50,000 00	The Prospect Hill Foundation	3829
one-year grant for the Cape Cod Regional Wastewater Management Plan \$50,000.00	9502694				
The British American Security Information Council	955252	2/8/2012	\$15,000 00	The Prospect Hill Foundation	3830
for work on Comprehensive Test Ban Treaty and the 2012 NPT conference on a WMD-free zone in the Middle East \$15,000 00	9502692				
Save The Bay, Inc.	955253	2/8/2012	\$15,000 00	The Prospect Hill Foundation	3831
one year for Stormwater Utility Media Advocacy Plan \$15,000 00	9502693				
Total February 2012 (3 items)			\$80,000 00		
April 2012					
Center for New York City Affairs, The New School	955257	4/30/2012	\$30,000 00	The Prospect Hill Foundation	3857
Child Welfare Watch's Juvenile Justice in NYC" series \$30,000 00	9502695				
Friends of the Hudson River Greenway in the Bronx	955260	4/30/2012	\$5,000 00	The Prospect Hill Foundation	3855
3rd annual Riverdale RiverFest \$5,000 00	9502698				

Prospect Hill Foundation

EIN: 13-6075567

Attachment: Pg 11 Part XV 3a

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Just Detention International	955258	4/26/2012	\$15,000 00	The Prospect Hill Foundation	
<i>one-year grant for Let's End It Now: Protecting NYC Youth from Sexual Abuse in Detention"</i>	9502696				
\$15,000 00					
May 2012					
Grantmakers in Film and Electronic Media	955393	5/21/2012	\$250 00	The Prospect Hill Foundation	3921
<i>honorarium for Vince Stehle for public media presentation to G3</i>	9502815				
\$250 00					
June 2012					
The Adirondack Historical Association	955302	6/8/2012	\$15,000 00	The Prospect Hill Foundation	3926
<i>one-year (FY2013) grant for the Exhibition Master Plan Initiative</i>	9502727				
\$15,000 00					
Berkshire Natural Resources Council	955303	6/8/2012	\$25,000 00	The Prospect Hill Foundation	
<i>one-year (FY2013) grant for the Baldwin Hill Agricultural Preservation Project</i>	9502728				
\$25,000 00					

Prospect Hill Foundation

EIN: 13-6075567

Attachment: Pg 11 Part XV 3a

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Bronx River Alliance	955290	6/8/2012	\$12,500 00	The Prospect Hill Foundation	3928
<i>one-year (FY 2013) grant for general operating support (final grant)</i> \$12,500 00	9502715				
Cape Cod Commercial Hook Fishermen's Association	955277	6/8/2012	\$25,000 00	The Prospect Hill Foundation	3945
<i>one-year (FY 2013) for general support</i> \$25,000 00	9502702				
Center for Arms Control and Non-Proliferation	955283	6/8/2012	\$25,000 00	The Prospect Hill Foundation	3953
<i>one-year (FY 2013) for general support</i> \$25,000 00	9502708				
Central Park Conservancy, Inc.	955304	6/8/2012	\$25,000 00	The Prospect Hill Foundation	3929
<i>one-year (FY2013) grant for Cleopatra's Needle (Obelisk) Conservation Project</i> \$25,000 00	9502729				
Children's Defense Fund-New York	955280	6/8/2012	\$40,000 00	The Prospect Hill Foundation	955280
<i>one-year (FY2013) to support the Juvenile Justice Program</i> \$40,000.00	9502705				
Choice USA	955300	6/12/2012	\$20,000 00	The Prospect Hill Foundation	3930
<i>one-year (FY 2013) grant for the Student State Media Correspondents project</i> \$20,000 00	9502725				

Prospect Hill Foundation

EIN: 13-6075567

Attachment: Pg 11 Part XV 3a

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Community Connections for Youth	955281	6/8/2012	\$40,000 00	The Prospect Hill Foundation	3946
<i>one-year (FY2013) for Reclaiming Our Youth"</i> \$40,000.00	9502706				
Conservation Law Foundation	955305	6/8/2012	\$25,000 00	The Prospect Hill Foundation	3931
<i>one-year (FY2013) grant for the Rhode Island Advocacy Center</i> \$25,000 00	9502730				
Environment Council of Rhode Island Education Fund (as a fiscal agent for the Coalition for Water Security)	955291	6/8/2012	\$20,000 00	The Prospect Hill Foundation	3932
<i>one-year (FY 2013) grant for the Coalition for Transportation Choices</i> \$20,000 00	9502716				
The Flea Theater	955251	6/8/2012	\$100,000 00	The Prospect Hill Foundation	3955
<i>two-year grant for The Flea Circus Campaign"</i> \$200,000 00	9502691				
The Flea Theater	955286	6/8/2012	\$10,000 00	The Prospect Hill Foundation	3925
<i>one-year (FY 2013) for general support</i> \$10,000 00	9502711				
Fund for the City of New York	955307	6/8/2012	\$25,000 00	The Prospect Hill Foundation	3952
<i>one-time grant for One Percent for Culture</i> \$25,000 00	9502732				
Global Greengrants Fund	955306	6/8/2012	\$15,000 00	The Prospect Hill Foundation	3933
<i>one-year (FY2013) for general support</i> \$15,000 00	9502731				

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Groundswell Fund	955284	6/8/2012	\$50,000 00	The Prospect Hill Foundation	3949
<i>one-year (FY2013) grant for the Catalyst Fund</i> \$50,000 00	9502709				
Institute for Science and International Security	955314	6/26/2012	\$5,000 00	The Prospect Hill Foundation	3967
<i>in honor of John Redick's contribution to the field of nuclear nonproliferation</i> \$5,000 00	9502736				
International Institute Rhode Island	955295	6/8/2012	\$25,000 00	The Prospect Hill Foundation	3934
<i>one-year (FY 2013) grant for the Welcoming Rhode Island program</i> \$25,000 00	9502720				
National Advocates for Pregnant Women	955301	6/8/2012	\$25,000 00	The Prospect Hill Foundation	
<i>one-year (FY2013) grant for general support</i> \$25,000.00	9502726				
Natural History Museum of the Adirondacks (dba The Wild Center)	955289	6/8/2012	\$10,000 00	The Prospect Hill Foundation	3936
<i>one-year (FY 2013) grant for general support</i> \$10,000 00	9502714				
Natural Resources Defense Council (NRDC)	955278	6/8/2012	\$35,000 00	The Prospect Hill Foundation	3944
<i>one-year (FY2013) grant for the New York Atlantic Ocean Protection Initiative</i> \$35,000 00	9502703				

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
The Nature Conservancy	954813	6/19/2012	\$35,000 00	The Prospect Hill Foundation	3963
<i>four-year grant (FY2010-2013) for the Heart of the Adirondacks project</i> \$150,000 00	9502319				
New Urban Arts	955259	6/14/2012	\$23,975 00	The Prospect Hill Foundation	
<i>1 1 match for the capital campaign</i> \$23,975.00	9502697				
New York League of Conservation Voters Education Fund (NYLCVEF)	955292	6/8/2012	\$15,000 00	The Prospect Hill Foundation	3937
<i>one-year (FY 2013) grant for the New York City program</i> \$15,000 00	9502717				
New York Philharmonic (Philharmonic Symphony Society of NY)	955287	6/8/2012	\$35,000 00	The Prospect Hill Foundation	
<i>one-year (FY 2013) grant for general support</i> \$35,000.00	9502712				
New York Public Library	955288	6/8/2012	\$25,000 00	The Prospect Hill Foundation	3938
<i>one-year (FY 2013) grant for the Digital Library Program</i> \$25,000 00	9502713				
Open Space Institute	955293	6/8/2012	\$30,000 00	The Prospect Hill Foundation	3939
<i>one-year (FY 2013) grant for the Historic Tahawus Site Interpretation and Improvements</i> \$30,000 00	9502718				

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Open Space Institute <i>for Project F's Meet the Farmers' Project</i> \$5,000 00	955313 9502739	6/26/2012	\$5,000 00	The Prospect Hill Foundation	3970
Partnership Project, Inc. <i>one-year (FY 2013) for general support</i> \$20,000 00	955294 9502719	6/8/2012	\$20,000 00	The Prospect Hill Foundation	3940
THE POINT Community Development Corporation \$10,000 00	955312 9502738	6/26/2012	\$10,000 00	The Prospect Hill Foundation	3969
Pro Mujer <i>one-year (FY 2013) grant for general support</i> \$35,000 00	955296 9502721	6/8/2012	\$35,000 00	The Prospect Hill Foundation	3941
Prospect Park Alliance, Inc. <i>four-year (FY2011-2015) for the Lakeside Center Capital Project</i> \$100,000 00	954995 9502482	6/20/2012	\$25,000 00	The Prospect Hill Foundation	
Protect the Adirondacks! <i>1 / 1 matching grant for the legal appeal and organizational capacity building</i> \$25,000 00	955261 9502699	6/26/2012	\$25,000 00	The Prospect Hill Foundation	3966
Saint James Place <i>one-year grant toward the cost of construction-ready architectural drawings</i> \$25,000 00	955309 9502734	6/8/2012	\$25,000 00	The Prospect Hill Foundation	3958

Prospect Hill Foundation

EIN: 13-6075567

Attachment: Pg 11 Part XV 3a

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Save The Bay, Inc.	955279	6/8/2012	\$25,000 00	The Prospect Hill Foundation	3954
<i>one-year (FY2013) grant for advocacy work</i> \$25,000 00	9502704				
St. Luke's-Roosevelt Hospital Center	955310	6/8/2012	\$25,000 00	The Prospect Hill Foundation	3957
<i>one-year (FY2013) grant for equipment purchase of a new radiant warmer for the Neonatal ICU at Roosevelt Hospital</i> \$25,000 00	9502735				
Sterling and Francine Clark Art Institute	954818	6/8/2012	\$150,000 00	The Prospect Hill Foundation	
<i>to endow the Beinecke Fellowship in the Research and Academic Program</i> \$750,000 00	9502324				
Sterling and Francine Clark Art Institute	955285	6/8/2012	\$15,000 00	The Prospect Hill Foundation	3951
<i>one-year (FY2013) grant for general support</i> \$15,000 00	9502710				
The University of Rhode Island Foundation	955298	6/8/2012	\$50,000 00	The Prospect Hill Foundation	
<i>one-year (FY 2013) grant for the Rhode Island Shellfish Management Plan</i> \$50,000 00	9502723				
Vera Institute of Justice	955282	6/8/2012	\$40,000 00	The Prospect Hill Foundation	3943
<i>one-year (FY 2013) grant for the Center on Youth Justice's DMC work with the NYC Department of Probation</i> \$40,000 00	9502707				

Prospect Hill Foundation

EIN: 13-6075567

Attachment: Pg 11 Part XV 3a

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Wildlife Conservation Society	955299	6/8/2012	\$16,000 00	The Prospect Hill Foundation	3950
<i>one-year (FY 2013) grant for comprehensive ocean planning in the tri-state area</i> \$16,000 00	9502724				
The Women's Fund of Rhode Island	955297	6/8/2012	\$25,000 00	The Prospect Hill Foundation	3948
<i>one-year (FY 2013) grant for capacity building (legislative research on gender equality)</i> \$25,000 00	9502722				
Women's Housing and Economic Development Corporation	955311	6/26/2012	\$7,475 00	The Prospect Hill Foundation	3968
\$7,475 00	9502737				
Yale University	953587	6/19/2012	\$250,000 00	The Prospect Hill Foundation	3962
<i>Five-year grant (FY 2007-2012) toward the Yale SOM new campus</i> \$2,500,000 00	9501255				
		Total June 2012	\$1,484,950 00		
		(44 items)			
		Grand Total	\$3,021,700 00		
		(101 items)			

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	K-1 PROSPECT CAPITAL PARTNERS	P	VARIOUS	12/31/11
b	K-1 PROSPECT CAPITAL PARTNERS	P	VARIOUS	12/31/11
c	K-1 VENTURE INVESTMENT ASSOCIATES, LP	P	VARIOUS	12/31/11
d	K-1 VENTURE INVESTMENT ASSOCIATES II, LP	P	VARIOUS	12/31/11
e	K-1 VENTURE INVESTMENT ASSOCIATES III, LP	P	VARIOUS	12/31/11
f	K-1 VENTURE INVESTMENT ASSOCIATES III, LP	P	VARIOUS	12/31/11
g	K-1 VENTURE INVESTMENT ASSOCIATES IV, LP	P	VARIOUS	12/31/11
h	K-1 VENTURE INVESTMENT ASSOCIATES IV, LP	P	VARIOUS	12/31/11
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 75,903.			75,903.
b 1,407,264.			1,407,264.
c 925.			925.
d 40,999.			40,999.
e 250,999.			250,999.
f		13,501.	<13,501.>
g 204.			204.
h 362,024.			362,024.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			75,903.
b			1,407,264.
c			925.
d			40,999.
e			250,999.
f			<13,501.>
g			204.
h			362,024.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,124,817.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
INTEREST INCOME	200.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	200.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PROSPECT CAPITAL PARTNERS	937,700.	0.	937,700.
VENTURE INVESTMENT ASSOCIATES, II	3,120.	0.	3,120.
VENTURE INVESTMENT ASSOCIATES, III	5,064.	0.	5,064.
VENTURE INVESTMENT ASSOCIATES, IV	9,413.	0.	9,413.
VENTURE INVESTMENT ASSOCIATES, L.P.	18.	0.	18.
TOTAL TO FM 990-PF, PART I, LN 4	955,315.	0.	955,315.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME	<130,602.>		
UNRELATED BUSINESS INCOME	100,114.		
TOTAL TO FORM 990-PF, PART I, LINE 11	<30,488.>		

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	27,436.	27,436.		0.
TO FORM 990-PF, PG 1, LN 16B	27,436.	27,436.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	2,000.	0.		0.
STATE INCOME TAXES	<2,576.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<576.>	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	1,500.	0.		1,500.
MEMBERSHIPS	7,100.	0.		7,100.
TECHNOLOGY, EQUIPMENT & SERVICES	5,786.	0.		5,786.
CUSTODY FEES	1,500.	1,500.		0.
PROGRAM STRATEGY EXPLORATION	4,215.	0.		4,215.
GRANT REVIEW AND GOVERNANCE	1,831.	0.		1,831.
INVESTMENT OPERATIONS	121,600.	121,600.		0.
ADMINISTRATION	12,200.	12,200.		0.
INSURANCE	1,600.	1,600.		0.
CONSULTANTS	3,200.	0.		3,200.
OFFICE EXPENSE	6,201.	0.		6,201.
PHONE AND COMPUTER EXPENSE	31,800.	0.		31,800.
FINANCIAL REPORTING	64,000.	64,000.		0.
MISCELLANEOUS	251.	0.		251.
D&O INSURANCE	2,250.	0.		2,250.
TO FORM 990-PF, PG 1, LN 23	265,034.	200,900.		64,134.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PROSPECT CAPITAL PARTNERS	FMV	55,098,513.	55,098,513.
VENTURE INVESTMENT ASSOCIATES II	FMV	111,929.	111,929.
VENTURE INVESTMENT ASSOCIATES III	FMV	784,439.	784,439.
VENTURE INVESTMENT ASSOCIATES IV	FMV	1,848,195.	1,848,195.
VENTURE INVESTMENT ASSOCIATES LP	FMV	426,263.	426,263.
TOTAL TO FORM 990-PF, PART II, LINE 13		58,269,339.	58,269,339.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	2.	6.	6.
TO FORM 990-PF, PART II, LINE 15	2.	6.	6.

THE PROSPECT HILL FOUNDATION
EIN 13 - 6075567
INVESTMENT IN PROSPECT CAPITAL PARTNERS - DETAILS
JUNE 30, 2012

	Quantity	Security	Book/Market Value	
CASH AND EQUIVALENTS				
		BBIF T/E Fund Cl 1	2	
		Merill Lynch	-	
		Northern Municipal Money Mkt Fund	88,334	
		Northern Trust Euro Account	217	
		Schwab US Treasury Money Fund	53	
	990,625 00	Elbrook Offshore Fund Ltd	990,625	
	990,625.00	Kettle Hill Offshore Ltd	990,625	2,069,856
FORWARD CURRENCY CONTRACTS				
	633 09	P/E Funds Ltd - Class 2	826,247	826,247
TAXABLE BONDS				
	74,514 42	Pimco Total Return Fund Cl D	842,013	842,013
DOMESTIC EQUITIES				
Large Capitalization				
	1,822,750 00	Edgewood Management LLC-PCP	2,025,923	
	81,134 13	Jensen Portfolio Fund Cl I	2,296,096	
	81,333 31	Longleaf Partners Fund	2,319,626	6,641,645
Small Capitalization				
	195,422 50	Wellington Micro Cap Equity	3,665,716	3,665,716
FOREIGN EQUITIES				
Developed Markets				
	44,178 00	First Eagle Overseas Fund Cl I	950,710	
	67,696 42	Highclere Intl	976,765	
	49,200 06	Silchester Intl Investors	3,401,688	5,329,164
Emerging Markets				
	106,710 05	Capital Emerging Mkts Total Oppor Fund	1,157,804	
	792,500 00	Indus Select Fund Ltd	792,828	
	1,188,750 00	Newport Asia Institutional Fund(PCP)	1,207,652	
	67,245.21	Oppenheimer Developing Markets Fund Cl A	2,128,983	
	15,850.00	Sandstone Capital India Offshore Fund, Ltd	27,739	
	46 86	Spinnaker Capital PACNET Holdings-PCP	4,686	
	792,500 00	Spinnaker GO Fund Cl I	828,574	6,148,266
ABSOLUTE RETURN				
	489,365 25	AG Long-Term SuperFund	73,694	
	396,250 00	Arcturus Offshore Investments, Ltd	418,602	
	975 41	Cerberus Intl SPV, Ltd	1,287,886	
	2,377,500 00	Convexity Capital Offshore LP	3,598,223	
	1,585,000 00	Davidson Kempner Institutional	2,162,283	
	2,773,750 00	Farallon Captl Institutional Ptnrs	3,161,619	
	1,485 94	Friedberg Milstein Clo Pfd Shares 144A	14,859	
	70,707 44	Madoff Securities-Prosp Capl Ptnrs	-	
	79 25	Silver Point Capital Offshore Fund, Ltd	1,070,390	
	4,575 90	Vega - Liquidating Assets	-	11,787,556

HEDGED EQUITY

792,500 00	Merchants Gate Offshore Fund Ltd	849,449	
792,500.00	Palo Alto Healthcare Offshore II, Ltd	1,119,925	
24 78	Sansar Capital Holdings, Ltd.-PCP	37,652	
3,842 65	Swiftcurrent Offshore, Ltd CI A1 Ser 1	44,705	
236 42	Swiftcurrent Offshore, Ltd CI A1 Ser 10	1,079	
13 81	Swiftcurrent Offshore, Ltd CI A1 Ser 11	63	
26 12	Swiftcurrent Offshore, Ltd CI A1 Ser 7	132	
2,232 18	Swiftcurrent Offshore, Ltd CI A2 Ser 1	12,415	
201 88	Swiftcurrent Offshore, Ltd CI A2 Ser 22	921	
77 83	Swiftcurrent Offshore, Ltd CI D Ser 1	7,195	
3 04	Swiftcurrent Offshore, Ltd CI E Ser 1	389	
1,585,000 00	WMIB - Spindrift Class A	1,411,600	3,485,526

HARD ASSETS

Real Estate Investments

792,499 21	Cerberus Asia Partners, LP	144,496	
1,176,189 67	Cronus Real Estate Fund, LP	1,013,119	
3,170 00	LBA Realty Fund Inc(06/12)	984,666	
3 96	Prana Associates 21 (06/12)	155,053	
3 96	Prana Associates 22 (06/12)	385,383	
1,188,750 00	Rossrock 2005 Fund LLC(06/12)	25,427	
1,229,668 36	Rossrock Fund II LP(06/12)	800,131	3,508,275

Oil & Gas

1,422,968 68	Encap Energy Capital Fund VII(06/12)	1,005,887	
160,060 43	VIA Energy II(06/12)	157,639	1,163,526

VENTURE CAPITAL INVESTMENTS

Partnerships-VC

777,345 02	Amberbrook IV LLC(06/12)	361,932	
699,647 53	Amberbrook V LLC(06/12)	909,794	
555,740 63	DFJ Dragon Fund China L.P (03/12)	570,575	
621,518 32	Next Wave Fund I LP(12/11)	400,534	
1,427,226 72	Venture Investment Associates V(06/12)	1,858,203	
1,100,356 93	Venture Investment Associates VI(06/12)	1,352,220	5,453,259

PRIVATE EQUITY INVESTMENTS

Partnerships-PE

466,146 72	Clearview Partners Fund II(06/12)	465,901	
3,564,161 21	Fortress Credit Oppor Fund(B)LP (06/12)	1,302,184	
704,381 88	Founders Equity SBIC I, LP(06/12)	515,648	
1,460,059 21	MissionPoint Capital Ptnrs Fund(06/12)	607,480	
115,426 04	MissionPoint HA Parallel Fund II	306,652	
181,445 25	MissionPoint SE Parallel Fund	146,282	
85,169 18	Voltaix Investment LLC	70,247	3,414,394

Direct Investments-PE

792,500 00	SRB OPCO II, Inc	763,069	763,069
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TOTAL INVESTMENTS IN PROSPECT CAPITAL PARTNERS

(INCLUDED IN INVESTMENTS REPORTED ON FOR 990-PF, PART II, LINE 13,

55,098,513

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM S. BEINECKE 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	CHAIRMAN/DIRECTOR 2.00	0.	0.	0.
JOHN B. BEINECKE 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	PRESIDENT/DIRECTOR 5.00	0.	0.	0.
FREDERICK W. BEINECKE 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	SECRETARY/VICE PRESIDENT/DIRECTOR 2.00	0.	0.	0.
FRANCES B. ELSTON 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	DIRECTOR 2.00	0.	0.	0.
SARAH B. RICHARDSON 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	DIRECTOR 2.00	0.	0.	0.
ROBERT BARLETTA 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	TREASURER 10.00	0.	0.	0.
BENJAMIN B. BEINECKE 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	DIRECTOR 2.00	0.	0.	0.
JACOB S. BEINECKE 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	DIRECTOR 2.00	0.	0.	0.
CARRIE ELSTON TUNICK 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	DIRECTOR 2.00	0.	0.	0.
ELIZABETH B. ELSTON 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	DIRECTOR 2.00	0.	0.	0.
JESSE W. SMITH 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 10
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

212-370-1144

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

APPLICATIONS FOR GRANTS MAY BE SUBMITTED AT ANY TIME.

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

Prospect Hill Foundation
EIN: 13-6075567
Attachment: Form 990-PF, Pg 3, Part IV (a)

PROSPECT HILL FOUNDATION
EIN: 13-6075567
FORM 990-PF
June 30, 2012

Page 3, Part IV: CAPITAL GAINS & LOSSES

(a) From Passthroughs:

	<u>Gain/(Loss)</u>
Schedule K-1: Venture Investment Associates, LP - EIN: 22-3248650	925
Schedule K-1: Venture Investment Associates II, LP - EIN: 22-3284167	40,999
Schedule K-1: Venture Investment Associates III, LP - EIN: 22-3543341	(13,501)
Schedule K-1: Venture Investment Associates III, LP - EIN: 22-3543341	250,999
Schedule K-1: Venture Investment Associates IV, LP - EIN: 22-3679965	204
Schedule K-1: Venture Investment Associates IV, LP - EIN: 22-3679965	362,024
Schedule K-1: Prospect Capital Partners - EIN: 13-3745680	75,903
Schedule K-1: Prospect Capital Partners - EIN: 13-3745680	<u>1,407,264</u>
	2,124,817