Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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.*

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation MARILYNN AND JOHN HILL FOUNDATION, INC	**A Employer identification number** 27-4405369
Number and street (or P O box number if mail is not delivered to street address) 2015 ALLANDALE PLANTATION ROAD Room/suite	**B** Telephone number 843-377-0738
City or town, state or province, country, and ZIP or foreign postal code WADMALAW ISLAND, SC 29487	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,717,121. **J** Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received	459,950.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	78.	78.		STATEMENT 1
	4 Dividends and interest from securities	42,979.	42,979.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,157,624.			
	b Gross sales price for all assets on line 6a 1,774,990.				
	7 Capital gain net income (from Part IV, line 2)		1,157,624.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<530.>	<530.>		STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,660,101.	1,200,151.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	4,000.	1,000.		3,000.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	285.	285.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	3,586.	3,586.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	7,871.	4,871.		3,000.
	25 Contributions, gifts, grants paid	25,000.			25,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	32,871.	4,871.		28,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,627,230.			
	b **Net investment income** (if negative, enter -0-)		1,195,280.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.**

918-20

7

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	95,010.	1,028,361.	1,028,361.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		1,648.	1,648.
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 7	469,044.	1,161,275.	2,687,112.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item 1)	564,054.	2,191,284.	3,717,121.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	564,054.	2,191,284.	
	30	**Total net assets or fund balances**	564,054.	2,191,284.	
	31	**Total liabilities and net assets/fund balances**	564,054.	2,191,284.	

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	564,054.
2	Enter amount from Part I, line 27a	2	1,627,230.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,191,284.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,191,284.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,774,990.		617,366.	1,157,624.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				1,157,624.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,157,624.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	5,750.	259,537.	.022155
2011	0.	8,208.	.000000
2010	0.	0.	.000000
2009			
2008			

2 Total of line 1, column (d)	2	.022155
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	.007385
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,091,296.
5 Multiply line 4 by line 3	5	15,444.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,953.
7 Add lines 5 and 6	7	27,397.
8 Enter qualifying distributions from Part XII, line 4	8	28,000.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	11,953.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	11,953.
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	11,953.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a			
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	25,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	268.
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	12,779.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	12,779.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ SC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 8	10	X	

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 ▶ MARYLYNN WOOD HILL Telephone no ▶843-377-0738

Located at ▶2015 ALLANDALE PLANTATION RD, WADMALAW ISLAND, SC ZIP+4 ▶29487

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Yes	No
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		X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	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) N/A	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.)* N/A	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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARILYNN WOOD HILL 2015 ALLANDALE PLANTATION ROAD WADMALAW ISLAND, SC 29487-6905	PRESIDENT 0.25	0.	0.	0.
JOHN A HILL 2015 ALLANDALE PLANTATION ROAD WADMALAW ISLAND, SC 29487-6905	VICE PRESIDENT/TREASURER 0.25	0.	0.	0.
NINA E STONE 2015 ALLANDALE PLANTATION ROAD WADMALAW ISLAND, SC 29487-6905	SECRETARY 0.25	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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. 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 ▶ 0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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	1,450,522.
b	Average of monthly cash balances	1b	672,621.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,123,143.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,123,143.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,847.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,091,296.
6	**Minimum investment return.** Enter 5% of line 5	6	104,565.

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	104,565.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 11,953.		
b	Income tax for 2013 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	11,953.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	92,612.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	92,612.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	92,612.

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	28,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	28,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	11,953.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	16,047.

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				92,612.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			7,637.	
b Total for prior years ______ , ______ , ______		0.		
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	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 28,000.				
a Applied to 2012, but not more than line 2a			7,637.	
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				20,363.
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))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				72,249.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
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				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e)** Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon. a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter. (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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))

SEE STATEMENT 9

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

NONE

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

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

a The name, address, and telephone number or e-mail 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*				
NATIONAL TRUST FOR HISTORIC PRESERVATION 2600 VIRGINIA AVENUE NW, SUITE 1000 WASHINGTON, DC 20037	NONE	501(C)(3)	CHARITABLE	25,000.
Total			▶ 3a	25,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	78.	
4 Dividends and interest from securities			14	42,979.	
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			14	<530.>	
8 Gain or (loss) from sales of assets other than inventory			18	1,157,624.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		1,200,151.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,200,151.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

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 | ▶ PRESIDENT Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
				P00055868

Firm's name ▶ MARKS PANETH LLP | Firm's EIN ▶ 11-3518842

Firm's address ▶ 660 WHITE PLAINS ROAD
TARRYTOWN, NY 10591-5104 | Phone no 914-524-9000

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, or 990-PF) and its instructions is at *www.irs.gov/form990*

OMB No 1545-0047

2013

Name of the organization
MARILYNN AND JOHN HILL FOUNDATION, INC

Employer identification number
27-4405369

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 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 **(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).

Name of organization	Employer identification number
MARILYNN AND JOHN HILL FOUNDATION, INC	27-4405369

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	JOHN & MARILYNN HILL 2015 ALLANDALE PLANTATION ROAD WADMALAW ISLAND, SC 29487	$ 455,950.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	JOHN & MARILYNN HILL 2015 ALLANDALE PLANTATION ROAD WADMALAW ISLAND, SC 29487	$ 4,000.	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	Employer identification number
MARILYNN AND JOHN HILL FOUNDATION, INC	27-4405369

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
1	13611 SHARES JARDEN CORP VALUED AT $815,980 3481 SHARES LIBERTY MEDIA VALUED AT $506,485	$ 1,322,465.	12/23/13

(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	**Employer identification number**
MARILYNN AND JOHN HILL FOUNDATION, INC	27-4405369

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) ▶ $________
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

(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

(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

(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

CONTINUATION FOR 990-PF, PART IV

MARILYNN AND JOHN HILL FOUNDATION, INC 27-4405369 PAGE 1 OF 1

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	NATIONAL FINANCIAL -FIDELITY - SEE STATEMENT A	D	VARIOUS	12/31/13
b	MORGAN STANLEY - SEE STATEMENT B	P	VARIOUS	12/31/13
c	OCH-ZIFF CAPITAL MGMT- ADJUSTMENT TO BASIS	P	VARIOUS	12/31/13
d	MORGAN STANLEY - OPTIONS -STATEMENT E	P	VARIOUS	12/31/13
e	MORGAN STANLEY - OPTIONS -STATEMENT F	P	VARIOUS	12/31/13
f	MORGAN STANLEY- CAPITAL GAIN DISTRIBUTION	P	VARIOUS	12/31/13
g	K-1 OCH-ZIFF CAPITAL MGMT- CAPITAL GAIN	P	VARIOUS	12/31/13
h	K-1 OCH-ZIFF CAPITAL MGMT- SEC 1256 LOSS	P	VARIOUS	12/31/13
i	K-1 OCH-ZIFF CAPITAL MGMT- SHORT TERM GAIN	P	VARIOUS	12/31/13
j	K-1 OCH-ZIFF CAPITAL MGMT- LONG TERM GAINS	P	VARIOUS	12/31/13
k	OCH-ZIFF CAPITAL MGMT- SEC 1256 LOSS	P	VARIOUS	12/31/13
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,515,902.		357,277.	1,158,625.
b	253,469.		254,852.	<1,383.>
c	289.			289.
d			4,895.	<4,895.>
e	3,538.			3,538.
f	392.			392.
g	40.			40.
h			137.	<137.>
i	923.			923.
j	437.			437.
k			205.	<205.>
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				1,158,625.
b				<1,383.>
c				289.
d				<4,895.>
e				3,538.
f				392.
g				40.
h				<137.>
i				923.
j				437.
k				<205.>
l				
m				
n				
o				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	1,157,624.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	15.	15.	
NATIONAL FINANCIAL-FIDELITY	59.	59.	
OCH-ZIFF CAPITAL MGMT- FORM K1	4.	4.	
TOTAL TO PART I, LINE 3	78.	78.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	18,755.	0.	18,755.	18,755.	
NATIONAL FINANCIAL-FIDELITY	23,497.	0.	23,497.	23,497.	
OCH-ZIFF CAPITAL MGMT FORM K1	351.	0.	351.	351.	
OCH-ZIFF CAPITAL MGMT FORM K1	83.	0.	83.	83.	
OCH-ZIFF CAPITAL MGMT FORM K1	293.	0.	293.	293.	
TO PART I, LINE 4	42,979.	0.	42,979.	42,979.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
K-1 OCH-ZIFF CAPITAL MGMT- OTHER INCOME	<530.>	<530.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<530.>	<530.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES-MARKS PANETH LLP	4,000.	1,000.		3,000.
TO FORM 990-PF, PG 1, LN 16B	4,000.	1,000.		3,000.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES ON DIVIDENDS	285.	285.		0.
TO FORM 990-PF, PG 1, LN 18	285.	285.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES - MORGAN STANLEY	3,521.	3,521.		0.
OTHER DEDUCTIONS- OCH-ZIFF CAPITAL MGMT	65.	65.		0.
TO FORM 990-PF, PG 1, LN 23	3,586.	3,586.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NATIONAL FINANCIAL - FIDELITY -SEE STATEMENT C	567,717.	1,985,523.
MORGAN STANLEY - SEE STATEMENT D	468,558.	576,589.
QYLUR SECURITIES SYSTEMS INC	125,000.	125,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,161,275.	2,687,112.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 8

NAME OF CONTRIBUTOR	ADDRESS
JOHN & MARILYNN WOOD HILL	2015 ALLANDALE PLANTATION ROAD WADMALAW ISLAND, SC 29487

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 9

NAME OF MANAGER

MARILYNN WOOD HILL
JOHN A HILL

Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

MARILYNN AND JOHN HILL FND INC

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
APPLE INC, AAPL, 037833100										
Sale	01/18/13	02/11/09	421.000	210,529.43	41,166.81	169,362.62				
Sale	01/18/13	02/11/09	124.000	62,011.01	12,125 14	49,885.87				
Sale	01/18/13	02/11/09	250.000	125,219.24	24,445.85	100,773.39				
Sale	10/21/13	02/11/09	199.000	103,537.89	19,458.89	84,079.00				
Sale	10/21/13	02/11/09	33.000	17,169.66	3,226.85	13,942.81				
Sale	10/21/13	02/11/09	340 000	176,899.49	33,253.18	143,646.31				
Sale	10/25/13	02/11/09	1.000	532.56	97.80	434.76				
Sale	10/25/13	02/11/09	99.000	52,723.56	9,680.00	43,043.56				
Sale	10/25/13	02/11/09	472.000	251,411.14	46,151.12	205,260.02				
Subtotals				**1,000,033.98**	**189,605.64**					
CBS CORP NEW CL B, CBS, 124857202										
Sale	01/18/13	10/15/09	100.000	4,039.10	1,316.73	2,722.37				
Sale	01/18/13	10/15/09	200.000	8,093.81	2,633.45	5,460.36				
Sale	01/18/13	10/15/09	800.000	32,376.07	10,533.82	21,842 25				
Sale	01/18/13	10/15/09	650.000	26,305.56	8,544.25	17,761.31				
Sale	01/18/13	10/15/09	1,410.000	57,048.73	18,534.45	38,514.28				
Sale	01/18/13	10/15/09	1,942 000	78,573.50	25,537.30	53,036.20				
Sale	01/18/13	10/15/09	7,648.000	309,431.14	100,571.20	208,859.94				
Subtotals				**515,867.91**	**167,671.20**					

***Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.**

STATEMENT: 8 PAGE 1 OF 2

Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

MARILYNN AND JOHN HILL FND INC

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
TOTALS				**1,515,901.89**	**357,276.84**			**0.00**		
			Long-Term Realized Gain			**1,158,625.05**				
			Long-Term Realized Loss			**0.00**				
			Wash Sale Loss Disallowed				**0.00**			

(a) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium.

(b) Gross proceeds less commissions

***Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.**

STATEMENT A PAGE 2 OF 2

Corporate Tax Statement
Tax Year 2013

MARILYNN & JOHN HILL FNDN INC.
C/O JOHN A HILL &
MARILYNN WOOD HILL
2015 ALLANDALE PLANTATION RD
WADMALAW ISLAND SC 29487-6905

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities

(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
APOLLO INVESTMENT CORP	CUSIP: 03761U106		Symbol (Box 1d): AINV					
	1,666.000	02/05/13	02/06/13	$14,705.45	$14,937.86	$0.00	($232.41)	$0.00
	75.000	04/17/13	10/24/13	$642.26	$609.80	$0.00	$32.46	$0.00
	859 000	04/17/13	12/16/13	$7,258.42	$6,984.19	$0.00	$274.23	$0.00
	141.000	06/04/13	12/16/13	$1,191.43	$1,124.60	$0.00	$66.83	$0.00
	587.000	06/04/13	12/16/13	$5,077.45	$4,681.86	$0.00	$395.59	$0.00
	313.000	06/05/13	12/16/13	$2,707.40	$2,478.08	$0.00	$229.32	$0.00
Security Subtotal	3,641.000			$31,582.41	$30,816.39	$0.00	$766.02	$0.00
CENTURYLINK INC	CUSIP: 156700106		Symbol (Box 1d): CTL					
	295.000	02/19/13	05/14/13	$11,142.40	$10,048.76	$0.00	$1,093.64	$0.00
	105.000	03/05/13	05/14/13	$3,965 94	$3,720.15	$0.00	$245 79	$0 00
	22.000	03/05/13	05/14/13	$828.64	$779.46	$0.00	$49.18	$0.00
Security Subtotal	422.000			$15,936.98	$14,548.37	$0.00	$1,388.61	$0.00
CHEVRON CORP	CUSIP: 166764100		Symbol (Box 1d): CVX					
	86.000	02/05/13	11/21/13	$10,585.94	$9,963.10	$0.00	$622.84	$0 00
COBALT INTL ENERGY	CUSIP: 19075F106		Symbol (Box 1d): CIE					
	407.000	02/05/13	12/11/13	$6,577.16	$10,007.07	$0.00	($3,429.91)	$0.00
DANAHER CORPORATION	CUSIP: 235851102		Symbol (Box 1d): DHR					
	100 000	02/05/13	09/20/13	$6,674.87	$6,040 97	$0.00	$633.90	$0.00
DOUBLELINE TOTAL RETURN I	CUSIP: 258620103		Symbol (Box 1d): DBLTX					
	79.359	02/05/13	11/15/13	$869.77	$900.72	$0.00	($30.95)	$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

MARILYNN & JOHN HILL FNDN INC.
C/O JOHN A HILL &
MARILYNN-WOOD HILL
2015 ALLANDALE PLANTATION RD
WADMALAW ISLAND SC 29487-6905

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ENSCO PLC CLASS A	CUSIP: G3157S106		Symbol (Box 1d): ESV					
	234.000	02/05/13	07/16/13	$13,694.86	$14,948.55	$0.00	($1,253.69)	$0.00
	33.000	06/13/13	07/16/13	$1,831.33	$1,903.94	$0.00	$27.39	$0.00
Security Subtotal	267.000			$15,626.19	$16,852.49	$0.00	($1,226.30)	$0.00
HOLLYFRONTIER CORP COM	CUSIP: 436106108		Symbol (Box 1d): HFC					
	243.000	04/24/13	07/02/13	$9,724.88	$12,714.17	$0.00	($2,989.29)	$0.00
ISHARES S&P MID CAP 400 GROWTH	CUSIP: 464287606		Symbol (Box 1d): IJK					
	80.000	02/05/13	02/26/13	$9,637.09	$9,849.20	$0.00	($212.11)	$0.00
LENDER PROCESSING SERV	CUSIP: 52602E102		Symbol (Box 1d):					
	614.000	02/05/13	04/16/13	$15,095.59	$14,981.11	$0.00	$114.48	$0.00
MARKET VECTORS AGRIBUS ETF	CUSIP: 57060U605		Symbol (Box 1d): MOO					
	82.000	02/05/13	02/26/13	$4,365.54	$4,587.29	$0.00	($221.75)	$0.00
	185.000	02/05/13	06/27/13	$9,498.53	$10,349.36	$0.00	($850.83)	$0.00
Security Subtotal	267.000			$13,864.07	$14,936.65	$0.00	($1,072.58)	$0.00
MDC PRTNRS INC CL A SUB VTG SH	CUSIP: 552697104		Symbol (Box 1d): MDCA					
	185.000	02/05/13	05/03/13	$3,235.20	$2,381.60	$0.00	$853.60	$0.00
	290.000	02/05/13	05/06/13	$5,116.35	$3,733 32	$0.00	$1,383.03	$0.00
	298.000	02/05/13	05/07/13	$5,268.85	$3,836.31	$0.00	$1,432.54	$0.00
Security Subtotal	773.000			$13,620.40	$9,951.23	$0.00	$3,669.17	$0.00
SCHLUMBERGER LTD	CUSIP: 806857108		Symbol (Box 1d): SLB					
	187.000	02/05/13	06/04/13	$13,664.75	$14,906.82	$0.00	($1,242.07)	$0 00

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

MARILYNN & JOHN HILL FNDN INC.
C/O JOHN A HILL &
MARILYNN WOOD HILL
2015 ALLANDALE PLANTATION RD
WADMALAW ISLAND SC 29487-6905

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SOLAR SENIOR CAPITAL LTD		CUSIP: 83416M105	Symbol (Box 1d): SUNS					
	662.000	02/05/13	02/25/13	$12,359.26	$12,471 11	$0.00	($111.85)	$0.00
SPDR S&P EMERGING ASIA PACIF		CUSIP: 78463X301	Symbol (Box 1d): GMF					
	61.000	02/05/13	02/26/13	$4,655.12	$4,795.81	$0.00	($140.69)	$0.00
SPIRIT REALTY CAPITAL INC		CUSIP: 84860F109	Symbol (Box 1d):					
	756.000	02/05/13	02/22/13	$15,195 17	$14,967.59	$0.00	$227.58	$0.00
VANGUARD FTSE EMERGING MARKETS		CUSIP: 922042858	Symbol (Box 1d): VWO					
	108.000	02/05/13	02/26/13	$4,662.89	$4,788.45	$0.00	($125.56)	$0.00
	229.000	02/05/13	07/03/13	$8,630.80	$10,153.29	$0.00	($1,522.49)	$0.00
Security Subtotal	337.000			$13,293.69	$14,941.74	$0.00	($1,648.05)	$0.00
VANGUARD INFO TECH ETF		CUSIP: 92204A702	Symbol (Box 1d): VGT					
	140.000	02/05/13	02/26/13	$9,846.66	$9,958.18	$0.00	($111 52)	$0.00
WELLS FARGO & CO NEW		CUSIP: 949746101	Symbol (Box 1d): WFC					
	400.000	02/05/13	08/06/13	$15,279 72	$14,007.04	$0.00	$1,272 68	$0.00
YUM BRANDS INC		CUSIP: 988498101	Symbol (Box 1d): YUM					
	141.000	02/05/13	06/24/13	$9,492.64	$8,742.59	$0.00	$750 05	$0 00
Total Short Term Covered Securities				**$243,582.36**	**$246,352.35**	**$0.00**	**($2,769.99)**	**$0.00**

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

MARILYNN & JOHN HILL FNDN INC.
C/O JOHN A HILL &
MARILYNN WOOD HILL
2015 ALLANDALE PLANTATION RD
WADMALAW ISLAND SC 29487-6905

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ASHFORD HOSPITALITY PRIME	CUSIP: 044102101	Symbol (Box 1d): AHP						
	0.000	11/19/13	11/19/13	$12.77	$0.00	$0.00	$12.77	$0.00
	169.000	11/20/13	12/05/13	$3,396.65	$3,608.15	$0.00	($211.50)	$0.00
Security Subtotal	169.000			$3,409.42	$3,608.15	$0.00	($198.73)	$0.00
OCH-ZIFF CAPITAL MANAGEMENT	CUSIP: 67551U105	Symbol (Box 1d): OZM						
	506.000	03/15/13	11/15/13	$6,476.78	$4,891.55	$0.00	$1,585.23	$0.00
Total Short Term Noncovered Securities				$9,886.20	$8,499.70	$0.00	$1,386.50	$0.00
Total Short Term Covered and Noncovered Securities				$253,468.56	$254,852.05	$0.00	($1,383.49)	$0.00

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	$253,468.56			
Total Cost or Other Basis (Box 3)		$246,352.35		
Total Wash Sale Loss Disallowed (Box 5)			$0.00	
Total Fed Tax Withheld (Box 4)				$0.00

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

MARILYNN AND JOHN HILL FOUNDATION INC
STATEMENT OF OPTIONS PURCHASE AND EXPIRED

STATEMENT E

Date Acquired	No of Units	Descriptions		Amount
5/14/2013	4.00	CALL CENTURYTEL INC AT 36.000 EXPIRES 10/19/2013	CTL C 10/19/13 36	(980)
6/4/2013	1.00	CALL SCHLUMBERGER LTD AT 85.000 EXPIRES 08/17/2013	SLB C 08/17/13 85	(25)
7/11/2013	5.00	CALL AMER INTL GP INC NEW AT 41.000 EXPIRES 08/17/2013	AIG C 08/17/13 41	(2,750)
7/16/2013	2.00	CALL ENSCO PLC CLASS A AT 65.000 EXPIRES 09/21/2013	ESV C 09/21/13 65	(90)
7/23/2013	1.00	CALL UNITED TECHNOLOGIES AT 95.000 EXPIRES 08/17/2013	UTX C 08/17/13 95	(960)
10/17/2013	1.00	CALL QUALCOMM INC AT 67.500 EXPIRES 10/19/2013	QCOM C 10/19/13 67.5	(90)
				$ (4,895)

MARILYNN AND JOHN HILL FOUNDATION INC
STATEMENT OF OPTION SOLD AND EXPIRED

STATEMENT F

Date Sold	No of Units	Descriptions		Amount
2/20/2013	1.00	CALL MC DONALDS CORP AT 100.000 EXPIRES 09/21/2013	MCD C 09/21/13 100	107
2/20/2013	2.00	CALL ENSCO PLC CLASS A AT 65.000 EXPIRES 09/21/2013	ESV C 09/21/13 65	784
2/20/2013	1.00	CALL SCHLUMBERGER LTD AT 85.000 EXPIRES 08/17/2013	SLB C 08/17/13 85	240
2/20/2013	1.00	CALL UNITED TECHNOLOGIES AT 95.000 EXPIRES 08/17/2013	UTX C 08/17/13 95	215
2/20/2013	5.00	CALL AMER INTL GP INC NEW AT 41.000 EXPIRES 08/17/2013	AIG C 08/17/13 41	760
3/5/2013	4.00	CALL CENTURYTEL INC AT 36.000 EXPIRES 10/19/2013	CTL C 10/19/13 36	500
4/18/2013	1.00	CALL YUM BRANDS INC AT 67.500 EXPIRES 10/19/2013	YUM C 10/19/13 67.5	365
4/18/2013	1.00	CALL QUALCOMM INC AT 67.500 EXPIRES 10/19/2013	QCOM C 10/19/13 67.5	252
4/18/2013	1.00	CALL AMERICAN CAPITAL AGENCY AT 32.000 EXPIRES 09/21/2013	AGNC C 09/21/13 32	90
5/2/2013	9.00	CALL APOLLO INVESTMENT CORP AT9.000 EXPIRES 09/21/2013	AINV C 09/21/13 9	225
				$ 3,538

Fidelity
INVESTMENTS

MARILYNN AND JOHN HILL FND INC

Holdings (Symbol) as of December 31, 2013	Quantity	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013
Stocks *67% of holdings*					
APPLE INC (AAPL)	1,143.000	$561.020	$111,766.90c	$635,588.01	$641,245.86
EAI: $13,844.60, EY: 2.17%					
JARDEN CORP COM (JAH)	13,611.000	61.350	274,064.66c		835,034.85
LIBERTY MEDIA CORPORATION COM USD0.01 (LMCA)	3,481.000	146.292	181,885.37c		509,242.45

STATEMENT C PAGE 1 OF 2

Fidelity INVESTMENTS

Investment Report

December 1, 2013 - December 31, 2013

Fidelity Account ℠ 648-634670 MARILYNN AND JOHN HILL FND INC

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013
Subtotal of Stocks			567,716.93		1,985,523.16
Core Account *33% of holdings*					
CASH	984,468.580	1.000	not applicable	1,009,460.04	984,468.58
For balances between $500,000.00 and $999,999.99, the current interest rate is 00.01%.					
Subtotal of Core Account					984,468.58
Total			$ 567,716.93		$2,969,991.74

All positions held in cash account unless indicated otherwise.

c - Cost basis information (or proceeds from short sales) has been provided by you or a third party (such as a transferring broker) and has not been adjusted except as otherwise indicated.

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable.

Estimated Annual Income (EAI) & Estimated Yield (EY) *- EAI is an estimate of annual income for a specific security position over the next rolling 12 months. EY is calculated by dividing the current EAI for a security position by its statement closing date market value. EY reflects only the income generated by an investment; it does not reflect changes in its price, which may fluctuate. For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated. EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions. There is no guarantee that your investments will actually generate the EAI or EY presented. Actual income and yield might be higher or lower. EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security.* ***For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.***

STATEMENT C PAGE 2 OF 2

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2013

Account Detail [redacted] [redacted]

Investment Objectives†: Capital Appreciation, Aggressive Income, Income, Speculation

Investment Advisory Account

† See the Expanded Disclosures for more information about investment objectives. Please review for accuracy and inform us if your investment objectives change.

HOLDINGS

This section reflects positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. "Market Value" and "Unrealized Gain/(Loss)" are representative values as of the last business day of the statement period indicated, may not reflect the value that could be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated annual income and estimated yield for certain securities may include return of principal or capital gains which could overstate such estimates. Actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment and; it does not reflect changes in its price, which may fluctuate. Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, see "Special Considerations Regarding Structured Products" in the Disclosures. New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Refer to the Expanded Disclosures for additional information.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$407.45			
MORGAN STANLEY BANK N.A. #	43,429.44	22.00	—	0.050

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Interest
CASH, BDP, AND MMFs	7.6%	$43,836.89	$22.00 $0.00

 # Bank Deposits are held at either: (1) Morgan Stanley Bank, N.A., and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley Smith Barney LLC, or (2) Citibank, N.A., each a national bank and FDIC member.

STOCKS

COMMON STOCKS

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMER INTL GP INC NEW (AIG) *Share Price: $51.050; Next Dividend Payable 03/2014*	519.000	$19,997.07	$26,494.95	$6,497.88	$207.60	0.78
AMERICAN CAPITAL AGENCY (AGNC) *Share Price: $19.290; Next Dividend Payable 01/28/14*	435.000	13,688.77	8,391.15	(5,297.62)	1,131.00	13.47

STATEMENT D PAGE 1 OF 5

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2013

Account Detail

MARILYN & JOHN HILL FNDN INC
C/O JOHN A HILL

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
APPLE INC (AAPL)	37.000	14,961.33	20,757.74	5,796.41	451.40	2.17
Share Price: $561.020; Next Dividend Payable 02/2014						
ASHFORD HOSPITALITY TR INC (AHT)	848.000	9,982.15	7,021.44	(2,960.71)	407.04	5.79
Share Price: $8.280; Next Dividend Payable 01/15/14 Non-Div Dist.		-224.13				
CHIMERA INVESTMENT CORP (CIM)	5,223.000	15,738.99	16,191.30	452.31	1,880.28	11.61
Share Price: $3.100; Next Dividend Payable 01/24/14 Non-Div Dist.		-210.86				
DANAHER CORPORATION (DHR)	161.000	10,428.70	12,429.20	2,000.50	16.10	0.12
Share Price: $77.200; Next Dividend Payable 01/31/14						
JPMORGAN CHASE & CO (JPM)	206.000	9,961.23	12,046.88	2,085.65	313.12	2.59
Share Price: $58.480; Next Dividend Payable 01/2014						
KAR AUCTION SVCS INC (KAR)	627.000	14,820.19	18,527.85	3,707.66	627.00	3.38
Share Price: $29.550; Next Dividend Payable 01/03/14						
MC DONALDS CORP (MCD)	118.000	11,224.34	11,449.54	225.20	382.32	3.33
Share Price: $97.030; Next Dividend Payable 03/2014						
OCH-ZIFF CAPITAL MANAGEMENT (OZM)	1,093.000	10,566.14	16,176.40	5,610.26	1,552.06	9.59
Share Price: $14.800; Next Dividend Payable 02/2014 Adj. to basis		+412.00				
PROCTER & GAMBLE (PG)	199.000	16,786.27	16,200.59	(585.68)	478.79	2.95
Share Price: $81.410; Next Dividend Payable 02/2014						
QUALCOMM INC (QCOM)	224.000	14,925.16	16,632.00	1,706.84	313.60	1.88
Share Price: $74.250; Next Dividend Payable 03/2014						
SEADRILL LTD (SDRL)	415.000	15,853.83	17,048.20	1,194.37	1,577.00	9.25
Share Price: $41.080; Next Dividend Payable 03/2014						
STARWOOD PROPERTY TRUST INC (STWD)	782.000	18,926.23	21,661.40	2,735.17	1,438.88	6.64
Share Price: $27.700; Next Dividend Payable 01/15/14 Non-Div Dist.		- 9.39				
UNITED TECHNOLOGIES CORP (UTX)	167.000	14,911.15	19,004.60	4,093.45	394.12	2.07
Share Price: $113.800; Next Dividend Payable 03/2014						
VODAFONE GP PLC ADS NEW (VOD)	558.000	14,955.57	21,934.98	6,979.41	887.22	4.04
Share Price: $39.310; Next Dividend Payable 02/05/14						
WELLS FARGO & CO NEW (WFC)	27.000	945.48	1,225.80	280.32	32.40	2.64
Share Price: $45.400; Next Dividend Payable 03/2014						
YUM BRANDS INC (YUM)	100.000	6,200.42	7,561.00	1,360.58	148.00	1.95
Share Price: $75.610; Next Dividend Payable 02/2014						
COMMON STOCKS		$234,873.02	$270,755.02	$35,882.00	$12,237.93 $0.00	4.52%

STATEMENT D PAGE 2 OF 5

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2013

Account Detail

[redacted]

STOCKS

OPTIONS

Security Description	Number of Contracts	Total Cost	Market Value	Unrealized Gain/(Loss)
CALL AMERICAN CAPITAL AGENCY AT 25.000 EXPIRES 03/22/2014 (AGNC 140322C00025000) *Contract Price: N/A; Short Position*	(4.000)	$(239.99)	N/A	$239.99
CALL JP MORGAN CHASE&CO AT 55.000 EXPIRES 03/22/2014 (JPM 140322C00055000) *Contract Price: $4.100; Short Position*	(2.000)	(259.99)	(820.00)	(560.01)
CALL MC DONALDS CORP AT 100.000 EXPIRES 03/22/2014 (MCD 140322C00100000) *Contract Price: $0.900; Short Position*	(1.000)	(254.99)	(90.00)	164.99
CALL QUALCOMM INC AT 75.000 EXPIRES 01/18/2014 (QCOM 140118C00075000) *Contract Price: $0.660; Short Position*	(1.000)	(114.99)	(66.00)	48.99
CALL SEADRILL LTD AT 44.850 EXPIRES 01/18/2014 (SDRL 140118C00044850) *Contract Price: N/A; Short Position*	(4.000)	(539.99)	N/A	539.99
CALL SPDR S&P MIDCAP 400 ETF AT 235.000 EXPIRES 03/22/2014 (MDY 140322C00235000) *Contract Price: $12.200; Short Position*	(1.000)	(579.98)	(1,220.00)	(640.02)
CALL UNITED TECHNOLOGIES AT 115.000 EXPIRES 02/22/2014 (UTX 140222C00115000) *Contract Price: $2.040; Short Position*	(1.000)	(261.99)	(204.00)	57.99
OPTIONS		$(2,251.92)	$(2,400.00)	$(148.08)

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	46.5%	$232,621.10	$268,355.02	$35,733.92	$12,237.93 $0.00	4.56%

TOTAL STOCKS (LONG)	$270,755.02
TOTAL STOCKS (SHORT)	$(2,400.00)

For listed options that have a cost basis without a corresponding market value, an unrealized gain or loss is included for informational purposes. Where market value information is not available, we assume for purposes of calculating the unrealized gain or loss that market value is $0. In such cases, the unrealized gain or loss provided may not provide an accurate reflection of the true unrealized gain or loss. For additional information regarding Gain/(Loss) and Pricing, refer to the Expanded Disclosures section.

Total Adj. above - 32.38

Adjusted Cost $232,588.72

STATEMENT D PAGE 3 OF 5

Account Detail

MARILYNN & JOHN HILL FNDN INC
C/O JOHN A HILL &

EXCHANGE-TRADED & CLOSED-END FUNDS

Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain exchange-traded funds. Please refer to "CG IAR Statuses in Investment Advisory Programs" in the quarter-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a description of these status codes. All status codes represent the opinions of CG IAR and are not representations or guarantees of performance.

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AVENUE INCOME CREDIT (ACP) *Share Price: $17.580; Next Dividend Payable 01/14/14*	1,063.000	$19,565.21	$18,687.54	$(877.67)	$1,530.72	8.19
EATON VANCE TAX MGD DIV EQU FD (EXG) *Share Price: $10.000; Next Dividend Payable 01/2014* Non-Div Dist.	1,055.000	9,980.32 -842.05	10,550.00	559.68	1,029.68	9.76
GUGGENHEIM SPIN OFF ETF (CSD) *Share Price: $45.010*	475.000	15,020.64	21,379.75	6,359.11	40.38	0.18
ISHARES MSCI EAFE GRWTH ETF (EFG) *Share Price: $71.480; CG IAR Status: AL; Next Dividend Payable 06/2014*	161.000	9,936.92	11,508.28	1,571.36	213.97	1.85
ISHARES S&P MID-CAP 400 G ETF (IJK) *Share Price: $150.190; CG IAR Status: AL; Next Dividend Payable 03/2014*	120.000	14,981.31	18,022.80	3,041.49	159.24	0.88
PENNANTPARK FLTG RT CAP LTD (PFLT) *Share Price: $13.730; Next Dividend Payable 01/02/14*	1,257.000	17,274.90	17,258.61	(16.29)	1,357.56	7.86
POWERSHARES ETF TR DYNA BUYBK (PKW) *Share Price: $43.080*	817.000	28,854.39	35,196.36	6,341.97	218.14	0.61
SPDR S&P EMERGING ASIA PACIF (GMF) *Share Price: $77.150; Next Dividend Payable 01/03/14*	129.000	10,141.97	9,952.35	(189.62)	217.24	2.18
SPDR S&P MIDCAP 400 ETF TRUST (MDY) *Share Price: $244.200; Next Dividend Payable 01/31/14*	118.000	24,177.43	28,815.60	4,638.17	307.39	1.06
VANGUARD DIVIDEND APPRECIATION (VIG) *Share Price: $75.240; Next Dividend Payable 03/2014*	235.000	14,924.26	17,681.40	2,757.14	326.18	1.84
VANGUARD INFO TECH ETF (VGT) *Share Price: $89.540; CG IAR Status: AL; Next Dividend Payable 12/2014*	141.000	10,029.31	12,625.14	2,595.83	133.10	1.05
WISDOM TREE SMALL CAP DIV FUND (DES) *Share Price: $67.790; Next Dividend Payable 01/2014*	270.000	15,892.20	18,303.30	2,411.10	447.39	2.44
WISDOMTREE EUROPE HEDGED EQUIT (HEDJ) *Share Price: $56.210; Next Dividend Payable 03/2014*	256.000	13,409.28	14,389.76	980.48	265.98	1.84
WISDOMTREE TRUST EMRG MKT EQT (DEM) *Share Price: $51.030; CG IAR Status: AL; Next Dividend Payable 03/2014*	371.000	20,932.55	18,932.13	(2,000.42)	776.13	4.09

Account Detail

[redacted]

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS	43.9%	$225,130.69	$253,303.02	$28,172.33	$7,023.10 $0.00	2.77%

Total Adj. above -842.05

Adjusted Cost $224,288.64

MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account.

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account. It may not reflect all distributions received in cash; due to but not limited to the following: investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account.

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, and the sum of the current value of the fund's shares, and cash distributions shown. This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes.

Security Description		Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
DOUBLELINE TOTAL RETURN I (DBLTX)	Purchases	1,020.718	$11,585.15	$11,003.34	$(581.81)		
Reinvestments		8.436	95.70	90.94	(4.76)		
	Total	1,029.154	11,680.85	11,094.28	(586.57)	573.00	5.16
Total Purchases vs Market Value			11,585.15	11,094.28			
Cumulative Cash Distributions				404.30			
Net Value Increase/(Decrease)				(86.57)			

Share Price: $10.780; Dividend Cash; Capital Gains Cash

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MUTUAL FUNDS	1.9%	$11,680.85	$11,094.28	$(586.57)	$573.00 $0.00	5.17%

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page. For more information about the pricing of Money Market Funds, please see the Expanded Disclosures.

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	~~$469,432.64~~	$576,589.21	$63,319.68	$19,856.03 $0.00	3.44%

Cost basis after adjustments $468,558.21

TOTAL VALUE (includes accrued interest)

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

STATEMENT D PAGE 5 OF 5

Form **8868**
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at** ***www.irs.gov/form8868***

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- 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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. MARILYNN AND JOHN HILL FOUNDATION, INC	Employer identification number (EIN) or 27-4405369
	Number, street, and room or suite no. If a P O box, see instructions. 2015 ALLANDALE PLANTATION ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WADMALAW ISLAND, SC 29487	

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-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 ▶ MARYLYNN WOOD HILL
2015 ALLANDALE PLANTATION RD - WADMALAW ISLAND, SC 29487

Telephone No. ▶ 843-377-0738 Fax No. ▶ 843-377-0738

- 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 AUGUST 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 ________________ , and ending ________________ .

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 25,000.
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.	3b	$ 0.
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	$ 25,000.

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.

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