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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning , 2013, and ending

THE RITA AND ALEX HILLMAN FOUNDATION
200 PARK AVE. SO. #1705
NEW YORK, NY 10003

A Employer identification number
13-2560546

B Telephone number (see the instructions)
(212) 265-3115

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 125,332,523.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc. received (att sch)	20,567,843.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,785,567.	1,785,567.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	4,008,956.			
b Gross sales price for all assets on line 6a	4,008,956.			
7 Capital gain net income (from Part IV line 2)		4,008,956.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
See Statement 1	52,438.	52,438.		
12 Total. Add lines 1 through 11	26,414,804.	5,846,961.	0.	
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc.	445,008.	111,252.		333,756.
14 Other employee salaries and wages	9,016.			9,016.
15 Pension plans, employee benefits	98,778.	24,694.		74,084.
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	50,200.	25,100.		25,100.
c Other prof fees (attach sch) See St 3	705,254.	603,694.		101,560.
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 4	113,953.	29,171.		16,428.
19 Depreciation (attach sch) and depletion	6,581.	6,581.		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
See Statement 5	160,748.	56,220.		104,528.
24 Total operating and administrative expenses. Add lines 13 through 23	1,589,538.	856,712.		664,472.
25 Contributions, gifts, grants paid Part XV	2,234,992.			2,234,992.
26 Total expenses and disbursements. Add lines 24 and 25	3,824,530.	856,712.	0.	2,899,464.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	22,590,274.			
b Net investment income (if negative enter -0-)		4,990,249.		
c Adjusted net income (if negative enter -0-)			0.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		538,184.	528,982.	528,982.
	2	Savings and temporary cash investments		4,745,832.	5,556,347.	5,556,347.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)	12,312,167.	21,669,995.	25,375,704.	
	c	Investments — corporate bonds (attach schedule)	10,129,798.	9,875,812.	9,838,942.	
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)	52,918,608.	48,117,518.	57,362,760.		
14	Land, buildings, and equipment: basis	31,550.				
	Less: accumulated depreciation (attach schedule) See Stmt 6	33,095.	31,550.	31,550.		
15	Other assets (describe See Statement 7)	745,071.	17,348,138.	26,638,238.		
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	81,422,755.	103,128,342.	125,332,523.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe See Statement 8)	54,001.	54,501.		
	23	Total liabilities (add lines 17 through 22)	54,001.	54,501.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			X		
	27	Capital stock, trust principal, or current funds	81,368,754.	103,073,841.		
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	81,368,754.	103,073,841.		
	31	Total liabilities and net assets/fund balances (see instructions)	81,422,755.	103,128,342.		

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	81,368,754.
2	Enter amount from Part I, line 27a	2	22,590,274.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	103,959,028.
5	Decreases not included in line 2 (itemize) See Statement 9	5	885,187.
6	Total net assets or fund balances at end of year (line 4 minus line 5)— Part II, column (b), line 30	6	103,073,841.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,008,956.			4,008,956.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			4,008,956.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	4,008,956.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	3,196,281.	85,733,706.	0.037281
2011	2,528,396.	87,766,438.	0.028808
2010	2,746,875.	86,614,886.	0.031714
2009	5,167,115.	86,095,665.	0.060016
2008	11,010,190.	55,467,548.	0.198498

2 Total of line 1, column (d)	2	0.356317
3 Average distribution ratio for the 5-year base period— divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.071263
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	97,578,141.
5 Multiply line 4 by line 3	5	6,953,711.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	49,902.
7 Add lines 5 and 6	7	7,003,613.
8 Enter qualifying distributions from Part XII, line 4	8	2,899,464.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary— see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b		1	99,805.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	99,805.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	99,805.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	121,044.	
b Exempt foreign organizations— tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	121,044.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	21,239.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	21,239.	Refunded

Part VII A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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 <u>www.rahf.org</u>	13	X	
14	The books are in care of <u>DORI JAFFE</u> Telephone no. <u>(212) 265-3115</u> Located at <u>200 PARK AVENUE SO. NEW YORK NY</u> ZIP + 4 <u>10003</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> N/A			
16	At any time during calendar year 2013, 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country.				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.

1 a During the year did the foundation (either directly or indirectly):

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 ☐**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 2013?**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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?If 'Yes,' list the years 20 , 20 , 20 , 20**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.)**c** If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here20 , 20 , 20 , 20**3 a** 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 2013 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 2013.)**4 a** Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?**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 2013?

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		445,008.	54,501.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		2

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.

1	N/A	
2		
3		
4		

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	93,105,222.
b	Average of monthly cash balances	1 b	5,684,673.
c	Fair market value of all other assets (see instructions)	1 c	274,208.
d	Total (add lines 1a, b, and c)	1 d	99,064,103.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	99,064,103.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,485,962.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	97,578,141.
6	Minimum investment return. Enter 5% of line 5	6	4,878,907.

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

1	Minimum investment return from Part X, line 6	1	4,878,907.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	99,805.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	99,805.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,779,102.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,779,102.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,779,102.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.— total from Part I, column (d), line 26	1 a	2,899,464.
b	Program-related investments— total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,899,464.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,899,464.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				4,779,102.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	7,126,694.			
b From 2009	875,824.			
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	8,002,518.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 2,899,464.				
a Applied to 2012, 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 2013 distributable amount				2,899,464.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	1,879,638.			1,879,638.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,122,880.			
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 2012 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	5,247,056.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	875,824.			
10 Analysis of line 9:				
a Excess from 2009	875,824.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

BAA

Form 990-PF (2013)

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
<i>a</i> Paid during the year See Statement 11				
Total			3 a	2,234,992.
<i>b</i> Approved for future payment				
Total			3 b	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

THE RITA AND ALEX HILLMAN FOUNDATION

Employer identification number

13-2560546

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II)

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of ☒ \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for *any* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ,

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

THE RITA AND ALEX HILLMAN FOUNDATION

13-2560546

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF RITA K HILLMAN C/O H CHRISTENSEN, 340 MADISON NEW YORK, NY 10173	\$ 114,635.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	ESTATE OF RITA K HILLMAN C/O H CHRISTENSEN, 340 MADISON NEW YORK, NY 10173	\$ 16,669,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3	ESTATE OF RITA K HILLMAN C/O H CHRISTENSEN, 340 MADISON NEW YORK, NY 10173	\$ 3,784,208.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE RITA AND ALEX HILLMAN FOUNDATION

13-2560546

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PAINTINGS AND SCULPTURE	\$ 16,669,000.	6/19/13
3	INVESTMENT PARTNERSHIP INTERESTS	\$ 3,784,208.	5/01/13
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Employer identification number

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Exclusively religious, charitable, etc., individual contributions to section 501(c)(3), (5) or (13) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

► \$ N/A

► \$ N/A

BAA

Client 3729-05

THE RITA AND ALEX HILLMAN FOUNDATION

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
<i>ALTERNATIVE INVESTMENTS</i>			
Total	\$ 52,438.	\$ 52,438.	\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	\$ 50,200.	\$ 25,100.	\$ 0.	\$ 25,100.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CURATORIAL SERVICES	\$ 30,000.			\$ 30,000.
IA FEES	603,694.	\$ 603,694.		
STRATEGIC PLANNING	71,560.			71,560.
Total	\$ 705,254.	\$ 603,694.	\$ 0.	\$ 101,560.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX	\$ 68,354.			
FOREIGN TAX WITHHELD	23,695.	\$ 23,695.		
PAYROLL TAXES	21,904.	5,476.		\$ 16,428.
Total	\$ 113,953.	\$ 29,171.	\$ 0.	\$ 16,428.

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THE RITA AND ALEX HILLMAN FOUNDATION

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OTHER INVESTMENT EXPENSES	\$ 32,158.	\$ 32,158.		
OTHER OFFICE EXPENSE	32,341.			\$ 32,341.
Rental Expenses	96,249.	24,062.		72,187.
Total	<u>\$ 160,748.</u>	<u>\$ 56,220.</u>	<u>\$ 0.</u>	<u>\$ 104,528.</u>

Statement 6
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 31,550.	\$ 0.	\$ 31,550.	\$ 31,550.
Total	<u>\$ 31,550.</u>	<u>\$ 0.</u>	<u>\$ 31,550.</u>	<u>\$ 31,550.</u>

Statement 7
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
ARTWORK EXHIBITED	\$ 17,260,900.	\$ 26,551,000.
DEPOSITS, ETC.	52,238.	52,238.
PREPAID TAXES	35,000.	35,000.
Total	<u>\$ 17,348,138.</u>	<u>\$ 26,638,238.</u>

Statement 8
Form 990-PF, Part II, Line 22
Other Liabilities

RETIREMENT PLAN OBLIGATION	\$ 54,501.
Total	<u>\$ 54,501.</u>

Statement 9
Form 990-PF, Part III, Line 5
Other Decreases

PARTNERSHIP K-1 INCOME NOT REFLECTED IN ASSET COST BASIS	\$ 885,187.
Total	<u>\$ 885,187.</u>

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THE RITA AND ALEX HILLMAN FOUNDATION

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Statement 10

Form 990-PF, Part VIII, Line 1

List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
WILLIAM GRIFFIN ONE STATE STREET STE. 1740 HARTFORD, CT 06103	Director 1.00	\$ 0.	\$ 0.	0.
AHRIN MISHAN 200 PARK AVENUE SO. STE.1705 NEW YORK, NY 10003	Director 40.00	300,000.	25,500.	0.
JAMES MARCUS 720 PARK AVENUE NEW YORK, NY 10021	President 1.00	0.	0.	0.
DORI JAFFE 200 PARK AVENUE SO. STE. 1705 NEW YORK,, NY 10003	ASST TRS.-SECT. 40.00	145,008.	29,001.	0.
PAUL GARFINKLE 2001 SO E SAILFISH PT BLVD STUART, FL 34996	Director 1.00	0.	0.	0.
HENRY CHRISTENSEN III MC DERMOTT ET AL 340 MADISN AV NEW YORK, NY 10173	Treasurer/SECY 1.00	0.	0.	0.
RAYMOND J. MCGUIRE 388 GREENWICH ST - 39 FLOOR NEW YORK, NY 10013	Director 1.00	0.	0.	0.
Total		\$ 445,008.	\$ 54,501.	\$ 0.

Statement 11

Form 990-PF, Part XV, Line 3a

Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 FIFTH AVENUE, SUITE 2540 NEW YORK, NY 10110	NONE	501(c)(3)	EDUCATION, ARTS,	\$ 8,000.
BROOKLYN ACADEMY OF MUSIC 30 LAFAYETTE AVE BROOKLYN, NY 11217	NONE	501(c)(3)	EDUCATION, ARTS	179,000.

Client 3729-05

THE RITA AND ALEX HILLMAN FOUNDATION

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Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
BETH ISRAEL SCHOOL OF NURSING 776 SIXTH AVENUE NEW YORK, NY 10001	NONE	501(c) (3)	NURSING EDUCATION	\$ 294,500.
INTERNATIONAL CENTER FOR PHOTOGRAPHY 1114 AVENUE OF AMERICAS NEW YORK, NY 10036	NONE	501(c) (3)	EDUCATION, ARTS	100,000.
LENOX HILL HOSPITAL 100 EAST 77TH ST. NEW YORK, NY 10075	NONE	501(c) (3)	NURSING EDUCATION	123,121.
UNIVERSITY OF PENN SCHOOL OF NURSING 418 CURIE BLVD., ROOM 430 PHILADELPHIA, PA 19104	NONE	501(c) (3)	NURSING EDUCATION	837,159.
UNIVERSITY OF DALLAS 1845 EAST NORTHGATE DR. IRVING, TX 75062	NONE	501(c) (3)	EDUCATION	10,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	501(c) (3)	EDUCATION	10,000.
MUSEUM OF MODERN ART 11 WEST 53RD ST. NEW YORK, NY 10019	NONE	501(c) (3)	EDUCATION	6,000.
RIPE TIME 138 S OXFRD ST., SUITE 4D BROOKLYN, NY 11217	NONE	501(c) (3)	EDUCATION	1,000.
FIRST PRESBYTERIAN CHURCH 1 WEST PUTNAM AVENUE GREENWICH, CT 06830	NONE	501(c) (3)	RELIGIOUS	1,500.
COLLEGIATE SCHOOL 260 WEST 78TH ST. NEW YORK, NY 10024	NONE	501(c) (3)	EDUCATION	2,000.
RYE COUNTRY DAY SCHOOL CEDAR STREET RYE, NY 10580	NONE	501(c) (3)	EDUCATION	20,000.
BRUNSWICK SCHOOL 100 MAHER AVENUE GREENWICH, CT 06831	NONE	501(c) (3)	EDUCATION	20,000.

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THE RITA AND ALEX HILLMAN FOUNDATION

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Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
UNIVERSITY OF HARTFORD 200 BLOOMFIELD AVENUE WEST HARTFORD, CT 06117	NONE	501 (c) (3)	EDUCATION	\$ 2,500.
LINCOLN CENTER THEATRE 150 WEST 65TH STREET NEW YORK, NY 10023	NONE	501 (c) (3)	EDUCATION	5,000.
MUSE 1 EAST 53RD ST., 10TH FLOOR NEW YORK, NY 10022	NONE	501 (c) (3)	EDUCATION	10,000.
AMERICAN NURSES FOUNDATION 8515 GEORGIA AVENUE SIVER SPRING, MD 20910	NONE	501 (c) (3)	EDUCATION	20,000.
UNIVERSITY OF MICHIGAN 3003 SO STATE STREET ANN ARBOR, MI 48109	NONE	501 (c) (3)	EDUCATION	328,752.
UNC CHAPEL HILL 250 E FRANKLIN ST CHAPEL HILL, NC 27516	NONE	501 (c) (3)	EDUCATION	232,460.
AUDUBON GREENWICH 613 RIVERSVILLE RD. GREENWICH, CT 06831	NONE	501 (c) (3)	EDUCATION	2,500.
DUBLIN SCHOOL 18 LEHMAN WAY DUBLIN, NH 03444	NONE	501 (c) (3)	EDUCATION	1,000.
SOUNDWATERS 1281 COVE ROAD STAMFORD, CT 06831	NONE	501 (c) (3)	EDUCATION	500.
NY INTL CHILDREN'S FILM FESTIVAL 225 BROADWAY NEW YORK, NY 10007	NONE	501 (c) (3)	EDUCATION	2,000.
NLN FOUNDATION 2600 VIRGINIA AVE. NW, 8TH FL WASHINGTON, DC 20037	NONE	501 (c) (3)	EDUCATION	10,000.
VISITING NURSE SERVICE OF NEW YORK 107 E. 70 STREET NEW YORK, NY 10021	NONE	501 (c) (3)	EDUCATION	2,500.

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THE RITA AND ALEX HILLMAN FOUNDATION

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Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
ACADEMY HEALTH 1150 17 STREET NW, SUITE 600	NONE	501(c)(3)	EDUCATION	\$ 500.
THE BRIDGE FUND 6 W. 48 STREET, 10TH FL NEW YORK, NY 10036	NONE	501(c)(3)	EDUCATION	5,000.

Total \$ 2,234,992.

10/23/14

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STATEMENT A

TAXPAYER HAS EXTENSIVE HOLDINGS OF EQUITY AND FIXED INCOME SECURITIES AND HAS REALIZED CAPITAL GAINS AND LOSSES FROM NUMEROUS SECURITY TRANSACTIONS, DISPOSITION OF INVESTMENT PARTNERSHIPS AND PASS THROUGH FROM INVESTMENT PARTNERSHIPS. THE HOLDINGS AND TRANSACTIONS ARE AVAILABLE FROM BOOKS AND RECORDS MAINTAINED BY THE TAXPAYER.

INVESTMENTS - CORPORATE STOCK

COST

ADVISORY RESEARCH FUNDS	2,750,700
EDGEWOOD MANAGEMENT FUNDS	2,359,624
LYRICAL ASSET MANAGEMENT FUNDS	1,433,642
CAMBIAR INTERNATIONAL FUNDS	2,748,793
WEST END ADVISORS FUNDS	2,096,632
SCHAEFFER CULLERN EMERGING MARKETS FUNDS	2,141,787
SCHAEFER CULLEN FOREIGN DEVELOPED MARKETS FUNDS	2,434,477
LOOMIS SMALL-MID CORE FUNDS	964,015
WEDGEWOOD LARGE CAP GROWTH FUNDS	2,319,316
SANTA BARBARA FUNDS	2,421,009

TOTAL

21,669,995

INVESTMENTS - CORPORATE BONDS

COST

BLACKROCK BOND FUNDS	4,444,785
SEIX CORE BOND FUNDS	5,431,027

TOTAL

9,875,812