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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning JUL 1, 2012, and ending JUN 30, 2013

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 ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 61,506,165. (Part I, column (d) must be on cash basis.)	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)
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	10.	10.		STATEMENT 1
4	Dividends and interest from securities	1,519,983.	1,519,983.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	3,509,788.			
b	Gross sales price for all assets on line 6a	3,517,268.			
7	Capital gain net income (from Part IV, line 2)		3,509,788.		
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	<222,889.>	0.		STATEMENT 3
12	Total. Add lines 1 through 11	4,806,892.	5,029,781.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages	233,701.	0.		233,701.
15	Pension plans, employee benefits	66,681.	0.		66,681.
16a	Legal fees				
b	Accounting fees STMT 4	27,379.	27,379.		0.
c	Other professional fees				
17	Interest				
18	Taxes STMT 5	57,311.	57,311.		0.
19	Depreciation and depletion	7,337.	7,337.		
20	Occupancy	65,547.	0.		65,547.
21	Travel, conferences, and meetings	26,080.	0.		26,080.
22	Printing and publications	3,980.	0.		3,980.
23	Other expenses STMT 6	267,109.	196,500.		70,609.
24	Total operating and administrative expenses. Add lines 13 through 23	755,125.	288,527.		466,598.
25	Contributions, gifts, grants paid	2,533,412.			2,533,412.
26	Total expenses and disbursements. Add lines 24 and 25	3,288,537.	288,527.		3,000,010.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,518,355.			
b	Net investment income (if negative, enter -0-)		4,741,254.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	43,877.	742,877.	742,877.
	2 Savings and temporary cash investments	588,209.	316,404.	316,404.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶	97,626.			
Less: accumulated depreciation ▶	68,263.	31,011.	29,363.	29,363.
12 Investments - mortgage loans				
13 Investments - other	STMT 8	58,269,339.	60,417,521.	60,417,521.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 9)		6.	0.	0.
16 Total assets (to be completed by all filers)		58,932,442.	61,506,165.	61,506,165.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☒			
	24 Unrestricted		58,932,442.	61,506,165.
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances		58,932,442.	61,506,165.
	31 Total liabilities and net assets/fund balances		58,932,442.	61,506,165.

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	58,932,442.
2 Enter amount from Part I, line 27a	2	1,518,355.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,055,368.
4 Add lines 1, 2, and 3	4	61,506,165.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	61,506,165.

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 3,517,268.		7,480.	3,509,788.

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			3,509,788.

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	3,509,788.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	3,782,492.	61,757,494.	.061247
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

2 Total of line 1, column (d)	2	.299281
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	.059856
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	57,834,318.
5 Multiply line 4 by line 3	5	3,461,731.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	47,413.
7 Add lines 5 and 6	7	3,509,144.
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	3,000,010.

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	94,825.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	94,825.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	94,825.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	92,626.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	92,626.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	1.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,200.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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) <u>NY</u>		
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 2012, 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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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 2012 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 2012.)	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 2012?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

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

☐ Yes ☒ No

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

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 10		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	40.00	212,648.	27,325.
				0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ANTAEUS ENTERPRISES - 99 PARK AVENUE, SUITE 2200, NEW YORK, NY 10016	ADMINISTRATIVE	525,382.

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

0

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

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	445,705.
c	Fair market value of all other assets	1c	58,269,339.
d	Total (add lines 1a, b, and c)	1d	58,715,044.
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	58,715,044.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	880,726.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	57,834,318.
6	Minimum investment return. Enter 5% of line 5	6	2,891,716.

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	2,891,716.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	94,825.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	94,825.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,796,891.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,796,891.
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	2,796,891.

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	3,000,010.
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	3,000,010.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,000,010.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,796,891.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	1,021,754.			
b From 2008	122,260.			
c From 2009	728,111.			
d From 2010	791,078.			
e From 2011	757,432.			
f Total of lines 3a through e	3,420,635.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 3,000,010.				
a Applied to 2011, 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 2012 distributable amount				2,796,891.
e Remaining amount distributed out of corpus	203,119.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	- 0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	3,623,754.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	1,021,754.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,602,000.			
10 Analysis of line 9:				
a Excess from 2008	122,260.			
b Excess from 2009	728,111.			
c Excess from 2010	791,078.			
d Excess from 2011	757,432.			
e Excess from 2012	203,119.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

(a) 2012

(b) 2011

Prior 3 years

(c) 2010

(d) 2009

(e) Total

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 11

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
GRANTS (SEE ATTACHED SCHEDULE)				2,267,025.
MATCHING GRANTS (SEE ATTACHED SCHEDULE)				266,387.
Total			3a	2,533,412.
b Approved for future payment				
GRANT COMMITMENTS (SEE ATTACHED SCHEDULE)				1,030,000.
Total			3b	1,030,000.

Part XVII

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

- | | | Yes | No |
|---|--|-------|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) | Cash | 1a(1) | X |
| (2) | Other assets | 1a(2) | X |
| b | Other transactions: | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) | Reimbursement arrangements | 1b(4) | X |
| (5) | Loans or loan guarantees | 1b(5) | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[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.

☒ **TREASURER**

Signature of officer or trustee: [Signature] Date: 2/12/14

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check ☐ if self-employed	PTIN
	STUART KAMELHAR		2/10/14		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	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	K-1 VENTURE INVESTMENT ASSOCIATES LP	P	01/01/12	12/31/12
b	K-1 VENTURE INVESTMENT ASSOCIATES LP II	P	01/01/12	12/31/12
c	K-1 VENTURE INVESTMENT ASSOCIATES LP III	P	01/01/12	12/31/12
d	K-1 VENTURE INVESTMENT ASSOCIATES LP III	P	01/01/12	12/31/12
e	K-1 VENTURE INVESTMENT ASSOCIATES LP IV	P	01/01/12	12/31/12
f	K-1 PROSPECT CAPITAL PARTNERS	P	01/01/12	12/31/12
g	K-1 VENTURE INVESTMENT ASSOCIATES IV	P	01/01/12	12/31/12
h	K-1 PROSPECT CAPITAL PARTNERS	P	01/01/12	12/31/12
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		339.	<339.>
b	77,656.		77,656.
c	225,018.		225,018.
d		6,626.	<6,626.>
e		515.	<515.>
f	2,648,214.		2,648,214.
g	416,483.		416,483.
h	149,897.		149,897.
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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<339.>
b			77,656.
c			225,018.
d			<6,626.>
e			<515.>
f			2,648,214.
g			416,483.
h			149,897.
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	3,509,788.
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	10.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PROSPECT CAPITAL PARTNERS VENTURE INVESTMENT ASSOCIATES, II	1,513,092.	0.	1,513,092.
VENTURE INVESTMENT ASSOCIATES, III	30.	0.	30.
VENTURE INVESTMENT ASSOCIATES, IV	412.	0.	412.
VENTURE INVESTMENT ASSOCIATES, L.P.	6,440.	0.	6,440.
	9.	0.	9.
TOTAL TO FM 990-PF, PART I, LN 4	1,519,983.	0.	1,519,983.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME	<175,716.>	0.	
UNRELATED BUSINESS INCOME	<47,173.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<222,889.>	0.	

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	27,379.	27,379.		0.
TO FORM 990-PF, PG 1, LN 16B	27,379.	27,379.		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	53,280.	53,280.		0.
STATE INCOME TAXES	4,031.	4,031.		0.
TO FORM 990-PF, PG 1, LN 18	57,311.	57,311.		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	6,795.	0.		6,795.
TECHNOLOGY, EQUIPMENT & SERVICES	8,099.	0.		8,099.
CUSTODY FEES	1,500.	1,500.		0.
PROGRAM STRATEGY EXPLORATION	403.	0.		403.
GRANT REVIEW AND GOVERNANCE	10,291.	0.		10,291.
INVESTMENT OPERATIONS	117,200.	117,200.		0.
ADMINISTRATION	12,500.	12,500.		0.
INSURANCE	1,600.	1,600.		0.
CONSULTANTS	6,095.	0.		6,095.
OFFICE EXPENSE	5,176.	0.		5,176.
PHONE AND COMPUTER EXPENSE	30,000.	0.		30,000.
FINANCIAL REPORTING	63,700.	63,700.		0.
D&O INSURANCE	2,250.	0.		2,250.
TO FORM 990-PF, PG 1, LN 23	267,109.	196,500.		70,609.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
UNREALIZED GAIN ON PARTNERSHIP ASSETS		1,055,368.	
TOTAL TO FORM 990-PF, PART III, LINE 3		1,055,368.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PROSPECT CAPITAL PARTNERS	FMV	58,107,897.	58,107,897.
VENTURE INVESTMENT ASSOCIATES II	FMV	54,370.	54,370.
VENTURE INVESTMENT ASSOCIATES III	FMV	497,642.	497,642.
VENTURE INVESTMENT ASSOCIATES IV	FMV	1,362,393.	1,362,393.
VENTURE INVESTMENT ASSOCIATES LP	FMV	395,219.	395,219.
TOTAL TO FORM 990-PF, PART II, LINE 13		60,417,521.	60,417,521.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	6.	0.	0.
TO FORM 990-PF, PART II, LINE 15	6.	0.	0.

THE PROSPECT HILL FOUNDATION
EIN 13-6075567
INVESTMENT IN PROSPECT CAPITAL PARTNERS - DETAILS
30-Jun-13

Quantity	Security	Market Value
CASH AND EQUIVALENTS		
	Northern Funds US Govt Select Money Mkt Fd	1,946,522
	Northern Trust Euro Account	217
	Schwab US Treasury Money Fund	53
	Edgewood	36,663
		1,983,455
FORWARD CURRENCY CONTRACTS		
	798 8486 P/E Funds Ltd - Class 2	793,053
		793,053
TAXABLE BONDS		
	145991 89 Pimco Total Return Fund CI D	1,244,917
		1,244,917
DOMESTIC EQUITIES		
Large Capitalization		
	2300000 Edgewood Management LLC-PCP	2,419,934
	120772 443 Longleaf Partners Fund	2,768,953
	1 Scudder Subtrack	0
	174997 817 The GMO Quality Fund-III	3,494,881
		0
		8,720,431
Small Capitalization		
	139461 41 Wellington Micro Cap Equity	2,738,090
		2,738,090
	DOMESTIC EQUITIES Total	11,458,521
FOREIGN EQUITIES		
Developed Markets		
	58818 689 First Eagle Overseas Fund CI I	1,060,930
	84359 6739 Highclere Intl	1,181,155
	61464 1068 Silchester Intl Investors	4,300,470
		6,542,555
Emerging Markets		
	138432 986 Capital Emerging Mkts Total Oppor Fund	1,193,625
	1000000 Indus Select Fund Ltd	987,630
	1500000 Newport Asia Institutional Fund(PCP)	1,305,590
	86110 21 Oppenheimer Develop Mkts Fd CI I	2,292,260
	20000 Sandstone Capital India Offshore Fund, Ltd	37,095
	59 1321 Spinnaker Capital PACNET Holdings-PCP	4,686
	1000000 Spinnaker GO Fund CI I	928,483
		6,749,369
	FOREIGN EQUITIES Total	13,291,925

ABSOLUTE RETURN

617495 58 AG Long-Term SuperFund	54,758
500000 Artorius Offshore Investments, Ltd	456,624
675 2632 Cerberus Intl SPV, Ltd	788,579
1000000 Colchis P2P Income Fund	811,972
3000000 Convexity Capital Offshore L P	3,153,376
2000000 Davidson Kempner Institutional	2,221,823
3500000 Farallon Captl Institutional Ptnrs	3,247,558
1875 Friedberg Milstein Clo Pfd Shares 144A	0
89220 7395 Madoff Securities-Prosop Captl Ptnrs	0
100 Silver Point Capital Offshore Fund, Ltd	1,302,144
5774 Vega - Liquidating Assets	0
	12,036,833

HEDGED EQUITY

1250000 Elbrook Offshore Fund Ltd	1,088,141
1250000 Kettle Hill Offshore Ltd	1,057,435
1000000 Merchants Gate Offshore Fund Ltd	876,367
1000000 Palo Alto Healthcare Offshore II, Ltd	1,254,554
31 2696 Sansar Capital Holdings, Ltd -PCP	4,621
98 21 Swiftcurrent Offshore, Ltd Cl D Ser 1	6,793
10796 229 WMIB - Spindrift Side Pocket Shs	76,722
	4,364,633

HARD ASSETS

Real Estate Investments

999999 Cerberus Asia Partners, L P	107,465
1484151 H I G Realty Fund, L P (Cronus)(06/13)	904,365
4000 LBA Realty Fund Inc	641,408
5 Prana Associates 21 (12/12)	139,389
5 Prana Associates 22 (12/12)	381,668
1500000 Rossrock 2005 Fund LLC(09/13)	10,106
1551632 Rossrock Fund II LP(09/13)	701,125
	0
	2,885,527

Oil & Gas

1924904 12 Encap Energy Capital Fund VII(06/13)	485,258
268864 VIA Energy II(06/13)	219,274
	704,531

HARD ASSETS Total 3,590,058

VENTURE CAPITAL INVESTMENTS

Partnerships-VC

986877 Amberbrook IV LLC(06/13)	247,385
922564 Amberbrook V LLC(06/13)	752,029
701250 DFJ Dragon Fund China L P (09/13)	576,417
784250 25 Next Wave Fund I LP(12/12)	419,559
1717674 Venture Investment Associates V(06/13)	1,805,602
1553571 46 Venture Investment Associates VI(06/13)	1,535,113
	5,336,105

VENTURE CAPITAL INVEST Total 5,336,105

PRIVATE EQUITY INVESTMENTS

Partnerships-PE

588197.76 Clearview Partners Fund II(12/12)	450,869
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4605847 18 Fortress Credit Oppor Fund(B)LP (06/13)	1,197,566
914728 76 Founders Equity SBIC I, LP(06/13)	564,939
1979599 MissionPoint Capital Ptnrs Fund(06/13)	836,027
145648 MissionPoint HA Parallel Fund II	201,521
228953 MissionPoint SE Parallel Fund	1,639
	3,252,560
Direct Investments-PE	
1000000 SRB OPCO II, Inc	792,500
	792,500
PRIVATE EQUITY INVESTM Total	4,045,060
TOTAL PORTFOLIO	58,107,897

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB 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/D 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.

THE PROSPECT HILL FOUNDATION, INC.

13-6075567

FRANCES G. BEINECKE DIRECTOR
 99 PARK AVENUE, SUITE 2220 2.00
 NEW YORK, NY 10016

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 11
	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)

Page 3, Part IV; CAPITAL GAINS & LOSSES

(a) From Passthroughs:

	<u>Gain/ (Loss)</u>
Schedule K-1: Venture Investment Associates, LP - EIN 22-3248650	(339)
Schedule K-1: Venture Investment Associates II, LP - EIN 22-3284167	77,656
Schedule K-1: Venture Investment Associates III, LP - EIN 22-3543341	225,018
Schedule K-1: Venture Investment Associates III, LP - EIN 22-3543341	(6,626)
Schedule K-1: Venture Investment Associates IV, LP - EIN 22-3679965	(515)
Schedule K-1: Venture Investment Associates IV, LP - EIN 22-3679965	416,483
Schedule K-1: Prospect Capital Partners - EIN. 13-3745680	149,897
Schedule K-1: Prospect Capital Partners - EIN 13-3745680	<u>2,648,214</u>
	3,509,788

Payments Made - By Month

7/24/2013

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
<u>August 2012</u>					
Hawk Mountain Sanctuary Association	955308	8/22/2012	\$25,000.00	The Prospect Hill Foundation	4036
four-year grant (FY2013-2016) for the Common Room capital campaign \$100,000.00	9502733				
Total August 2012			\$25,000.00		
			(1 item)		
<u>September 2012</u>					
Adirondack Community Trust	955396	9/17/2012	\$2,500.00	The Prospect Hill Foundation	4047
One year (FY2013) general support \$2,500.00	9502818				
Chatham Orpheum Theater	955394	9/17/2012	\$25,000.00	The Prospect Hill Foundation	4046
one-year (FY 2013) grant for the capital campaign \$25,000.00	9502816				
North Country Public Radio (NCPR)	955395	9/17/2012	\$27,500.00	The Prospect Hill Foundation	4048
One year (FY2013) grant for Prison Time: Forty Years of Rockefeller Drug Laws" \$27,500.00	9502817				
Total September 2012			\$55,000.00		
			(3 items)		

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
Lincoln Center Theater (LCT)	953977	10/17/2012	\$150,000.00	The Prospect Hill Foundation	4116
Five-year grant (FY 2009-2013) for LCT's Roofstop Theater Capital Campaign \$750,000.00	9501604				
The Nature Conservancy	954813	10/17/2012	\$30,000.00	The Prospect Hill Foundation	4117
four-year grant (FY2010-2013) for the Heart of the Adirondacks project \$150,000.00	9502319				
November 2012					
Total October 2012 (2 items)			\$180,000.00		
The Carrot Project	955456	11/15/2012	\$5,000.00	The Prospect Hill Foundation	4134
One-year (FY2013) grant for Greater Berkshire Agriculture Fund \$5,000.00	9502874				
Association to Preserve Cape Cod, Inc. (APCC)	955451	11/15/2012	\$15,000.00	The Prospect Hill Foundation	4132
One year (FY2013) grant for general support \$15,000.00	9502869				
Center for Women & Enterprise	955455	11/15/2012	\$25,000.00	The Prospect Hill Foundation	4133
One-year (FY2013) grant for capacity building (final grant) \$25,000.00	9502873				

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
Central Park Conservancy, Inc.	955457	11/15/2012	\$20,000.00	The Prospect Hill Foundation	4135
<i>One-year (FY2013) grant for the salary of a zone gardener for the Harlem Meer</i> \$20,000.00	9502875				
Centurion Ministries	955458	11/15/2012	\$30,000.00	The Prospect Hill Foundation	4136
<i>one-year (FY2013) grant for general support</i> \$30,000.00	9502876				
The Correctional Association of New York	955452	11/15/2012	\$45,000.00	The Prospect Hill Foundation	4140
<i>One year (FY2013) grant for the Juvenile Justice Project</i> \$45,000.00	9502870				
FJC A Foundation of Donor-Advised Funds	955464	11/15/2012	\$5,000.00	The Prospect Hill Foundation	4145
<i>One-year (FY2013) restricted grant for the New York Juvenile Justice Initiative</i> \$5,000.00	9502882				
Hawk Mountain Sanctuary-Association	955459	11/15/2012	\$10,000.00	The Prospect Hill Foundation	4137
<i>One-year (FY2013) grant for general support</i> \$10,000.00	9502877				
Institute for Juvenile Justice Reform and Alternatives (IJJRA) <i>Raise the Youth, Raise the Bar, Raise the Age.</i> \$25,000.00	955453 9502871	11/15/2012	\$25,000.00	The Prospect Hill Foundation	4138 Check was made W Haywood Burns Institute

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Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Jacob's Pillow Dance Festival, Inc. <i>One year (FY2013) grant for general support</i> \$10,000.00	955460 9502878	11/15/2012	\$10,000.00	The Prospect Hill Foundation	4142
Lincoln Center Theater (LCT) <i>one-year (FY2013) grant for general support</i> \$30,000.00	955461 9502879	11/15/2012	\$30,000.00	The Prospect Hill Foundation	4143
New York Center for Juvenile Justice <i>One year (FY2013) for general support</i> \$20,000.00	955454 9502872	11/15/2012	\$20,000.00	The Prospect Hill Foundation	4146
Riverdale Neighborhood House (RNH) <i>One year (FY2013) grant for the Youth Internship Program</i> \$10,000.00	955462 9502880	11/15/2012	\$10,000.00	The Prospect Hill Foundation	4144
Wave Hill Inc. <i>One-year (FY2013) grant for general support</i> \$25,000.00	955463 9502881	11/15/2012	\$25,000.00	The Prospect Hill Foundation	4141
December 2012					
Rhode Island Land Trust Council <i>one year (FY2013) for marketing efforts related to the second Rhode Island Land Trust Days"</i> \$8,000.00	955489 9502907	12/17/2012	\$8,000.00	The Prospect Hill Foundation	4162
Total November 2012 (14 items)			\$275,000.00		

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Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
American Museum of Natural History (AMNH) one year grant (FY2013) for the Center for Biodiversity and Conservation \$25,000.00	955476 9502894	12/17/2012	\$25,000.00	The Prospect Hill Foundation	4183
The Arms Control Association \$50,000.00	955466 9502884	12/17/2012	\$50,000.00	The Prospect Hill Foundation	4176
Ballet Hispanico of New York one year (FY2013) grant for general support \$15,000.00	955477 9502895	12/17/2012	\$15,000.00	The Prospect Hill Foundation	4165
The British American Security Information Council \$15,000 over one year for work on Strategic Dialogues and the NPT conference on a WMD-free zone in the Middle East \$15,000.00	955467 9502885	12/17/2012	\$15,000.00	The Prospect Hill Foundation	4158
Carnegie Endowment for International Peace The Nuclear Policy Program \$50,000.00	955468 9502886	12/17/2012	\$50,000.00	The Prospect Hill Foundation	4169
The Center for Reproductive Rights (CFRR) \$40,000 over one year (FY2013) for the U.S Program \$40,000.00	955473 9502891	12/17/2012	\$40,000.00	The Prospect Hill Foundation	4175

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Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Chez Bushwick, Inc.	955487	12/17/2012	\$9,000.00	The Prospect Hill Foundation	4180
<i>one year (FY2013) grant to support Chez Bushwick's share of the rental obligation to Center for Performance Research \$9,000.00</i>	9502905				
Close Encounters With Music, Inc.	955478	12/17/2012	\$4,000.00	The Prospect Hill Foundation	4168
<i>one year (FY2013) for general support \$4,000.00</i>	9502896				
exalt youth	955491	12/17/2012	\$30,000.00	The Prospect Hill Foundation	4185
<i>over one year (FY2013) for development manager \$30,000.00</i>	9502909				
Friends of Van Cortlandt Park, Inc.	955479	12/17/2012	\$7,500.00	The Prospect Hill Foundation	4178
<i>one year (FY2013) grant for general support \$7,500.00</i>	9502897				
Fund for Constitutional Government	955493	12/17/2012	\$7,500.00	The Prospect Hill Foundation	4164
<i>The Peace and Security Funders Group \$7,500.00</i>	9502911				
The Green-Wood Historic Fund	955498	12/17/2012	\$5,000.00	The Prospect Hill Foundation	4160
<i>Hurricane Sandy tree damage \$5,000.00</i>	9502912				
Institute for Science and International Security	955469	12/17/2012	\$32,000.00	The Prospect Hill Foundation	4161
<i>For general support \$32,000.00</i>	9502887				

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Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Lambi Fund of Haiti	955492	12/17/2012	\$15,000.00	The Prospect Hill Foundation	4182
<i>in memory of Bernard Philogene and in recognition of the organization's consistent excellence</i> \$15,000.00	9502910				
The Metropolitan Museum of Art	955488	12/17/2012	\$30,000.00	The Prospect Hill Foundation	4173
<i>one year (FY2013) for the Dept. of Greek and Roman Art (\$20,000) and the Dept. of Paintings Conservation (\$10,000)</i> \$30,000.00	9502906				
National Latina Institute for Reproductive Health	955474	12/17/2012	\$50,000.00	The Prospect Hill Foundation	4159
<i>\$50,000 over one year. (FY2013) \$25,000 for national advocacy and \$25,000 for the NYC Latina Advocacy Network (LAN)</i> \$50,000.00	9502892				
National Security Archive Fund	955470	12/17/2012	\$35,000.00	The Prospect Hill Foundation	4170
<i>\$35,000 over one year (FY2013) for the Nuclear Weapons Documentation Project</i> \$35,000.00	9502888				
Natural Resources Defense Council (NRDC)	955471	12/17/2012	\$50,000.00	The Prospect Hill Foundation	4166
<i>\$50,000 over one year (FY2013) for the Nuclear Program</i> \$50,000.00	9502889				

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Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
The Nature Conservancy Rhode Island one year (FY2013) for the Ocean and Coastal Conservation Program \$30,000.00	955490 9502908	12/17/2012	\$30,000.00	The Prospect Hill Foundation	4184
The New York Botanical Garden one year (FY2013) for the Geographic Information Systems Laboratory \$25,000.00	955480 9502898	12/17/2012	\$25,000.00	The Prospect Hill Foundation	4177
New York City Ballet one year (FY2013) for general support \$40,000.00	955481 9502899	12/17/2012	\$40,000.00	The Prospect Hill Foundation	4181
New York Law School one year (FY2013) to support the publications of the Center for New York City Law at New York Law School \$7,500.00	955482 9502900	12/17/2012	\$7,500.00	The Prospect Hill Foundation	4171
Planned Parenthood of New York City (PPNYC) one year (FY2013) grant for general support \$40,000.00	955475 9502893	12/17/2012	\$40,000.00	The Prospect Hill Foundation	4172
Planned Parenthood of Southern New England one year (FY2013) for Fund for Access in Providence \$20,000.00	955483 9502901	12/17/2012	\$20,000.00	The Prospect Hill Foundation	4186

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Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Prospect Park Alliance, Inc. one year (FY2013) for the Natural Resources Crew \$10,000.00	955484 9502902	12/17/2012	\$10,000.00	The Prospect Hill Foundation	4179
Union of Concerned Scientists \$30,000 over one year (FY2013) for the U.S. Nuclear Weapons Policy Project" \$30,000.00	955472 9502890	12/17/2012	\$30,000.00	The Prospect Hill Foundation	4163
The Wilderness Society (TWS) one year (FY2013) to support the Eastern Forest Program \$7,500.00	955485 9502903	12/17/2012	\$7,500.00	The Prospect Hill Foundation	4174
World Resources Institute (WRI) one year (FY2013) for the Climate and Energy program \$25,000.00	955486 9502904	12/17/2012	\$25,000.00	The Prospect Hill Foundation	4167
Total December 2012 (29 items)			\$713,000.00		
January 2013					
New Urban Arts 1-1 match for the capital campaign \$50,000.00	955259 9502697	1/11/2013	\$26,025.00	The Prospect Hill Foundation	4241
Total January 2013 (1 item)			\$26,025.00		

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Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
February 2013					
Bulletin of the Atomic Scientists	955219	2/6/2013	\$20,000.00	The Prospect Hill Foundation	4293
two-year (FY 2012-2013) grant for general support \$40,000.00	9502661				
Haiti Circle of Friends	955465	2/21/2013	\$10,000.00	The Prospect Hill Foundation	
for general support, must be matched 1:1 by May 31, 2013 \$10,000.00	9502883				
Westminster School	955223	2/25/2013	\$50,000.00	The Prospect Hill Foundation	4321
three-year (FY2012-2015) grant toward the construction of new dormitories \$150,000.00	9502666				
Total February 2013 (3 items)			\$80,000.00		
May 2013					
Audubon South Carolina	955808	5/2/2013	\$25,000.00	The Prospect Hill Foundation	4365
Two year grant for the Francis Beidler Forest's Boardwalk Reconstruction Campaign \$50,000.00	9503207				
The Flea Theater	955251	5/23/2013	\$100,000.00	The Prospect Hill Foundation	4403
two-year grant for The Flea Circus Campaign \$200,000.00	9502691				

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Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Manhattan School of Music	955809	5/2/2013	\$10,000.00	The Prospect Hill Foundation	4364
One year support for the Elizabeth Beuenecke Society \$10,000.00	9503208				
		<u>Total May 2013</u> (3 items)	<u>\$135,000.00</u>		
<u>June 2013</u>					
The Adirondack Historical Association	956141	6/14/2013	\$10,000.00	The Prospect Hill Foundation	4418
General support \$10,000.00	9503536				
Cape Cod Commercial Hook Fishermen's Association	956133	6/14/2013	\$25,000.00	The Prospect Hill Foundation	4437
General support \$25,000.00	9503528				
Center for Arms Control and Non-Proliferation	956139	6/14/2013	\$25,000.00	The Prospect Hill Foundation	4421
General support \$25,000.00	9503534				
Center for New York City Affairs, The New School	956135	6/14/2013	\$30,000.00	The Prospect Hill Foundation	44141
Juvenile Justice - Child Welfare Watch Initiative \$30,000.00	9503530				
Choice USA	956158	6/14/2013	\$25,000.00	The Prospect Hill Foundation	4422
Student Journalist project \$25,000.00	9503553				

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Payee Organization Project Title, Grant Amount	Grant No. Ref No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Community Connections for Youth <i>Reclaiming Our Youth</i> \$40,000.00	956136 9503531	6/14/2013	\$40,000.00	The Prospect Hill Foundation	4420
Conservation Law Foundation <i>Rhode Island Advocacy Center</i> \$25,000.00	956147 9503542	6/14/2013	\$25,000.00	The Prospect Hill Foundation	4423
Environment Council of Rhode Island Education Fund (as a fiscal agent for the Coalition for Water Security) <i>Coalition for Transportation Choices</i> \$10,000.00	956148 9503543	6/14/2013	\$10,000.00	The Prospect Hill Foundation	4424
Farm Fresh Rhode Island <i>For Market Mobile cooler</i> \$10,000.00	956164 9503559	6/14/2013	\$10,000.00	The Prospect Hill Foundation	4425
The Flea Theater <i>General support</i> \$10,000.00	956143 9503538	6/14/2013	\$10,000.00	The Prospect Hill Foundation	4426
Fund for the City of New York <i>One Percent for Culture</i> \$25,000.00	956145 9503540	6/14/2013	\$25,000.00	The Prospect Hill Foundation	4438
Getting the Word Out <i>Assessing the Adirondack Park Agency</i> \$15,000.00	956161 9503556	6/14/2013	\$15,000.00	The Prospect Hill Foundation	4417

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Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Global Greengrants Fund	956150	6/14/2013	\$15,000.00	The Prospect Hill Foundation	4427
<i>General support</i> \$15,000.00	9503545				
Groundswell Fund	956140	6/14/2013	\$50,000.00	The Prospect Hill Foundation	4408
<i>Catalyst Fund</i> \$50,000.00	9503535				
The Guttmacher Institute	956159	6/14/2013	\$30,000.00	The Prospect Hill Foundation	4436
<i>Reproductive Justice work</i> \$30,000.00	9503554				
Just Detention International	956137	6/14/2013	\$15,000.00	The Prospect Hill Foundation	4410
<i>Let's End it Now. Protecting NYC Youth from Sexual Abuse in Detention"</i> \$15,000.00	9503532				
National Advocates for Pregnant Women	956160	6/14/2013	\$30,000.00	The Prospect Hill Foundation	4409
<i>General support</i> \$30,000.00	9503555				
Natural History Museum of the Adirondacks (dba The Wild Center)	956146	6/14/2013	\$10,000.00	The Prospect Hill Foundation	4416
<i>General support</i> \$10,000.00	9503541				
Natural Resources Defense Council (NRDC)	956155	6/14/2013	\$35,000.00	The Prospect Hill Foundation	4428
<i>New York Atlantic Ocean Protection Initiative</i> -\$35,000.00	9503550				

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Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
New York League of Conservation Voters Education Fund (NYLCVEF) New York City program \$10,000 00	956151 9503546	6/14/2013	\$10,000.00	The Prospect Hill Foundation	4411
New York Philharmonic (Philharmonic Symphony Society of NY) General support \$35,000 00	956144 9503539	6/14/2013	\$35,000 00	The Prospect Hill Foundation	4430
Open Space Institute Historic Tahawus Site Interpretation and Improvements \$30,000 00	956156 9503551	6/14/2013	\$30,000 00	The Prospect Hill Foundation	4432
Open Space Institute Corbin Hill Food Project - for Capacity Building \$30,000 00	956163 9503558	6/14/2013	\$30,000.00	The Prospect Hill Foundation	4433
Partnership Project, Inc. General support \$15,000.00	956154 9503549	6/14/2013	\$15,000.00	The Prospect Hill Foundation	4415
Prospect Park Alliance, Inc. four-year (FY2011-2015) for the Lakeside Center Capital Project \$100,000 00	954995 9502482	6/13/2013	\$25,000 00	The Prospect Hill Foundation	4439
Protect the Adirondacks! General support \$25,000.00	956152 9503547	6/14/2013	\$25,000 00	The Prospect Hill Foundation	4412

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Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Save The Bay, Inc. For advocacy work \$25,000.00	956134 9503529	6/14/2013	\$25,000.00	The Prospect Hill Foundation	4434
St. Ann's Warehouse, Inc. Donmar's Production of "Julius Caesar" \$25,000.00	956165 9503560	6/14/2013	\$25,000.00	The Prospect Hill Foundation	4413
St. Luke's-Roosevelt Hospital Center Lobby Renovation \$25,000.00	956166 9503561	6/14/2013	\$25,000.00	The Prospect Hill Foundation	4429
The Sterling and Francine Clark Art Institute General support \$15,000.00	956142 9503537	6/14/2013	\$15,000.00	The Prospect Hill Foundation	4431
Third Sector New England, Inc. and Affiliate The Currier Project - for Greater Berkshire Agriculture Fund Stage 2" \$15,000.00	956162 9503557	6/14/2013	\$15,000.00	The Prospect Hill Foundation	4419
Vera Institute of Justice Center on Youth Justice \$40,000.00	956138 9503533	6/14/2013	\$40,000.00	The Prospect Hill Foundation	4435
Wildlife Conservation Society two-year (FY2011-2012) for one Beinecke African Conservation Scholar \$56,000.00	955005 9502492	6/13/2013	\$28,000.00	The Prospect Hill Foundation	4441

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Total June 2013					
		(33 items)	\$778,000.00		
Grand Total					
		(89 items)	\$2,267,025.00		

Schedule of Matching Gifts by Recipient Organization

7/24/2013

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
Bethesda Hospital Foundation (3211\) 2815 South Seacrest Boulevard Boynton Beach, FL 33435	\$250.00 \$500.00	William Beinecke William Beinecke	\$125.00 \$250.00
<i>Total 2 Gifts</i>	<i>\$750.00</i>		<i>\$375.00</i>
University of Virginia Law School Foundation (3378\) 580 Massie Road Charlottesville, VA 22907	\$5,000.00	Frederick Beinecke	\$2,500.00
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
Family Place (3634\) 319 US Route 5 South Norwich, VT 05055	\$250.00	William Beinecke	\$125.00
Festival Ballet Providence (3682\) 825 Hope Street Providence, RI 02906	\$2,000.00	Sarah Beinecke	\$1,000.00
Friends of North Castle Library (3689\) 19 Whippoorwill Road East Armonk, NY 10504	\$200.00 \$200.00	Robert Barletta Robert Barletta	\$100.00 \$100.00
<i>Total 2 Gifts</i>	<i>\$400.00</i>		<i>\$200.00</i>
Japanese American Social Service, Inc. (3775\) 100 Gold Street, Lower Level New York, NY			

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
	\$100.00	Penny Willgerodt	\$50.00
Ability Beyond Disability (3758\) 4 Berkshire Blvd Bethel, CT 06801	\$50.00	Sheri Buchman	\$25.00
Adopt-a-Dog (3174\) 849 Lake Street Greenwich, CT 06831	\$400.00	Robert Barletta	\$200.00
Aids Project Rhode Island (3827\) P.O. Box 6688 Providence, RI 02940-6688	\$50.00	Sheri Buchman	\$25.00
	\$50.00	Sheri Buchman	\$25.00
<i>Total 2 Gifts</i>	\$100.00		\$50.00
The Alumni and Friends of LaGuardia High School (LAGUARDIA\) 100 Amsterdam Ave. Room 853 New York, NY 10023-0025	\$300.00	Carrie Elston	\$150.00
	\$200.00	Lucy Rivera	\$100.00
<i>Total 2 Gifts</i>	\$500.00		\$250.00
Alzheimer's Foundation of America (3878\) 322 Eighth Ave., 7th Floor New York, NY 10001	\$250.00	William Beinecke	\$125.00
American Museum of Natural History (AMNH) (AMNH\) Central Park West at 79th Street New York, NY 10024-5192	\$500.00	William Beinecke	\$250.00
	\$500.00	William Beinecke	\$250.00
<i>Total 2 Gifts</i>	\$1,000.00		\$500.00
American Red Cross in Greater New York (3746\) 520 West 49th Street New York, NY 10016	\$100.00	Miriam Mass-Jackson	\$50.00
Andrew Goodman Foundation (3483\) PO Box 99 Dumont, NJ 07628	\$200.00	Penny Willgerodt	\$100.00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
Asian American Federation of New York (3372\) 120 Wall Street, 9th Floor New York, NY 10005	\$600.00	Penny Willgerodt	\$300.00
Ballet Hispanico of New York (BHNY\) 167 West 89th Street New York, NY 10024	\$1,400.00	John Beinecke	\$700.00
Battery Conservancy (2224\) One Whitehall St. 17th Floor New York, NY 10004	\$250.00	William Beinecke	\$125.00
Beavertail Lighthouse Museum Assoc. (3856\) P.O. Box 83 Jamestown, RI 02835	\$1,000.00	Sarah Beinecke	\$500.00
Berkshire South Regional Community Center (2389\) 15 Crissey Rd Great Barrington, MA 01230	\$1,000.00	Frederick Beinecke	\$500.00
Best Friends Animal Society (3100\) 5001 Angel Canyon Road Kanab, UT 84741	\$200.00	Robert Barletta	\$100.00
The Bone Marrow Foundation, Inc. (3879\) 515 Madison Ave. Suite 1130 New York, NY 10022	\$1,000.00	Frederick Beinecke	\$500.00
Boys Hope Girls Hope of New York (3857\) La Salle Halle 367 Claremont Ave. Brooklyn, NY 11238	\$300.00	Miriam Mass-Jackson	\$150.00
Brooklyn Botanic Garden (BBG\) 1000 Washington Avenue Brooklyn, NY 11225	\$936.00	Lizzie Elston	\$468.00
Brooklyn Community Foundation (3596\) 45 Main Street, Suite 409 Brooklyn, NY 11201			

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
	\$500 00	Mary Elston	\$250.00
Cape Cod Chamber Music Festival (3468\) PO Box 1934 North Eastham, MA 02651	\$250 00	William Beinecke	\$125.00
Cape Cod Commercial Hook Fishermen's Association (2133\) 1566 Main St North Chatham, MA 02633	\$5,034 10	Jacob Beinecke	\$2,517.05
	\$2,163 60	Jacob Beinecke	\$1,081.80
	\$2,000 00	William Beinecke	\$1,000.00
<i>Total 3 Gifts</i>	\$9,197 70		\$4,598.85
Cape Cod Community College Educational Foundation (3051\) 2240 Lyannough Road West Barnstable, MA 02668	\$250 00	William Beinecke	\$125.00
The Cape Cod Foundation (3824\) 259 Willow Street Yarmouthport, MA 02675	\$1,000 00	William Beinecke	\$500.00
Cape Cod Healthcare Foundation (3168\) PO Box 370 Hyannis, MA 02601	\$250.00	William Beinecke	\$125 00
	\$250 00	William Beinecke	\$125.00
<i>Total 2 Gifts</i>	\$500 00		\$250.00
The Carnegie Hall Society, Inc. (3538\) 881 7th Ave. New York, NY 10019	\$200 00	Miriam Mass-Jackson	\$100 00
Center for Traditional Music and Dance (2380\) 32 Broadway Suite 1314 New York, NY 10004	\$150 00	Penny Willgerodt	\$75.00
Chatham Conservation Foundation (3177\) 104 Crowell Road Chatham, MA 02633	\$500 00	William Beinecke	\$250 00
	\$250 00	William Beinecke	\$125 00
<i>Total 2 Gifts</i>	\$750 00		\$375.00

Organization (ID/Vendor # Address	Award Amount	Donor Name	Gift Amount
The Chatham Historical Society (3094) P.O. Box 381 Chatham, MA 02633	\$600.00	William Beinecke	\$300 00
Friends of Chesterwood (3156) 4 Williamsville Road Stockbridge, MA 01262	\$500.00	Frederick Beinecke	\$250.00
Chez Bushwick, Inc. (3170) 304 Boerum Street, Suite #23 Brooklyn, NY 11206	\$2,350.00	Frederick Beinecke	\$1,175 00
	\$50.00	Lucy Rivera	\$25 00
<i>Total 2 Gifts</i>	<i>\$2,400.00</i>		<i>\$1,200 00</i>
Child and Family Services of Newport County (3888) 31 John Clarke Rd. Middletown, Rhode Island 02842	\$600.00	Sarah Beinecke	\$300 00
Children's Miracle Network Hospitals (3880) 205 W. 700 South Salt Lake City, Utah 84101	\$100.00	Angela Kokot	\$50.00
The City College Fund (3149) 160 Convent Avenue Shepard Hall, Room 166 New York, NY 10031	\$400.00	Miriam Mass-Jackson	\$200 00
City Harvest, Inc. (CHI) 6 East 32nd St. 5th Floor New York, NY 10016	\$200.00	Carrie Elston	\$100 00
	\$200.00	Julie Lefkowitz	\$100.00
	\$300 00	Julie Lefkowitz	\$150 00
	\$250.00	Julie Lefkowitz	\$125.00
	\$300.00	Julie Lefkowitz	\$150 00
	\$250.00	Julie Lefkowitz	\$125.00
<i>Total 6 Gifts</i>	<i>\$1,500 00</i>		<i>\$750.00</i>
Citymeals-On-Wheels (3238) P.O. Box 4007 New York, NY 10261-4007	\$200 00	Julie Lefkowitz	\$100.00
	\$60.00	Miriam Mass-Jackson	\$30 00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
<i>Total 2 Gifts</i>	<i>\$260 00</i>		<i>\$130.00</i>
College of Wooster (3830\) Office of Alumni Relations 1012 Beall Ave. Wooster, OH 44691	\$500 00	William Beinecke	\$250 00
Collegiate Corale (3819\) 115 East 57th Street, Suite 1121 New York, NY 10022	\$1,000.00	Carrie Elston	\$500.00
Columbia Land Conservancy (CLC\) P O. Box 299 49 Main Street Chatham, NY 12037	\$700.00	Constance Eiseman	\$350.00
Columbia University (3263\) 622 West 113th Street Mail Code 4524 New York,, NY 10025	\$2,000.00	Frances Beinecke	\$1,000.00
Columbia University School of Law (COL-LAW\) 435 West 116th Street, Box A-2 New York, NY 10027	\$1,150 00	William Beinecke	\$575.00
Committee Against Anti Asian Violence (3855\) 2473 Valentine Ave. Bronx,, NY 10458-5305	\$200.00	Sarah Beinecke	\$100 00
	\$200 00	Sarah Beinecke	\$100.00
<i>Total 2 Gifts</i>	<i>\$400 00</i>		<i>\$200 00</i>
Community Preparatory School (CPS\) 126 Somerset Street Providence, RI 02907-1041	\$1,000 00	Sarah Beinecke	\$500.00
Conanicut Island Land Trust (3202\) PO Box 106 Jamestown, RI 02835	\$500 00	Sarah Beinecke	\$250 00
Disabled American Veterans Charitable Service Trust (3147\) 3725 Alexandria Pike Cold Spring, KY 41076	\$200 00	Julie Lefkowitz	\$100.00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
Doctors Without Borders USA, Inc. (3159\)			
333 Seventh Avenue Second Floor New York, NY 10001-5004			
	\$600.00	Constance Eiseman	\$300.00
	\$200.00	Julie Lefkowitz	\$100.00
<i>Total 2 Gifts</i>	\$800.00		\$400.00
Dorcas International Institute of Rhode Island, Inc. (3887\)			
645 Elmwood Ave Providence, Rhode Island 02907-3313			
	\$500.00	Sarah Beinecke	\$250.00
The Dream Program (3832\)			
180 The Field Academy 41 Vesper St., No. 2 Portland, ME 04101			
	\$3,000.00	Benjamin Beinecke	\$1,500.00
El Museo del Barrio (EMDB\)			
1230 Fifth Avenue New York, NY 10029			
	\$5,000.00	John Beinecke	\$2,500.00
	\$1,400.00	John Beinecke	\$700.00
<i>Total 2 Gifts</i>	\$6,400.00		\$3,200.00
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			
	\$110.00	Robert Barletta	\$55.00
Entertainment Industry Foundation (EIF) (3330\)			
1201 West 5th Street Suite T-700 Los Angeles, CA 90017			
	\$100.00	Julie Lefkowitz	\$50.00
The Ethel Walker School (EWS\)			
Simsbury, CT 06070-0067			
	\$250.00	William Beinecke	\$125.00
Ethical Culture Fieldston School (2028\)			
33 Central Park West New York, NY 10023-6099			

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
	\$400.00	Carrie Elston	\$200.00
	\$1,000.00	Carrie Elston	\$500.00
	\$400.00	Lizzie Elston	\$200.00
<i>Total 3 Gifts</i>	<i>\$1,800.00</i>		<i>\$900.00</i>
exalt youth (3726) 175 Remsen Street, Suite 1000 Brooklyn, NY 11202			
	\$250.00	William Beinecke	\$125.00
	\$3,254.56	Lizzie Elston	\$1,627.28
<i>Total 2 Gifts</i>	<i>\$3,504.56</i>		<i>\$1,752.28</i>
Faith Aloud (3831) Attn: Rev. Rebecca Turner P.O. Box 430070 St. Louis, MO 63143			
	\$1,000.00	William Beinecke	\$500.00
Farm Fresh Rhode Island (3691) 1005 Main Street, Suite 1220 Pawtucket, RI 02860			
	\$400.00	Mary Elston	\$200.00
The Field Academy (3896) P.O. Box 4322 Portland, ME 04101			
	\$700.00	Benjamin Beinecke	\$350.00
Fifth Avenue Presbyterian Church (FAPC) 7 West 55 Street New York, NY 10019			
	\$6,000.00	William Beinecke	\$3,000.00
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
	\$300.00	Julie Lefkowitz	\$150.00
<i>Total 2 Gifts</i>	<i>\$500.00</i>		<i>\$250.00</i>
The Flea Theater (2865) 41 White Street New York, NY 10013			
	\$1,700.00	John Beinecke	\$850.00
	\$1,000.00	Lizzie Elston	\$500.00
<i>Total 2 Gifts</i>	<i>\$2,700.00</i>		<i>\$1,350.00</i>

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
The Food Project (3779\) 10 Lewis Street Lincoln, MA 01773	\$206.00	Mary Elston	\$103.00
The Foundation for Peripheral Neuropathy (3889\) 485 E. Half Day Road Suite 200 Buffalo Grove, IL 60089	\$250 00	William Beinecke	\$125.00
Fractured Atlas (3733\) 248 W. 35th Street #1202 New York, NY 10001	\$400.00	Benjamin Beinecke	\$200 00
The Fresh Air Fund (622\) 633 Third Avenue, 14th Floor New York, NY 10017	\$1,000 00	Constance Eisman	\$500 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 Monomoy Theatre, Inc. (3139\) P.O. Box 169 Chatham, MA 02633-0169	\$500 00	William Beinecke	\$250.00
Friends of Pleasant Bay (3663\) PO Box 1243 Harwich, MA 02645	\$600.00	Jacob Beinecke	\$300 00
Friends of the Cape Cod National Seashore (3623\) P O. Box 550 Wellfleet, MA 02667	\$250 00 \$250 00	William Beinecke William Beinecke	\$125 00 \$125.00
Total 2 Gifts	\$500.00		\$250 00
Friends of the Hudson River Greenway in the Bronx (3790\) 4686 Dodgewood Road Riverdale, NY 10471	\$2,000.00	Lizzie Elston	\$1,000.00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
Friends of the Smithsonian (3883) Smithsonian Institution P.O. Box 37012, Ste. 3150, MRC 712 Washington, DC 20013-7012	\$228.06	Robert Barletta	\$114.03
Fund for the City of New York (FUND) 121 Avenue of the Americas, 6th Floor New York, NY 10013	\$2,000.00	Jacob Beinecke	\$1,000.00
	\$300.00	Summer Greenstein	\$150.00
	\$300.00	Summer Greenstein	\$150.00
<i>Total 3 Gifts</i>	\$2,600.00		\$1,300.00
G.R.A.C.E. International, Inc. (3424) 2010 Fulton Street Brooklyn, NY 11233	\$100.00	Penny Willgerodt	\$50.00
Garrison Institute (3867) P O Box 532 Garrison, NY 10524	\$2,000.00	Frances Beinecke	\$1,000.00
Getting the Word Out (2173) 36 Church Street Saranac Lake, NY 12983	\$500.00	Frances Beinecke	\$250.00
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	\$6,923.52	Jacob Beinecke	\$3,461.76
Good Old Lower East Side (353) 169 Avenue B New York, NY 10009	\$200.00	Sarah Beinecke	\$100.00
Grand Chapter of the State of NY Royal Arch Masons (3858) 2150 Blecker St. Utica, NY 13501	\$200.00	Miriam Mass-Jackson	\$100.00

Organization (ID/Vendor # Address	Award Amount	Donor Name	Gift Amount
Greenwich Arts Council (3868\) 299 Greenwich Ave. Greenwich, CT 06830	\$200.00	Robert Barletta	\$100.00
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
Gulf Coast Fund for Community Renewal and Ecological Health at Rockefeller Philanthropy Advisors (3627\) Gulf Coast Fund 6 West 48th Street, 9th Floor New York, NY 10036	\$1,000.00	Penny Willgerodt	\$500.00
Haiti Circle of Friends (3782\) 7504 Frenchman's Bay St Thomas, USVI 00802	\$250.00	William Bernecke	\$125.00
	\$1,000.00	Carrie Elston	\$500.00
	\$340.00	Carrie Elston	\$170.00
	\$400.00	Lizzie Elston	\$200.00
	\$300.00	Penny Willgerodt	\$150.00
Total 5 Gifts	\$2,290.00		\$1,145.00
Helen Keller International (1460\) 352 Park Avenue South, Suite 1200 New York, NY 10010	\$200.00	Julie Lefkowitz	\$100.00
Helen Keller Services for the Blind (HKSB\) 57 Willoughby Street Brooklyn, NY 11201	\$200.00	Julie Lefkowitz	\$100.00
Highlander Research & Education Center (3826\) 1959 Highlander Way New Market, TN 37820	\$224.00	Penny Willgerodt	\$112.00
Homes for Our Troops (3818\) 6 Main Street Taunton, MA 02780			

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
	\$400.00	Julie Lefkowitz	\$200.00
	\$400.00	Julie Lefkowitz	\$200.00
<i>Total 2 Gifts</i>	<i>\$800.00</i>		<i>\$400.00</i>
Hope for Javier (3636) PO Box 251 East Setauket, NY 11733	\$100.00	Julie Lefkowitz	\$50.00
Hudson Opera House, Inc. (3143) 327 Warren Street Hudson, NY 12534	\$500.00	Constance Eisenman	\$250.00
Indiana University Foundation (3102) P.O. Box 500 Bloomington, Indiana 47402	\$400.00	Thomas McConnell	\$200.00
Initiative to Educate Afghan Women (3220) 45 Ferry Road Bristol, RI 02809	\$1,000.00	Sarah Beinecke	\$500.00
International Eye Foundation (3071) 10801 Connecticut Avenue Kensington, MD 20895	\$200.00	Julie Lefkowitz	\$100.00
Invisible Children (3777) 1620 5th Avenue, Suite 400 San Diego, CA 92101	\$200.00	Robert Barletta	\$100.00
Iraq and Afghanistan Veterans of America (3897) 292 Madison Ave. New York, NY 10017	\$200.00	Julie Lefkowitz	\$100.00
Irvington Volunteer Ambulance Corp (3189) P.O. Box 101 Irvington, NY 10533	\$100.00	Julie Lefkowitz	\$50.00
Jamestown Art Center (3464) P.O. Box 97 Jamestown, RI 02835	\$700.00	Sarah Beinecke	\$350.00

Organization (ID/Vendor # Address	Award Amount	Donor Name	Gift Amount
Kent Place School (KPS\) 42 Norwood Ave. Summit, NJ 07901	\$500.00	William Beinecke	\$250.00
Kripalu Center for Yoga and Health (3244\) PO Box 309 Stockbridge, MA 02162	\$700.00	Sarah Beinecke	\$350.00
Lambi Fund of Haiti (3501\) PO Box 18955 Washington, DC 20036	\$400.00	Carrie Elston	\$200.00
The Legal Aid Society (889\) 199 Water Street - 6th Floor New York, NY 10038	\$250.00	William Beinecke	\$125.00
The Leukemia & Lymphoma Society (3825\) P.O. Box 4072 Pittsfield, MA 01202	\$200.00	Jacob Beinecke	\$100.00
	\$100.00	Julie Lefkowitz	\$50.00
<i>Total 2 Gifts</i>	\$300.00		\$150.00
Lincoln Center Theater (LCT) (LCT\) 150 West 65th Street New York, NY 10023	\$3,000.00	John Beinecke	\$1,500.00
	\$26,865.60	John Beinecke	\$13,432.80
<i>Total 2 Gifts</i>	\$29,865.60		\$14,932.80
Literacy Partners, Inc. (3874\) 30 E. 33rd St. 6th Floor New York, NY 10016	\$1,700.00	Frederick Beinecke	\$850.00
Los Pleneros de la 21, Inc. (3700\) 1680 Lexington Avenue New York, NY 10029	\$250.00	Miriam Mass-Jackson	\$125.00
Make the Road by Walking (2903\) 301 Grove Street Brooklyn, NY 11237	\$200.00	Sarah Beinecke	\$100.00

Organization (ID/Vendor # Address	Award Amount	Donor Name	Gift Amount
Manhattan School of Music (3731) 120 Claremont Avenue New York, NY 10027	\$2,000.00	Sarah Beinecke	\$1,000.00
Masonic Brotherhood Fund (3465) 71 West 23rd Street, Room 1819 New York, NY 10010-4149	\$300.00	Miriam Mass-Jackson	\$150.00
The Mayor's Fund to Advance NYC (3850) 253 Broadway 8th Floor New York, NY 10007	\$300.00	Julie Lefkowitz	\$150.00
Memorial Sloan-Kettering Cancer Center (MEMORIAL) 1275 York Avenue New York, NY 10021	\$100.00	Julie Lefkowitz	\$50.00
The Metropolitan Museum of Art (MET) 1000 Fifth Avenue New York, NY 10028-0198	\$340.00	Robert Barletta	\$170.00
	\$2,300.00	Frederick Beinecke	\$1,150.00
<i>Total 2 Gifts</i>	\$2,640.00		\$1,320.00
Metropolitan Opera Association (3458) Lincoln Center New York, NY 10023	\$4,000.00	Frances Beinecke	\$2,000.00
Michael J. Fox Foundation for Parkinson's Research (3666) Post Office Box 4777 New York, NY 10163	\$200.00	Julie Lefkowitz	\$100.00
Mory's Preservation, Inc. (3794) 306 York Street New Haven, CT 06510	\$250.00	William Beinecke	\$125.00
Movember (3846) P.O. Box 2726 Venice, CA 90294-2726	\$100.00	Benjamin Beinecke	\$50.00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
National Multiple Sclerosis Society (3136\) 733 Third Avenue Third Floor New York, NY 10017-3288	\$100.00	Linda Wool	\$50.00
Museum of the City of New York, Inc. (MCNY) 1220 Fifth Avenue New York, NY 10029	\$500.00	Constance Eiseman	\$250.00
National Wildlife Federation (NATNL WLDL) 11100 Wildlife Center Drive Reston, VA 20190-5362	\$250.00	William Beinecke	\$125.00
Nationwide Children's Hospital Foundation (3898\) 700 Childrens Dr. Columbus, OH 43205	\$250.00	William Beinecke	\$125.00
Natural History Museum of the Adirondacks (dba The Wild Center) (2732\) 45 Museum Drive Tupper Lake, NY 12986	\$2,000.00	Frances Beinecke	\$1,000.00
Natural Resources Defense Council (NRDC) (NRDC) 40 West 20th Street New York, NY 10011	\$20,000.00	Frances Beinecke	\$10,000.00
	\$1,000.00	Carrie Elston	\$500.00
	\$420.00	Carrie Elston	\$210.00
	\$1,000.00	Lizzie Elston	\$500.00
	\$500.00	Mary Elston	\$250.00
	\$500.00	Mary Elston	\$250.00
<i>Total 6 Gifts</i>	<i>\$23,420.00</i>	-	<i>\$11,710.00</i>
New York City Ballet (NYCB) 20 Lincoln Center New York State Theater New York, NY 10023	\$2,200.00	Frederick Beinecke	\$1,100.00
New York Community Trust (NYCT) Two Park Avenue New York, NY 10016	\$2,000.00	Constance Eiseman	\$1,000.00
New York Public Library (NYPL) Fifth Avenue and 42nd Street New York, NY 10018-2788			

Organization (ID/Vendor # Address	Award Amount	Donor Name	Gift Amount
	\$250.00	William Beinecke	\$125.00
	\$80.00	Constance Eiseman	\$40.00
	\$200.00	Miriam Mass-Jackson	\$100.00
<i>Total 3 Gifts</i>	\$530.00		\$265.00
New York Public Radio (WNYC)			
160 Varick Street			
New York, NY 10013			
	\$600.00	Benjamin Beinecke	\$300.00
	\$964.00	Jacob Beinecke	\$482.00
	\$240.00	Penny Willgerodt	\$120.00
	\$200.00	Penny Willgerodt	\$100.00
	\$70.00	Penny Willgerodt	\$35.00
<i>Total 5 Gifts</i>	\$2,074.00		\$1,037.00
New York Society Library (2950)			
53 East 79th Street			
New York, NY 10021			
	\$400.00	William Beinecke	\$200.00
New York Times Neediest Cases Fund (3108)			
229 West 43rd Street			
New York, NY 10036			
	\$600.00	Julie Lefkowitz	\$300.00
Newport Art Museum (3192)			
76 Bellevue Avenue			
Newport, RI 02840			
	\$350.00	Sarah Beinecke	\$175.00
North Star Fund (3376)			
520 8th Avenue, 22nd Floor			
New York, NY 10018			
	\$200.00	Sarah Beinecke	\$100.00
OpenPlans (3816)			
148 Lafayette St, P11			
New York, NY 10013			
	\$300.00	Summer Greenstein	\$150.00
The Orion Society (ORION)			
187 Main Street			
Great Barrington, MA 01230			
	\$2,500.00	Frederick Beinecke	\$1,250.00
Page 73 Productions, Inc. (3423)			
138 S. Oxford Street, No. 4E			
Brooklyn, NY 11217			
	\$100.00	Benjamin Beinecke	\$50.00
	\$2,163.60	Jacob Beinecke	\$1,081.80

Organization (ID/Vendor # Address	Award Amount	Donor Name	Gift Amount
<i>Total 2 Gifts</i>	\$2,263 60		\$1,131 80
Page Seventy-three Productions Inc. (3308\) 138 S. Oxford St.No. 5C Brooklyn, NY 11217	\$3,400.00	John Beinecke	\$1,700 00
The Parent-Child Home Program (3828\) 1415 Kellum Place Suite 101 Garden City, NY 11530	\$100.00	Julie Lefkowitz	\$50.00
Parkinson's Disease Foundation (3851\) P.O. Box 6012 Albert Lea, MN 56007-9805	\$200 00	Julie Lefkowitz	\$100.00
Partners In Health (3509\) 888 Commonwealth Avenue, 3rd Floor Boston, MA 02215	\$100.00	Penny Willgerodt	\$50 00
Perkins School for the Blind (3109\) 175 North Beacon Street Watertown, MA 02472	\$200.00	Julie Lefkowitz	\$100 00
Pets Alive Westchester (3820\) PO Box 131 Warehouse Lane Elmsford, NY 10523	\$800.00	Robert Barletta	\$400 00
	\$200 00	Robert Barletta	\$100 00
	\$200 00	Robert Barletta	\$100.00
	\$200 00	Robert Barletta	\$100 00
<i>Total 4 Gifts</i>	\$1,400.00		\$700.00
Philanthropy New York (3869\) 79 Fifth Ave 4th Floor New York, NY 10003	\$200 00	Sarah Beinecke	\$100.00
Phillips Academy (PHILLIPS\) 180 Main Street Andover, MA 01810-4161	\$700 00	Benjamin Beinecke	\$350 00
	\$700 00	Benjamin Beinecke	\$350 00
	\$5,000.00	Frederick Beinecke	\$2,500.00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
<i>Total 3 Gifts</i>	\$6,400 00		\$3,200 00
The Pingry School (PINGRY) P.O. Box 366 Martinsville Road Martinsville, NJ 08836	\$350 00	Frederick Beinecke	\$175.00
Planned Parenthood Federation of America, Inc. (PPFA) (PPFA) 434 West 33rd Street New York, NY 10001-2601	\$200.00	Julie Lefkowitz	\$100.00
Planned Parenthood Hudson Peconic (3852\) 4 Skyline Dr. Suite 7 Hawthorne, NY 10532-2150	\$100 00	Julie Lefkowitz	\$50.00
Planned Parenthood of Hudson Peconic, Inc. (3146\) 4 Skyline Drive Hawthorne, New York 10532-2150	\$200 00	Julie Lefkowitz	\$100.00
Planned Parenthood of New York City (PPNYC) (PPNYC\) 26 Bleecker Street New York, NY 10012-2413	\$500 00	Frances Beinecke	\$250.00
Police Athletic League (PAL) (PAL\) 34 1/2 East 12th Street New York, NY 10003	\$250 00	William Beinecke	\$125.00
Prep for Prep (PREP\) 163 West 91st Street New York, NY 10024	\$700.00	John Beinecke	\$350.00
The Presbyterian Church of Pleasantville (3124\) 400 Bedford Road Pleasantville, NY 10570	\$3,000 00	Thomas McConnell	\$1,500 00
Prospect Park Alliance, Inc. (PPA\) 95 Prospect Park West Brooklyn, NY 11215	\$200 00 \$200 00 \$200.00 \$4,000 00	Benjamin Beinecke William Beinecke William Beinecke Lizzie Elston	\$100.00 \$100 00 \$100.00 \$2,000.00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
<i>Total 4 Gifts</i>	\$4,600.00		\$2,300.00
Red Hook Initiative (3853\) 767 Hicks St. Brooklyn, NY 11231	\$200.00	Sarah Beinecke	\$100.00
Reeves-Reed Arboretum (3489\) 165 Hobart Avenue Summit, NJ 07901	\$250.00	William Beinecke	\$125.00
Rehabilitation Centre for Children and Adults (3849\) 300 Royal Palm Way Palm Beach, FL 33483	\$250.00	William Beinecke	\$125.00
Restless Development USA (3408\) c/o The Sperry Fund 99 Park Avenue, Suite 2220 New York, NY 10016	\$150.00	Miriam Mass-Jackson	\$75.00
Rhode Island Community Food Bank Association (3165\) P.O. Box 817 Providence, RI 02901-0817	\$1,000.00	Sarah Beinecke	\$500.00
The Rhode Island Foundation (3060\) One Union Station Providence, RI 02903	\$700.00	Sarah Beinecke	\$350.00
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

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
Rudolf Steiner School, Inc. (3061\) 15 East 79th Street New York, NY 10021	\$400.00	John Beinecke	\$200.00
Rural Development Leadership Network (3848\) P.O. Box 98 Prince Street Station New York, NY 10012	\$100.00	Penny Willgerodt	\$50.00
Saint John's School (3899\) 1454 Ashford Ave San Juan, PR 00907	\$700.00	Penny Willgerodt	\$350.00
	\$500.00	Penny Willgerodt	\$250.00
<i>Total 2 Gifts</i>	<i>\$1,200.00</i>		<i>\$600.00</i>
Save The Bay, Inc. (STB\) 100 Save the Bay Drive Providence, RI 02905-4207	\$100.00	Benjamin Beinecke	\$50.00
	\$1,000.00	Sarah Beinecke	\$500.00
	\$250.00	William Beinecke	\$125.00
	\$100.00	Carrie Elston	\$50.00
	\$200.00	Mary Elston	\$100.00
<i>Total 5 Gifts</i>	<i>\$1,650.00</i>		<i>\$825.00</i>
Serve Rhode Island (3854\) 65 Broad St. Ste. 202 Providence, RI 02907	\$2,000.00	Sarah Beinecke	\$1,000.00
Southern Poverty Law Center (3881\) 400 Washington Ave Montgomery, AL 36104	\$100.00	Penny Willgerodt	\$50.00
Special Olympics New York (3859\) 504 Balltown Rd. Schenectady, NY 12304-2290	\$50.00	Sheri Buchman	\$25.00
St. Ann Church (3479\) 312 East 110th Street New York, NY 10029	\$1,600.00	Miriam Mass-Jackson	\$800.00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
St. George's By-the-River (3882\) 7 Lincoln Ave. Rumson, NJ 07760	\$250.00	William Beinecke	\$125.00
Stamford Symphony Orchestra, Inc. (3893\) 263 Tresser Blvd. Stamford, CT 06901	\$200.00	John Beinecke	\$100.00
Stanford University (3847\) The Cancer Center 875 Blake Wilbur Dr Stanford, CA 94305	\$250.00	William Beinecke	\$125.00
The Sterling and Francine Clark Art Institute (3000\) 225 South Street Williamstown, MA 01267	\$20,990.00	Frederick Beinecke	\$10,495.00
Stone Circles (3413\) 6602 Nicks Road McBane, NC 27302	\$3,334.00	Sarah Beinecke	\$1,667.00
Susan G. Komen for the Cure (3834\) The Greater New York City Affiliate of P.O. Box 27963 GPO New York, NY 19987-27963	\$200.00	Julie Lefkowitz	\$100.00
	\$200.00	Julie Lefkowitz	\$100.00
<i>Total 2 Gifts</i>	\$400.00		\$200.00
Tomorrow's Youth Organization (3690\) 1356 Beverly Road, Suite 200 McLean, VA 22101	\$500.00	Mary Elston	\$250.00
Trinity School (3434\) 139 West 91st St New York, NY 10024	\$200.00	Benjamin Beinecke	\$100.00
	\$2,000.00	Jacob Beinecke	\$1,000.00
<i>Total 2 Gifts</i>	\$2,200.00		\$1,100.00
The United States Holocaust Memorial Museum (3311\) 100 Raoul Wallenberg Place, SW Washington, DC 20024-2126	\$200.00	Julie Lefkowitz	\$100.00

Organization (ID/Vendor # Address	Award Amount	Donor Name	Gift Amount
The University of Rhode Island Foundation (134) Narragansett, RI 02882-4670	\$3,000.00	Sarah Beinecke	\$1,500.00
Urban Justice Center (3317) 123 William Street, 16th floor New York, NY 10038	\$2,000.00	William Beinecke	\$1,000.00
USSGA Memorial Fund Inc. (3093) 49 Knollwood Road Elmsford, NY 10523	\$1,000.00	William Beinecke	\$500.00
VisionSpring, Inc. (3298) 12 Desbrosses Street New York, NY 10013	\$1,000.00	John Beinecke	\$500.00
Voice of the Ex-Offender (3900) 15 West 67 Street New York, NY 10023	\$300.00	Penny Willgerodt	\$150.00
WBUR (3860) 890 Commonwealth Ave. Third Floor Boston, MA 02215	\$240.00	Mary Elston	\$120.00
Wecksville 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
William J. Clinton Foundation (3716) 1200 President Clinton Avenue Little Rock, AR 72201	\$50.00	Miriam Mass-Jackson	\$25.00

Organization (ID/Vendor # Address	Award Amount	Donor Name	Gift Amount
The Wm & Phyllis H Evans Charitable Fdn (3829\) c/o PNC Bank 1900 E. 9th St., LOC B7-YB13-03-1 Cleveland, OH 44114	\$250 00	William Beinecke	\$125.00
WMHT Educational Telecommunications, Inc. (3354\) 4 Global View Troy, NY 12180	\$100 00	Constance Eiseman	\$50 00
WNET/Thirteen (WNET\) 825 8th Avenue, 14th Floor New York, NY 10019	\$300.00	Robert Barletta	\$150.00
	\$250.00	William Beinecke	\$125.00
	\$200.00	Julie Lefkowitz	\$100.00
<i>Total 3 Gifts</i>	\$750 00		\$375.00
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	\$2,000.00	Sarah Beinecke	\$1,000.00
The Woods Hole Research Center (WHRC\) 149 Woods Hole Road Falmouth, MA 02540	\$250 00	William Beinecke	\$125.00
World Bicycle Relief (3817\) 1333 North Kingsbury 4th Floor Chicago, IL 60642	\$100 00	Benjamin Beinecke	\$50.00
World Wildlife Fund - U.S. (WORLD\) 1250 24th Street, N.W. Washington, DC 20037-1175	\$450.00	Robert Barletta	\$225.00
Yale University (YALE\) P.O. Box 2038 New Haven, CT 06520	\$800.00	Benjamin Beinecke	\$400.00
	\$2,000.00	John Beinecke	\$1,000 00
	\$250.00	William Beinecke	\$125 00

Organization (ID\Vendor # Address	Award Amount	Donor Name	Gift Amount
	\$500.00	William Beinecke	\$250.00
	\$250.00	William Beinecke	\$125.00
	\$500.00	Lizzie Elston	\$250.00
	\$200.00	Penny Willgerodt	\$100.00
<i>Total 7 Gifts</i>	<u>\$4,500.00</u>		<u>\$2,250.00</u>
YMCA of Greater New York (YMCA-NY)			
333 Seventh Avenue			
New York, NY 10001			
	\$400.00	Miriam Mass-Jackson	\$200.00
Grand Total 271 Gifts	<u>\$267,787.04</u>		<u>\$133,893.52</u>
check #4452 voided	(1,400)		

\$266,387.04

El Museo Del Barrio Check #4452 for \$1,400 was voided and reissued subsequent to year end.

Payments Due Schedule, By Month

6/30/2013

Prospect Hill Foundation

EIN - 13-6075567

Attachment Pg 11 Part VX 3b

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Amount	Payment Fund	Notes
May, 2013					
Friends of the Hudson River Greenway in the Bronx	955810	5/1/2013	\$5,000 00	The Prospect Hill Foundation	<i>Paid</i>
The Riverdale Riverfest \$5,000 00	9503209				7/22/2013
<i>Total May, 2013</i> (1 item)			\$5,000 00		
June, 2013					
The Sterling and Francine Clark Art Institute	954818	6/17/2013	\$150,000 00	The Prospect Hill Foundation	<i>Paid</i>
to endow the Beinecke Fellowship in the Research and Academic Program \$750,000 00	9502324				7/22/2013
Yale University	953587	6/17/2013	\$400,000 00	The Prospect Hill Foundation	<i>Paid</i>
Five-year grant (FY 2007-2012) toward the Yale SOM new campus \$2,500,000 00	9501255				7/22/2013
<i>Total June, 2013</i> (2 items)			\$550,000 00		
August, 2013					
Hawk Mountain Sanctuary Association	955308	8/15/2013	\$25,000 00	The Prospect Hill Foundation	<i>Paid</i>
four-year grant (FY2013-2016) for the Common Room capital campaign \$100 000 00	9502733				7/25/2013
<i>Total August, 2013</i>			\$25,000 00		

Prospect Hill Foundation

EIN - 13-6075567

Attachment Pg 11 Part VX 3b

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Amount	Payment Fund	Notes
(1 item)					
<u>September, 2013</u>					
Connecticut Fund for the Environment	956157	9/30/2013	\$25,000 00	The Prospect Hill Foundation	
1 1 matching grant over one year for Save the Sound \$25,000 00	9503552				
Total September, 2013 (1 item)			\$25,000 00		
<u>January, 2014</u>					
Westminster School	955223	1/2/2014	\$50,000 00	The Prospect Hill Foundation	
three-year (FY2012-2015) grant toward the construction of new dormitories \$150,000 00	9502666				
Total January, 2014 (1 item)			\$50,000 00		
<u>May, 2014</u>					
Audubon South Carolina	955808	5/1/2014	\$25,000 00	The Prospect Hill Foundation	
Two year grant for the Francis Beidler Forest's Boardwalk Reconstruction Campaign \$50,000 00	9503207				
Total May, 2014 (1 item)			\$25,000 00		
<u>July, 2014</u>					

Prospect Hill Foundation

EIN - 13-6075567

Attachment Pg 11 Part VX 3b

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Amount	Payment Fund	Notes
The Sterling and Francine Clark Art Institute	954818	7/1/2014	\$150,000 00	The Prospect Hill Foundation	
to endow the Beinecke Fellowship in the Research and Academic Program	9502324				
\$750 000 00					
		Total July, 2014 (1 item)	\$150,000 00		
August, 2014					
Hawk Mountain Sanctuary Association	955308	8/15/2014	\$25,000 00	The Prospect Hill Foundation	
four-year grant (FY2013-2016) for the Common Room capital campaign	9502733				
\$100 000 00					
		Total August, 2014 (1 item)	\$25,000 00		
July, 2015					
The Sterling and Francine Clark Art Institute	954818	7/1/2015	\$150,000 00	The Prospect Hill Foundation	
to endow the Beinecke Fellowship in the Research and Academic Program	9502324				
\$750,000 00					
		Total July, 2015 (1 item)	\$150,000 00		
August, 2015					
Hawk Mountain Sanctuary Association	955308	8/14/2015	\$25,000 00	The Prospect Hill Foundation	
four-year grant (FY2013-2016) for the Common Room capital campaign	9502733				
\$100,000 00					

Prospect Hill Foundation

EIN - 13-6075561

Attachment Pg 11 Part VX 3b

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Amount	Payment Fund	Notes
		Total August, 2015 (1 item)	\$25,000.00		
		Grand Total (11 items)	\$1,030,000.00		