



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

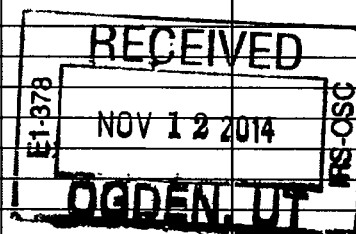
, 2013, and ending

, 20

Name of foundation THE SANDY HILL FOUNDATION		A Employer identification number 22-2668774
Number and street (or P O box number if mail is not delivered to street address) 330 SOUTH STREET, SUITE 4		B Telephone number (see instructions) (973) 540-9020
City or town, state or province, country, and ZIP or foreign postal code MORRISTOWN, NJ 07960		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
H Check type of organization ☒ Section 501(c)(3) exempt private foundation		D 1 Foreign organizations, check here ☐
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 39,118,611.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
J Accounting method ☒ Cash ☐ Accrual		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule)		35,427.			
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		5,362.	5,376.		ATCH 1
4 Dividends and interest from securities		322,311.	334,293.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		509,398.			
b Gross sales price for all assets on line 6a 17,522,041.					
7 Capital gain net income (from Part IV, line 2)			453,861.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH. 3		-35,983.	19,025.		
12 Total. Add lines 1 through 11		836,515.	812,555.		
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) ATCH. 4		12,823.	6,412.		6,411.
c Other professional fees (attach schedule) *		49,672.	49,672.		
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH. 6		40,941.	5,941.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH. 7		719.			719.
24 Total operating and administrative expenses. Add lines 13 through 23		104,155.	62,025.		7,130.
25 Contributions, gifts, grants paid		1,980,248.			1,980,248.
26 Total expenses and disbursements. Add lines 24 and 25		2,084,403.	62,025.	0	1,987,378.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-1,247,888.			
b Net investment income (if negative, enter -0-)			750,530.		
c Adjusted net income (if negative, enter -0-)					

SCANNED NOV 13 2014



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	1,331,814.	54,257.	54,257.
	2	Savings and temporary cash investments	250,954.	127,874.	127,874.
	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 schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	22,081,369.	24,750,152.	24,750,152.
	c	Investments - corporate bonds (attach schedule)			
	Liabilities	11	Investments - land, buildings, and equipment basis		
		Less accumulated depreciation ▶ (attach schedule)			
12		Investments - mortgage loans			
13		Investments - other (attach schedule) ATCH 9	12,712,602.	14,179,640.	14,179,640.
14		Land, buildings, and equipment basis	777.		
		Less accumulated depreciation ▶ (attach schedule)	777.		
15		Other assets (describe ▶ ATCH 10)	365.	6,688.	6,688.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	36,377,104.	39,118,611.	39,118,611.
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0		
Foundations that follow SFAS 117, check here ▶ ☐	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ ☒				
	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	36,377,104.	39,118,611.	
	30	Total net assets or fund balances (see instructions)	36,377,104.	39,118,611.	
	31	Total liabilities and net assets/fund balances (see instructions)	36,377,104.	39,118,611.	

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	36,377,104.
2	Enter amount from Part I, line 27a	2	-1,247,888.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	3,989,395.
4	Add lines 1, 2, and 3	4	39,118,611.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	39,118,611.

Form 990-PF (2013)

Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (e.g., real estate,
2-story brick warehouse, or common stock, 200 shs MLC Co.)(b) How
acquired
P - Purchase
D - Donation(c) Date
acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1a** SEE PART IV SCHEDULE

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			
b			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	453,861.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,405,412.	34,693,629.	0.040509
2011	1,852,418.	35,544,256.	0.052116
2010	1,399,631.	34,390,958.	0.040698
2009	1,771,665.	32,558,691.	0.054415
2008	2,103,478.	36,674,462.	0.057355

2 Total of line 1, column (d)	2	0.245093
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	0.049019
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	37,971,564.
5 Multiply line 4 by line 3	5	1,861,328.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,505.
7 Add lines 5 and 6	7	1,868,833.
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	1,987,378.

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)		1	7,505.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	7,505.
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	7,505.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 20,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	20,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,495.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 0 Refunded ☒	11	12,495.	

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 the 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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?		
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) ☐ DE, NJ,		
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

Form 990-PF (2013)

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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ THE SANDY HILL FOUNDATION		Telephone no. ▶ 973-540-9020	
Located at ▶ 330 SOUTH STREET, SUITE 4 MORRISTOWN, NJ		ZIP+4 ▶ 07960		
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				
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.

	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)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No		
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Form 990-PF (2013)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐ **5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see 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
ATCH 12		0	0	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 ☐

Form 990-PF (2013)

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		

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2013)

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	24,823,971.
b	Average of monthly cash balances	1b	279,720.
c	Fair market value of all other assets (see instructions)	1c	13,446,120.
d	Total (add lines 1a, b, and c)	1d	38,549,811.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	38,549,811.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	578,247.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	37,971,564.
6	Minimum investment return. Enter 5% of line 5	6	1,898,578.

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	1,898,578.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,505.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,505.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,891,073.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,891,073.
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	1,891,073.

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	1,987,378.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,987,378.
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	7,505.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,979,873.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,891,073.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			57,846.	
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,987,378.</u>				
a Applied to 2012, but not more than line 2a			57,846.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				1,891,073.
e Remaining amount distributed out of corpus	38,459.			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	38,459.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	38,459.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	38,459.			

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

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 2013, enter the date of the ruling ▶

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

		Prior 3 years				(e) Total
Tax year		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 (i)(3)(B)(iii)					
(3)	Largest amount of support from an exempt organization.					
(4)	Gross investment income					

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

FRANK E. WALSH JR.; MARY D. WALSH

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.

FRANK E. WALSH JR.; MARY D. WALSH

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 address of the person to whom applications should be addressed

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 13				
Total			3a	1,980,248.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	5,362.		
4 Dividends and interest from securities			14	322,311.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	509,398.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a TAX REFUNDS			01	19,974.		
b MISCELLANEOUS			01	-55,957.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				801,088.		
13 Total. Add line 12, columns (b), (d), and (e) .						801,088.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | | |
|--|--------------|------------|-----------|
| 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? | | Yes | No |
| | | | |
| 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

**Sign
Here**

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

Signature of officer or trustee _____ Date 11/6/14

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name Allison P Shipley	Preparer's signature 	Date 11/04/2014	Check ☐ if self-employed	PTIN P00289730
Firm's name ▶ PricewaterhouseCoopers LLP	Firm's EIN ▶ 13-4008324			
Firm's address ▶ 1441 Brickell Avenue, #1100, Miami FL 33131	Phone no 305-375-6303			

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

OMB No 1545-0047

2013▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

THE SANDY HILL FOUNDATION

Employer identification number

22-2668774

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 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 foundationCheck 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 (1) \$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 an *exclusively* 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).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

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

Name of organization THE SANDY HILL FOUNDATION

Employer identification number
22-2668774**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FRANK E. WALSH & MARY D. WALSH 3392 BARROW ISLAND RD, JONATHON'S ISLAND JUPITER, FL 33477	\$ 35,427.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE SANDY HILL FOUNDATION

Employer identification number

22-2668774

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
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization THE SANDY HILL FOUNDATION

Employer identification number

22-2668774

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

- For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust

THE SANDY HILL FOUNDATION

Employer identification number

22-2668774

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5 38,644.
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 38,644.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	18,641,171.	18,312,642.		328,529.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12 86,688.
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 415,217.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss)	17		38,644.
18	Net long-term gain or (loss):			
a	Total for year	18a		415,217.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19		453,861.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of
a The loss on line 19, column (3) or b \$3,000 **20** ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34),	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26	32		
33	Enter the smaller of line 21 or \$11,950	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35	36		
37	Multiply line 36 by 15% ▶	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20% ▶	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45		

Schedule D (Form 1041) 2013

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return See instructions	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE SANDY HILL FOUNDATION	22-2668774
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	330 SOUTH STREET, SUITE 4	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	MORRISTOWN, NJ 07960	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-BL	02
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of **THE SANDY HILL FOUNDATION**

Telephone No **973 540-9020**

Fax No.

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **11/17, 2014**

5 For calendar year **2013**, or other tax year beginning , 20 , and ending , 20

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a \$	20,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	30,000.
c Balance Due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title

Date

Form **8868** (Rev 1-2014)

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE SANDY HILL FOUNDATION	22-2668774
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	330 SOUTH STREET-PO BOX 1975	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	MORRISTOWN, NJ 07962-1975	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► THE SANDY HILL FOUNDATION

Telephone No. ► 973 540-9020

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2013 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	20,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	30,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

THE SANDY HILL FOUNDATION

Social security number or taxpayer identification number

22-2668774

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	SEE STATEMENT	VARIOUS	VARIOUS	17522040.	17012642.			509,398.
	CHILTON GLOBAL NATURAL RESOURC	VARIOUS	VARIOUS	1,119,131.	1,300,000.			-180,869.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				18641171.	18312642.			328,529.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					38,644.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					86,688.	
17522040.		SEE STATEMENT PROPERTY TYPE: SECURITIES 17012642.				P	VARIOUS 509,398.	VARIOUS
1,119,131.		CHILTON GLOBAL NATURAL RESOURC 1,300,000.					VARIOUS -180,869.	VARIOUS
TOTAL GAIN (LOSS)							<u>453,861.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	5,362.	5,376.
TOTAL	<u>5,362.</u>	<u>5,376.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	322,311.	334,293.
TOTAL	<u>322,311.</u>	<u>334,293.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u> OTHER INCOME	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	-35,983.	19,025.
TOTALS	-35,983.	19,025.

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ANTHONY M. CICCITTA JR. CPA PC	5,473.	2,737.		2,736.
PRICEWATERHOUSECOOPERS	7,350.	3,675.		3,675.
TOTALS	<u>12,823.</u>	<u>6,412.</u>		<u>6,411.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISOR FEES	49,672.	49,672.
TOTALS	<u>49,672.</u>	<u>49,672.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NJ FILING FEE	30.	30.
FOREIGN WITHHOLDING TAX	5,861.	5,861.
FEDERAL EXCISE TAX	35,000.	
FRANCHISE TAXES	50.	50.
TOTALS	<u>40,941.</u>	<u>5,941.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
OTHER FEES	719.	719.
TOTALS	<u>719.</u>	<u>719.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 14	22,081,369.	24,750,152.	24,750,152.
TOTALS	<u>22,081,369.</u>	<u>24,750,152.</u>	<u>24,750,152.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 15	12,712,602.	14,179,640.	14,179,640.
TOTALS	<u>12,712,602.</u>	<u>14,179,640.</u>	<u>14,179,640.</u>

ATTACHMENT 10FORM 990CP, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCRUED INTEREST RECEIVABLE	365.	6,688.	6,688.
TOTALS	<u>365.</u>	<u>6,688.</u>	<u>6,688.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
DISTRIBUTION INCOME	605,956.
UNREALIZED GAIN/LOSS	3,383,439.
TOTAL	<u>3,989,395.</u>

THE SANDY HILL FOUNDATION

22-2668774

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOSEPH WALSH 330 SOUTH STREET, SUITE 4 MORRISTOWN, NJ 07960	PRESIDENT 0.00	0	0	0
FRANK E. WALSH, JR. 3392 BARROW ISLAND ROAD JUPITER, FL 33477	CHAIRMAN 10.00	0	0	0
JEFFREY R. WALSH 330 SOUTH STREET, SUITE 4 MORRISTOWN, NJ 07960	TREAS/SECY 5.00	0	0	0
MARY D. WALSH 3392 BARROW ISLAND ROAD JUPITER, FL 33477	VICE PRESIDENT 0.00	0	0	0
MEGHAN WALSH CIOFFI 330 SOUTH STREET, SUITE 4 MORRISTOWN, NJ 07960	VICE PRESIDENT 0.00	0	0	0
FRANK E. WALSH III 330 SOUTH STREET, SUITE 4 MORRISTOWN, NJ 07960	VICE PRESIDENT 5.00	0	0	0

THE SANDY HILL FOUNDATION

22-2668774

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT F. CIOFFI 330 SOUTH STREET, SUITE 4 MORRISTOWN, NJ 07960	VICE PRESIDENT 5.00	0	0	0
KAREN R. WALSH 330 SOUTH STREET, SUITE 4 MORRISTOWN, NJ 07960	VICE PRESIDENT 0.00	0	0	0
GRAND TOTALS		0	0	0

THE SANDY HILL FOUNDATION

22-2668774

FOEM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHMENT 16

501 (C) (3)

GENERAL FUND

1,980,248.

TOTAL CONTRIBUTIONS PAID

1,980,248.

Sandy Hill Foundation
 2013 Form 990PF
 EIN #22-2668774

ATTACHMENT 14

Part II, Line 10b - Investment - Corporate Stock

SECURITY DESCRIPTION	SHARES OR FACE	ORIGINAL COST	2013 TOTAL MKT VALUE
Aberdeen Emerging Markets	150,687	1,721,297	2,180,436
MFS International Growth	78,220	1,657,228	2,427,168
Bridgeway Ultra Large 35 Index	180,965	1,507,014	1,941,754
Dodge & Cox Int'l Stock Fund	107,100	3,277,772	4,609,569
FPA Crescent Fund	94,669	2,596,764	3,120,276
IVA Worldwide Fund	162,098	2,546,234	2,888,590
RS Global Natural Resources	41,641	1,602,725	1,489,084
Altria Group	2,675	64,568	102,693
Anheuser Busch	1,675	102,895	178,321
Berkshire Hathaway Inc. A	1	99,115	177,900
Berkshire Hathaway Inc. B	1,800	134,183	213,408
British American Tobacco	1,900	76,772	101,880
Brown Forman Corp.	1,212	50,493	89,409
Cie Financiere Riche Mont	2,450	135,758	244,697
Comcast Corp.	1,825	39,844	91,031
Diageo	2,900	53,953	96,048
Heineken	3,700	163,514	234,425
Martin Marietta Material	650	54,246	64,961
Mastercard	327	93,959	273,195
Nestle	4,835	267,315	355,005
Pernod Ricard	1,615	152,258	184,264
Philip Morris Intl Inc.	3,400	214,556	296,242
SabMiller	4,175	135,444	214,475
Scripps Networks	625	28,025	54,006
Unilever	3,940	129,997	158,506
Washington Post(Graham Holdir	58	25,428	38,473
Wells Fargo	4,875	150,131	221,325
Federal Home Loan Bank	300,000	299,851	299,834
Federal Home Loan Mtg	1,257,000	1,299,240	1,259,969
Federal National Mtg	100,000	99,952	99,976
Vanguard Short Term Bond	99,450	1,022,376	1,043,231
		19,802,905	24,750,152

Sandy Hill Foundation
2013 Form 990PF
EIN #22-2668774

ATTACHMENT 15

Part II, Line 13 - Investments - Other

SECURITY DESCRIPTION	SHARES OR FACE	ORIGINAL COST	2013 TOTAL MKT VALUE
EACM Small Cap Value		-	1,107,490
EACM Absolute Return		9,000,000	10,399,020
CamCap Energy Offshore Fund		1,200,000	1,237,942
Gresham Tap Ltd.		1,000,000	585,771
Solus Recovery Fund II Offshore LP		800,000	849,417
		<u>12,000,000</u>	<u>14,179,640</u>

SANDY HILL FOUNDATION TAX

ATTACHMENT 16

PAGE 1 of 5

Sandy Hill Foundation - 2013
330 South Street, Suite 4
Morristown, NJ 07960
EIN: 22-2668774

<u>DATE</u>	<u>CHARITY</u>	<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
1/9/2013	Immaculata University Immaculata, PA	Public Charity	General Fund	5,000
2/5/2013	Palm Beach Drama Works West Palm Beach, FL	Public Charity	General Fund	4,000
2/5/2013	Junior Achievement of Palm Beach West Palm Beach, FL	Public Charity	General Fund	5,000
2/6/2013	Sunset House Pompano Beach, FL	Public Charity	General Fund	1,800
2/20/2013	Gratitude House West Palm Beach, FL	Public Charity	General Fund	1,000
2/20/2013	Diocese of Palm Beach Palm Beach, FL	Public Charity	General Fund	10,000
3/1/2013	Jupiter Medical Center Foundation Jupiter, FL	Public Charity	General Fund	10,000
3/7/2013	Lehigh University Bethlehem, PA	Public Charity	General Fund	50,000
3/11/2013	St. Patrick's Church Palm Beach Gardens, FL	Public Charity	General Fund	1,000
3/20/2013	National Kidney Foundation of Western PA Pittsburgh, PA	Public Charity	General Fund	250
3/20/2013	Our Lady of Florida Spiritual Center North Palm Beach, FL	Public Charity	General Fund	10,000
3/20/2013	Impact 100 Garden State Mendham, NJ	Public Charity	General Fund	1,000
3/25/2013	Corpus Christi Church Chatham, NJ	Public Charity	General Fund	1,000
4/3/2013	El Sol Jupiter, FL	Public Charity	General Fund	1,000
4/9/2013	Americares Stamford, CT	Public Charity	General Fund	25,000
4/9/2013	National Down Syndrome New York, NY	Public Charity	General Fund	11,800

SANDY HILL FOUNDATION TAX

ATTACHMENT 16

PAGE 2 of 5

Sandy Hill Foundation - 2013
330 South Street, Suite 4
Morristown, NJ 07960
EIN: 22-2668774

<u>DATE</u>	<u>CHARITY</u>	<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
4/9/2013	The Kennedy Center Washington, D.C.	Public Charity	General Fund	30,000
5/9/2013	Seton Hall Prep West Orange, NJ	Public Charity	General Fund	4,000
5/15/2013	Covenant House New York, NY	Public Charity	General Fund	9,520
5/15/2013	Michael J. Fox Foundation For Parkinson's New York, NY	Public Charity	General Fund	10,000
5/23/2013	Seton Hall Prep West Orange, NJ	Public Charity	General Fund	5,000
5/23/2013	Immaculate Conception Seminary West Orange, NJ	Public Charity	General Fund	5,000
6/5/2013	Busch Wildlife Sanctuary Jupiter, FL	Public Charity	General Fund	5,000
6/26/2013	Maltz Jupiter Theatre, Inc. Jupiter, FL	Public Charity	General Fund	2,000
6/26/2013	Junior Achievement West Palm Beach, FL	Public Charity	General Fund	5,000
7/26/2013	Hillsdale College Hillsdale, MI	Public Charity	General Fund	10,000
8/1/2013	Manhattan Institute For Policy Research New York, NY	Public Charity	General Fund	35,000
8/7/2013	Star, Inc. Norwalk, CT	Public Charity	General Fund	5,000
8/14/2013	Americares Stamford, CT	Public Charity	General Fund	25,000
8/14/2013	The Buoniconti Fund Miami, FL	Public Charity	General Fund	15,000
8/19/2013	Gratitude House West Palm Beach, FL	Public Charity	General Fund	25,000
9/27/2013	Raise Hope Foundation Verona, NJ	Public Charity	General Fund	5,000

SANDY HILL FOUNDATION TAX

ATTACHMENT 16

PAGE 3 of 5

Sandy Hill Foundation - 2013
 330 South Street, Suite 4
 Morristown, NJ 07960
 EIN: 22-2668774

<u>DATE</u>	<u>CHARITY</u>	<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
10/2/2013	Points Of Light Atlanta, GA	Public Charity	General Fund	10,000
10/9/2013	Jupiter Medical Center Jupiter, FL	Public Charity	General Fund	9,000
10/16/2013	Food For The Poor, Inc. Coconut Creek, FL	Public Charity	General Fund	5,000
11/5/2013	Junior Achievement of Palm Beach West Palm Beach, FL	Public Charity	General Fund	4,878
11/13/2013	Covenant House International New York, NY	Public Charity	General Fund	2,000
11/13/2013	Americares Stamford, CT	Public Charity	General Fund	50,000
11/15/2013	Gregorian University Foundation New York, NY	Public Charity	General Fund	5,000
12/2/2013	American Cancer Society Parsippany, NJ	Public Charity	General Fund	5,000
12/2/2013	American Heart Association Stuart, FL	Public Charity	General Fund	5,000
12/2/2013	American Red Cross Fairfield, NJ	Public Charity	General Fund	1,000
12/2/2013	CARE Merrifield, VA	Public Charity	General Fund	10,000
12/2/2013	CASA Newark, NJ	Public Charity	General Fund	5,000
12/2/2013	The Cleveland Clinic Cleveland, OH	Public Charity	General Fund	10,000
12/2/2013	Covenant House International New York, NY	Public Charity	General Fund	50,000
12/2/2013	El Sol Jupiter, FL	Public Charity	General Fund	10,000
12/2/2013	Florida Atlantic University Boca Raton, FL	Public Charity	General Fund	12,500

SANDY HILL FOUNDATION TAX

ATTACHMENT 16

PAGE 4 of 5

Sandy Hill Foundation - 2013
 330 South Street, Suite 4
 Morristown, NJ 07960
 EIN: 22-2668774

<u>DATE</u>	<u>CHARITY</u>	<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
12/2/2013	Guatamala Tomorrow Fund Jupiter, FL	Public Charity	General Fund	5,000
12/2/2013	Hands Together Springfield, MA	Public Charity	General Fund	5,000
12/2/2013	Hogar Maria Foundation Tequesta, FL	Public Charity	General Fund	1,000
12/2/2013	Immaculata University Immaculata, PA	Public Charity	General Fund	130,000
12/2/2013	J.L. Cares Jupiter, FL	Public Charity	General Fund	5,000
12/2/2013	KidSanctuary, Inc. Palm Beach, FL	Public Charity	General Fund	5,000
12/2/2013	Kravis Center for Performing Arts West Palm Beach, FL	Public Charity	General Fund	2,000
12/2/2013	Lehigh University Bethlehem, PA	Public Charity	General Fund	21,000
12/2/2013	Maltz Jupiter Theatre, Inc. Jupiter, FL	Public Charity	General Fund	2,500
12/2/2013	National Medical Fellowships Inc. New York, NY	Public Charity	General Fund	5,000
12/2/2013	Operation Smile Norfolk, VA	Public Charity	General Fund	5,000
12/2/2013	Palm Beach Drama Works West Palm Beach, FL	Public Charity	General Fund	10,000
12/2/2013	Special Olympics Clermont, FL	Public Charity	General Fund	5,000
12/2/2013	St. Patrick's Church Palm Beach Gardens, FL	Public Charity	General Fund	5,000
12/2/2013	St. Peter's Catholic Church Jupiter, FL	Public Charity	General Fund	5,000
12/2/2013	St. Thomas University Miami Gardens, FL	Public Chanty	General Fund	10,000
12/2/2013	United Negro College Fund	Public Charity	General Fund	5,000

SANDY HILL FOUNDATION TAX

ATTACHMENT 16

PAGE 5 of 5

Sandy Hill Foundation - 2013
 330 South Street, Suite 4
 Morristown, NJ 07960
 EIN: 22-2668774

<u>DATE</u>	<u>CHARITY</u> Newark, NJ	<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
12/2/2013	University of Vermont Burlington, VT	Public Charity	General Fund	10,000
12/2/2013	United Way of Palm Beach County Palm Beach, FL	Public Charity	General Fund	25,000
12/2/2013	USO Washington DC	Public Charity	General Fund	1,000
12/2/2013	US Olympic Committee Colorado Springs, CO	Public Charity	General Fund	5,000
12/2/2013	Habitat For Humanity West Palm Beach, FL	Public Charity	General Fund	5,000
12/2/2013	St. Vincent De Paul Society Jupiter, FL	Public Charity	General Fund	5,000
12/2/2013	The Center For Family Services West Palm Beach, FL	Public Charity	General Fund	5,000
12/2/2013	Alzheimer's Community Care West Palm Beach, FL	Public Charity	General Fund	5,000
12/2/2013	The ARC Of Palm Beach County Riviera Beach, FL	Public Charity	General Fund	5,000
12/2/2013	Forgotten Soldiers Outreach, Inc. Lake Worth, FL	Public Charity	General Fund	5,000
12/2/2013	National Down Syndrome Society New York, NY	Public Charity	General Fund	5,000
12/26/2013	Community Foundation of NJ Morristown, NJ	Public Charity	General Fund	<u>1,150,000</u>
Total:				<u><u>1,980,248</u></u>

THE SANDY HILL FOUNDATION
EIN#22-2668774
Year: 01/01/13 - 12/31/13
Original Cost Basis.

<u>Description of property</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Gross Sales Price</u>	<u>Cost or Basis</u>	<u>Gain/Loss</u>	<u>D=Donated P=Purchased</u>
50 CIE FINANCIERE RICHE	2/24/2010	5/21/2013	4,722.48	1,671.94	3,050.54	P
25 CIE FINANCIERE RICHE	9/14/2009	5/21/2013	2,361.24	694.16	1,667.08	P
75 CIE FINANCIERE RICHE	2/24/2010	5/23/2013	6,799.92	2,507.91	4,292.01	P
75 CIE FINANCIERE RICHE	2/24/2010	6/1/2013	6,719.93	2,507.91	4,212.02	P
50 CIE FINANCIERE RICHE	2/7/2011	6/20/2013	4,349.16	2,740.43	1,608.73	P
75 CIE FINANCIERE RICHE	2/24/2010	6/20/2013	6,523.73	2,507.91	4,015.82	P
50 CIE FINANCIERE RICHE	2/7/2011	9/1/2013	4,758.35	2,740.43	2,017.92	P
80 HASBRO INC.	9/14/2009	10/22/2013	3,994.83	2,280.20	1,714.63	P
75 HASBRO INC.	8/2/2011	10/23/2013	3,732.05	2,877.90	854.15	P
125 HASBRO INC.	2/4/2011	10/23/2013	6,220.08	5,612.50	607.58	P
45 HASBRO INC.	9/14/2009	10/23/2013	2,239.23	1,282.61	956.62	P
125 BRITISH AMER TOBACCO	2/7/2011	12/4/2013	6,563.88	4,866.75	1,697.13	P
25 CIE FINANCIERE RICHE	2/7/2011	12/4/2013	2,442.48	1,370.22	1,072.26	P
185 ALTRIA GROUP	9/14/2009	12/4/2013	6,860.55	3,355.90	3,504.65	P
125 BRITISH AMER TOBACCO	2/7/2011	12/5/2013	6,519.95	4,866.75	1,653.20	P
190 ALTRIA GROUP	9/14/2009	12/5/2013	7,038.14	3,446.60	3,591.54	P
11587 486 IVA WORLDWIDE	4/26/2010	6/20/2013	200,000.00	181,112.41	18,887.59	P
2547.122 DODGE & COX INT'L	9/27/2006	8/6/2013	100,000.00	102,292.42	(2,292.42)	P
5760 369 IVA WORLDWIDE	4/26/2010	8/26/2013	100,000.00	90,034.57	9,965.43	P
6576.981 FPA CRESCENT FUND	9/15/2011	12/5/2013	220,000.00	171,608.58	48,391.42	P
20715.631 BRIDGEWAY	11/15/2011	12/5/2013	220,000.00	156,195.86	63,804.14	P
100000 FNMA 010313	12/21/2012	1/3/2013	100,000.00	100,000.00	-	P
300000 TBILL 010313	10/11/2012	1/3/2013	300,000.00	300,000.00	-	P
200000 FHLB 011113	11/9/2012	1/11/2013	200,000.00	200,000.00	-	P
100000 FHLB 011613	12/20/2012	1/16/2013	100,000.00	100,000.00	-	P
150000 FHLB 071713	12/11/2012	1/17/2013	150,000.00	150,027.75	(27.75)	P
200000 FHLB 011813	12/17/2012	1/18/2013	200,000.00	200,000.00	-	P
100000 TBILL 012413	12/26/2012	1/24/2013	100,000.00	100,000.00	-	P
100000 FHLB 020413	11/7/2012	1/29/2013	99,999.50	99,968.96	30.54	P
200000 FHLB 020413	11/7/2012	2/4/2013	200,000.00	200,000.00	-	P
100000 FHLB 020813	1/16/2013	2/8/2013	100,000.00	100,000.00	-	P
200000 FHLB 021113	11/26/2012	2/11/2013	200,000.00	200,000.00	-	P
300000 FHLB 021313	11/16/2012	2/13/2013	300,000.00	300,000.00	-	P
200000 TBILL 021413	1/11/2013	2/14/2013	200,000.00	200,000.00	-	P
100000 FHLB 021913	1/18/2013	2/19/2013	100,000.00	100,000.00	-	P
300000 FHLB 021913	11/21/2012	2/19/2013	300,000.00	300,000.00	-	P
50000 FHLB 022114	1/28/2013	2/21/2013	50,000.00	50,009.15	(9.15)	P
100000 FHLB 022114	12/11/2012	2/21/2013	100,000.00	100,057.00	(57.00)	P
100000 FHLB 022213	1/24/2013	2/22/2013	100,000.00	100,000.00	-	P
400000 FHLB 030613	1/3/2013	3/6/2013	400,000.00	400,000.00	-	P
300000 FHLB 030613	12/5/2012	3/6/2013	300,000.00	300,000.00	-	P
300000 FHLB 031313	1/18/2013	3/13/2013	300,000.00	300,000.00	-	P
300000 TBILL 031413	2/13/2013	3/14/2013	300,000.00	300,000.00	-	P
100000 FHLB 031513	2/8/2013	3/15/2013	100,000.00	100,000.00	-	P
200000 FNMA 040213	2/11/2013	4/2/2013	200,000.00	200,000.00	-	P
200000 FHLB 040513	2/4/2013	4/5/2013	200,000.00	200,000.00	-	P
200000 TBILL 041113	4/5/2013	4/11/2013	200,000.00	200,000.00	-	P
400000 TBILL 041513	3/6/2013	4/15/2013	400,000.00	400,000.00	-	P
300000 TBILL 041813	2/22/2013	4/18/2013	300,000.00	300,000.00	-	P
400000 TBILL 042513	2/19/2013	4/25/2013	400,000.00	400,000.00	-	P
200000 TBILL 050213	4/15/2013	5/2/2013	200,000.00	200,000.00	-	P
100000 FHLB 050313	4/29/2011	5/3/2013	100,000.00	99,939.20	60.80	P
200000 FNMA 050813	5/2/2013	5/8/2013	200,000.00	200,000.00	-	P
200000 FNMA 050813	2/14/2013	5/8/2013	200,000.00	200,000.00	-	P
100000 FHLB 041014	3/19/2013	5/10/2013	100,000.00	100,000.00	-	P
200000 FHLB 051713	4/18/2013	5/16/2013	199,999.86	199,991.45	8.41	P
100000 FHLB 051713	4/18/2013	5/17/2013	100,000.00	100,000.00	-	P
100000 FHLB 060513	3/6/2013	5/31/2013	99,999.38	99,970.93	28.45	P

THE SANDY HILL FOUNDATION
EIN#22-2668774
Year: 01/01/13 - 12/31/13
Original Cost Basis

<u>Description of property</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Gross Sales Price</u>	<u>Cost or Basis</u>	<u>Gain/Loss</u>	<u>D=Donated P=Purchased</u>
100000 FHLB 060513	3/6/2013	6/4/2013	99,999.86	99,970.93	28.93	P
100000 FHLB 060513	5/13/2013	6/5/2013	100,000.00	100,000.00	-	P
100000 FHLB 060513	3/6/2013	6/5/2013	100,000.00	100,000.00	-	P
100000 FHLB 060613	5/3/2013	6/6/2013	100,000.00	100,000.00	-	P
100000 FHLB 060713	3/14/2013	6/7/2013	100,000.00	100,000.00	-	P
100000 FHLB 061413	5/17/2013	6/14/2013	100,000.00	100,000.00	-	P
300000 FHLB 061913	5/8/2013	6/19/2013	300,000.00	300,000.00	-	P
100000 FHLB 061913	4/17/2013	6/19/2013	100,000.00	100,000.00	-	P
100000 FFCB 062514	6/4/2013	6/25/2013	100,000.00	100,008.80	(8.80)	P
100000 FNMA 070213	4/16/2013	7/2/2013	100,000.00	100,000.00	-	P
100000 FNMA 071013	6/19/2013	7/5/2013	99,999.58	99,997.67	1.91	P
300000 FNMA 071013	6/19/2013	7/10/2013	300,000.00	300,000.00	-	P
100000 FHLB 071213	3/13/2013	7/12/2013	100,000.00	100,000.00	-	P
150000 FFCB 071614	5/15/2013	7/16/2013	150,000.00	150,034.50	(34.50)	P
100000 TBILL 071813	4/25/2013	7/16/2013	100,000.35	99,989.50	10.85	P
100000 FHLB 072413	4/25/2013	7/24/2013	100,000.00	100,000.00	-	P
100000 FNMA 080113	3/14/2013	8/1/2013	100,000.00	100,000.00	-	P
100000 FHLM 080213	3/13/2013	8/2/2013	100,000.00	100,000.00	-	P
100000 TBILL 080813	7/12/2013	8/8/2013	100,000.00	100,000.00	-	P
200000 TBILL 080813	7/10/2013	8/8/2013	200,000.00	200,000.00	-	P
130000 FFCB 081314	7/15/2013	8/13/2013	130,000.00	129,980.50	19.50	P
100000 FHLB 081514	5/30/2013	8/15/2013	100,000.00	100,016.40	(16.40)	P
100000 FNMA 081513	3/15/2013	8/15/2013	100,000.00	100,000.00	-	P
100000 TBILL 081513	7/17/2013	8/15/2013	100,000.00	100,000.00	-	P
100000 FHLB 082113	6/7/2013	8/21/2013	100,000.00	100,000.00	-	P
100000 TBILL 082213	7/24/2013	8/22/2013	100,000.00	100,000.00	-	P
100000 FNMA 090313	4/16/2013	9/3/2013	100,000.00	100,000.00	-	P
100000 FHLB 090413	3/13/2013	9/4/2013	100,000.00	100,000.00	-	P
200000 FHLB 090613	8/8/2013	9/6/2013	200,000.00	200,000.00	-	P
100000 FHLB 091113	7/10/2013	9/11/2013	100,000.00	100,000.00	-	P
200000 TBILL 091213	8/14/2013	9/12/2013	200,000.00	200,000.00	-	P
200000 FHLB 091313	8/15/2013	9/13/2013	200,000.00	200,000.00	-	P
200000 TBILL 091613	9/6/2013	9/16/2013	200,000.00	200,000.00	-	P
100000 TBILL 091613	9/4/2013	9/16/2013	100,000.00	100,000.00	-	P
100000 FHLB 092013	8/12/2013	9/20/2013	100,000.00	100,000.00	-	P
100000 FHLB 092013	4/2/2013	9/20/2013	100,000.00	100,000.00	-	P
200000 TBILL 100313	9/20/2013	10/3/2013	200,000.00	200,000.00	-	P
300000 TBILL 100313	9/16/2013	10/3/2013	300,000.00	300,000.00	-	P
100000 TBILL 100313	9/12/2013	10/3/2013	100,000.00	100,000.00	-	P
100000 FHLB 100413	4/16/2013	10/4/2013	100,000.00	100,000.00	-	P
200000 FHLB 100913	9/13/2013	10/9/2013	200,000.00	200,000.00	-	P
100000 TBILL 101013	9/11/2013	10/10/2013	100,000.00	100,000.00	-	P
200000 FHLB 101613	4/25/2013	10/16/2013	200,000.00	200,000.00	-	P
400000 TBILL 102413	10/3/2013	10/24/2013	400,000.00	400,000.00	-	P
100000 FHLB 102513	10/2/2013	10/25/2013	100,000.00	100,110.00	(110.00)	P
100000 FHLB 110113	6/14/2013	11/1/2013	100,000.00	100,000.00	-	P
100000 FHLB 110113	5/8/2013	11/1/2013	100,000.00	100,000.00	-	P
100000 TBILL 111413	10/4/2013	11/14/2013	100,000.00	100,000.00	-	P
150000 FFCB 111813	5/18/2011	11/18/2013	150,000.00	150,000.00	-	P
36000 FNMA 111913	8/27/2013	11/19/2013	36,000.00	36,047.16	(47.16)	P
100000 FNMA 111913	6/3/2013	11/19/2013	100,000.00	100,273.00	(273.00)	P
100000 FHLB 112013	6/6/2013	11/20/2013	100,000.00	100,000.00	-	P
100000 TBILL 120513	11/19/2013	11/22/2013	99,999.28	99,998.75	0.53	P
100000 FHLM 120213	6/5/2013	12/2/2013	100,000.00	100,000.00	-	P
400000 FHLM 120413	10/24/2013	12/4/2013	400,000.00	400,000.00	-	P
100000 FHLB 120413	11/20/2013	12/4/2013	100,000.00	100,000.00	-	P
100000 FHLB 120613	11/1/2013	12/6/2013	100,000.00	100,000.00	-	P
100000 FHLB 121813	7/2/2013	12/9/2013	99,999.38	99,943.67	55.71	P

THE SANDY HILL FOUNDATION
 EIN#22-2668774
 Year: 01/01/13 - 12/31/13
 Original Cost Basis

<u>Description of property</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Gross Sales Price</u>	<u>Cost or Basis</u>	<u>Gain/Loss</u>	<u>D=Donated P=Purchased</u>
200000 FHLB 010314	12/5/2013	12/9/2013	199,994.45	199,993.78	0.67	P
100000 FHLB 010314	8/28/2013	12/9/2013	99,997.22	99,969.78	27.44	P
100000 FHLB 011014	12/6/2013	12/9/2013	99,994.67	99,996.11	(1.44)	P
200000 FHLB 011014	12/4/2013	12/9/2013	199,989.33	199,992.81	(3.48)	P
100000 FHLB 012214	8/2/2013	12/9/2013	99,995.11	99,959.15	35.96	P
100000 FHLM 121613	6/26/2013	12/9/2013	99,999.42	99,937.53	61.89	P
200000 FNMA 010214	10/9/2013	12/9/2013	199,994.67	199,948.06	46.61	P
100000 FNMA 010214	7/3/2013	12/9/2013	99,997.33	99,939.67	57.66	P
100000 TBILL 121213	11/14/2013	12/9/2013	99,999.94	99,996.10	3.84	P
MFS-CAPITAL GAIN			12,885.93		12,885.93	
FPA CRESCENT FUND-LT CAPITAL GAIN			208,924.35		208,924.35	
IVA WORLDWIDE-LT CAPITAL GAIN			70,465.02		70,465.02	
RS GLOBAL-LT CAPITAL GAIN			38,991.73		38,991.73	
VANGUARD S/T BOND-LT CAPITAL GAIN			589.16		589.16	
VANGUARD S/T BOND-LT CAPITAL GAIN			2,379.08		2,379.08	
TOTAL			17,522,040.60	17,012,642.27	509,398.33	