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Form **990-PF**

EXTENDED TO FEBRUARY 16, 2016 Return of Private Foundation

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

Department of the Treasury Internal Revenue Service

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.

at beginning JUL 1, 2014 , and ending JUN 30, 2015

OMB No 1545-0052

		calcitual year 2014 of tax year beginning OC	11, 2014	, and ending	00N 30, 2013
	Nan	me of foundation			A Employer identification number
	T	THE PROSPECT HILL FOUNDAT	ION, INC.		13-6075567
	Nurr	mber and street (or P O box number if mail is not delivered to str	eet address)	Room/suite	B Telephone number
	9	9 PARK AVENUE		2220	(212)370-1165
	City	y or town, state or province, country, and ZIP or foreign	n postal code	<u> </u>	C if exemption application is pending, check here
		YEW YORK, NY 10016			and the second s
		Check all that apply: Initial return	Initial return of a fo	ormer public charity	D 1. Foreign organizations, check here
	•	Final return	Amended return	ormer public charty	5 1.1 ordigit organizations, check here
		=			Foreign organizations meeting the 85% test, check here and attach computation
		Address change	Name change		check here and attach computation
	HC	_	exempt private foundation		E If private foundation status was terminated
	<u></u>	Section 4947(a)(1) nonexempt charitable trust	Other taxable private founda		under section 507(b)(1)(A), check here
		· —	nting method: X Cash	Accrual	F If the foundation is in a 60-month termination
	•	from Part II, col (c), line 16)	Other (specify)		under section 507(b)(1)(B), check here
		•\$ 62,524,885 • (Part I, co	olumn (d) must be on cash l	basis)	
	Pa	art Analysis of Revenue and Expenses	(a) Revenue and	(b) Net investment	(c) Adjusted net (d) Disbursements for charitable purposes
		(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	expenses per books	income	income (cash basis only)
		1 Contributions, gifts, grants, etc., received	0.	· market /	* N/A
		2 Check X of the foundation is not required to attach Sch. B		*,	*
		3 Interest on savings and temporary cash investments			
		4 Dividends and interest from securities	1,092,919.	1,092,919.	STATEMENT 1
		5a Gross rents			
		b Net rental income or (loss)		·	
	- 1		4,548,122.		
17 2016	흵	62 Net gain or (loss) from sale of assets not on line 10 Gross sales price for all	-1,510,122.	· · · · · · · · · · · · · · · · · · ·	H RECEIVED ** **
×	Revenue	b assets on line 6a	-	A EAO 100	
R~	ě	7 Capital gain net income (from Part IV, line 2)		4,548,122.	
-	_	8 Net Short-term capital gain			FEB 1 6 2016 9
m		9 Income modifications Gross sales less returns		,,à, Ye, ,	S S
FEB		10a and allowances			OCDE LIT
		D Less Cost of goods sold			OGDEN, UT
		c Gross profit or (loss)			
#		11 Other income	230,216.	0.	STATEMENT 2
2		12 Total. Add lines 1 through 11	5,871,257.	5,641,041.	
SCANNED		13 Compensation of officers, directors, trustees, etc	0.	0.	0.
ပ္က		14 Other employee salaries and wages	243,524.	0.	243,524.
(J)		15 Pension plans, employee benefits	63,652.	0.	63,652.
	ses	16a Legal fees			
	Expens	b Accounting fees STMT 3	28,952.	28,952.	0.
	, X	c Other professional fees		<u> </u>	
	-	17 Interest			
	and Administrative	18 Taxes STMT 4	106,335.	106,335.	0.
	stra		6,333.	6,333.	
	Ë	19 Depreciation and depletion	72,723.		70 733
	튱	20 Оссирапсу	74,723.	0.	70,732.
	٧p	21 Travel, conferences, and meetings	34,382.	0.	34,382.
		22 Printing and publications	3,226.	0.	3,226.
	Operating	23 Other expenses STMT 5	277,284.	198,500.	78,784.
	rati	24 Total operating and administrative			
	be	expenses. Add lines 13 through 23	836,411.	340,120.	494,300.
	٥	25 Contributions, gifts, grants paid	3,109,829.		3,109,829.
		26 Total expenses and disbursements.			
		Add lines 24 and 25	3,946,240.	340,120.	3,604,129.
		27 Subtract line 26 from line 12:			
		Excess of revenue over expenses and disbursements	1,925,017.		
		b Net investment income (if negative, enter -0-)	, = = - , = = - ,	5,300,921.	l t
		c Adjusted net income (if negative, enter -0-)		-,,522	N/A
	42350		_ <u></u>		

11-24-14 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

423511 11-24-14 62,524,885. Form **990-PF** (2014)

4,445,081.

5

5 Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON PARTNERSHIP ASSETS

6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30

Part IV Capital Gains	and Losses for rax on ir	ivesimeni	Income						
	ribe the kind(s) of property sold (e.g irehouse; or common stock, 200 shs			(b) F D	low ac - Purcl - Dona	quired hase ition	(c) Date : (mo., d	acquired ay, yr.)	(d) Date sold (mo., day, yr.)
1a									
b SEE ATTACHED	STATEMENT								
C									
đ									
e									
(e) Gross sales price	(f) Depreciation allowed (or allowable)		t or other basis xpense of sale					ain or (loss s (f) minus	
a									
b									
C									
d									
e									4,548,122.
Complete only for assets showing	g gain in column (h) and owned by	the foundation	on 12/31/69			(1)	Gains (C	ol. (h) gain	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Ex	cess of col. (I) col. (J), if any			còl	(k), but r	ot less tha (from col. (n -0-) o r
				-					
a b				-					
		<u> </u>		\dashv					
c d									
									4,548,122.
e				_					4,340,122.
2 Capital gain net income or (net ca	pital loss) { If gain, also enter -0			}	2				4,548,122.
3 Net short-term capital gain or (los	s) as defined in sections 1222(5) an	nd (6):							
If gain, also enter in Part I, line 8,	,	- (-/-		Ţ					
If (loss), enter -0- in Part I, line 8				Л	3			N/A	
Part V Qualification U	nder Section 4940(e) for	Reduced	Tax on Net	Inv	estm	rent Inc	ome		
If section 4940(d)(2) applies, leave the Was the foundation liable for the section of the sectio	tion 4942 tax on the distributable am		•	od?					Yes X No
1 Enter the appropriate amount in o	each column for each year, see the i	nstructions be	fore making any ei	ntries.					
(a) Base period years Calendar year (or tax year beginnii	ng in) Adjusted qualifying dis	tributions	Net value of no	(c) nchar		use assets		Dıstrıt (col. (b) dıv	(d) oution ratio yided by col. (c))
2013	3,88	9,435.		59	,86	4,911	•		.064970
2012	3,00	0,010.		57	,83	4,318			.051872
2011		2,492.				7,494			.061247
2010		6,603.			<u> </u>	7,987			.064087
2009	3.33	9,340.		54	. 52	6,962	1		.061242
	3,33	3 / 5 2 5 6	-		,	0,502	1		
2 Total of line 1, column (d)							2		.303418
3 Average distribution ratio for the	Current have normed admired the testel of	an line O bu E	or butbo sumbor	of vo					•202410
	, ,	on line 2 by 5,	or by the number	ui yea	ais		١ . ا		.060684
the foundation has been in existe	nce it less than 5 years						3		.00004
4 Enter the net value of noncharitati	ele-use assets for 2014 from Part X,	line 5					4	6	4,439,793.
5 Multiply line 4 by line 3							5		3,910,464.
• •									
6 Enter 1% of net investment incon	ne (1% of Part I, line 27b)					-	6		53,009.
7 Add lines 5 and 6	-						7		3,963,473.
8 Enter qualifying distributions from	n Part XII, line 4						8		3,604,129.
If line 8 is equal to or greater than See the Part VI instructions.	line 7, check the box in Part VI, line	1b, and comp	lete that part using	g a 19	% tax r	rate.			

14070129 791240 216850

Form 990-PF (2	THE PROSPECT HILL FOUNDATION, INC. Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or		607556		Page 4
	erating foundations described in section 4940(d)(2), check here \to \to and enter "N/A" on line 1.		¥.4.		<u>₹</u>
, ,	ng or determination letter: (attach copy of letter if necessary-see instructions)	1 () () () () () () () () () (, ,	,	* ;
	oundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	1	1	06,0	18.
of Part I, I				,	
	omestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		•	1, 11	-
	section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2			0.
3 Add lines	•	3	1	06,0	18.
4 Subtitle A	(income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4			0.
	on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1	06,0	18.
6 Credits/Pa				,	
a 2014 estir	nated tax payments and 2013 overpayment credited to 2014 6a 111,387	· 🄉		4	4.
b Exempt fo	eign organizations - tax withheld at source 6b			*	1
c Tax paid v	orth application for extension of time to file (Form 8868) 6c 10,000	<u>.</u>			
d Backup w	thholding erroneously withheld 6d				اــــــا
	ts and payments. Add lines 6a through 6d	7	1	21,3	187.
-	penalty for underpayment of estimated tax. Check here $oxtime{oldsymbol{X}}$ if Form 2220 is attached	8	_		<u>2.</u>
9 Tax due.	f the total of lines 5 and 8 is more than line 7, enter amount owed	9	_		-
	ent. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		15,3	67.
	mount of line 10 to be: Credited to 2015 estimated tax 15,367. Refunded	11			0.
	Statements Regarding Activities			157	I NI -
_	tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or interven	e in		Yes	
	al campaign?	١.۵	1a		X
•	d more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition		. 1b	+	X
	wer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials publish	ned or			
	d by the foundation in connection with the activities				x
	Indation file Form 1120-POL for this year?		1c	+	 ^
	mount (if any) of tax on political expenditures (section 4955) imposed during the year: 2 foundation. \$ \$ 0 \cdot (2) \text{ On foundation managers.} \$ \$ 0			,	'
	(-)	<u>•</u>			
	eimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation • \$ 0 •			ľ	1
managers	undation engaged in any activities that have not previously been reported to the IRS?		2	-	<u>x</u>
			<u>⊢</u>	+	
	attach a detailed description of the activities. undation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation,	or			
	other similar instruments? If "Yes," attach a conformed copy of the changes	0.	3	-	<u> x</u>
	indation have unrelated business gross income of \$1,000 or more during the year?		4a	T X	╁ <u>┈</u>
	s it filed a tax return on Form 990-T for this year?		4b	X	
	a liquidation, termination, dissolution, or substantial contraction during the year?		5		X
	attach the statement required by General Instruction T				
	quirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			1 %	
	age in the governing instrument, or				
	legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the sta	te law			
	the governing instrument?		6	X	
	undation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part A	v	7	X	
8a Enter the	states to which the foundation reports or with which it is registered (see instructions)			İ	
NY					1
b If the ans	ver is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)				. [
of each s	ate as required by General Instruction G? If "No," attach explanation		8b	X	
9 Is the fou				1	1
	idation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for ca	lendar	<u> </u>		.
	· · ·	lendar	9	_	X

	990-PF (2014) THE PROSPECT HILL FOUNDATION, INC. 13-607	<u>5567</u>		Page 5
_	art 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	<u> </u>
	Website address ► WWW.FDNCENTER.ORG/GRANTMAKER/PROSPECTHILL			
14	The books are in care of ▶ ROBERT J. BARLETTA, TREASURER Telephone no. ▶ (212)			
	Located at ▶ 99 PARK AVENUE, SUITE 2200, NEW YORK, NY ZIP+4 ▶1	0016	<u>-16</u>	01
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	N	/A	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securibes, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the			,
	foreign country >			<u> </u>
Pa	rt 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?			,
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			,
	a disqualified person? Yes X No			·
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes No	1 1		⋅
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? LX Yes L 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)?			
	(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.)			
Ь	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		Х
	Organizations relying on a current notice regarding disaster assistance check here			3
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 2014?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation		accelo	
	defined in section 4942(j)(3) or 4942(j)(5));		į.	\$3 27
а	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning	1 1		331
	before 2014?	1 1		>2.
	If "Yes," list the years	1 1		
0	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			الــــــا
_	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.			
٥.	Did to for data half and the second state of t	1 1		
за	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time	1 1		1
	during the year? Yes X No			
0	If 'Yes," did it have excess business holdings in 2014 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 heldings acquired by cities because the 10, 15, or 20 year first above helding period 2 (1/2) Calculated approved 2 (1			,
	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,	- <u>-</u> ,-		
	Form 4720, to determine if the foundation had excess business holdings in 2014) N/A Pld the foundation invest during the year any amount in a majorist that would represent the characteristic currence?	3b		v
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
0	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that			X
	had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	DE	
	Fr.	rm 990		(2014)

Form 990-PF (2014) THE PROSPECT HILL FOUNDA			13-60755	67 Page 6
Part VII-B Statements Regarding Activities for Which	Form 4720 May Be	Required (contin	nued)	
5a During the year did the foundation pay or incur any amount to:				(3:)
(1) Carry on propaganda, or otherwise attempt to influence legislation (sectio	n 4945(e))?	. 🔲 Y	es X No	
(2) Influence the outcome of any specific public election (see section 4955); of	or to carry on, directly or indi	rectly,		
any voter registration drive?		Y	es X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes	?	Y	es 🗶 No 🐉	
(4) Provide a grant to an organization other than a charitable, etc., organizatio	n described in section		\$	
4945(d)(4)(A)? (see instructions)		Y	es X No	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or	for		1/ 1/21
the prevention of cruelty to children or animals?		□ Y	es X No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify uni	der the exceptions described			
section 53.4945 or in a current notice regarding disaster assistance (see instru	·	g	N/A	5b 🗳 🚴
Organizations relying on a current notice regarding disaster assistance check h	•			35.7
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption f		ained	· —	
expenditure responsibility for the grant?			es 🔲 No	48
If "Yes," attach the statement required by Regulations section 53 494		.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		. i l "
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	• •		(in	
a personal benefit contract?	pay premiums on		es 🗶 No	
•		L T	lt .	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	personal benefit contract?			6b X
If "Yes" to 6b, file Form 8870	hall to a final fi		□	
7a At any time during the tax year, was the foundation a party to a prohibited tax s		Y	es X No	
b If "Yes," did the foundation receive any proceeds or have any net income attributed in the foundation About Officers. Directors, Trust				7b
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	ees, Foundation Ma	anagers, Highl	y	
List all officers, directors, trustees, foundation managers and their	compensation		 	
List all officers, affectors, trustees, foundation managers and their	· · · · · · · · · · · · · · · · · · ·	(c) Compensation	(d) Contributions to	(a) Evpopoo
(a) Name and address	(b) Title, and average hours per week devoted	(If not paid,	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
	. to position	`enter -0-)	compensation	allowances
		,		
СЕВ СПАПЕМЕМ 7				_
SEE STATEMENT 7		0.	0.	0.
·				
		<u> </u>		
		1.		
2 Compensation of five highest-paid employees (other than those inc		, enter "NONE."		
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
	devoted to position	(c) Compensation	and deferred compensation	allowances
PENNY FUJIKO WILLGERODT - 99 PARK	EXECUTIVE DIE	RECTOR		
AVENUE, SUITE 2220, NEW YORK, NY	40.00	229,239.	29,182.	0.
		1	i	
		1		
		 		
		 	·	
Fotal number of other employees paid over \$50,000		L		
Total number of other employees paid over \$30,000		·····	<u> </u>	000 DE (0044)
			Form	990-PF (2014)

All other program-related investments. See instructions.

Form **990-PF** (2014)

0.

Total. Add lines 1 through 3

	m 990-PF (2014) THE PROSPECT HILL FOUNDATION, INC.	13	3-6075567	Page 8
F	Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndation	is, see instructions)	
_		Г		
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:] . [0
a	,, ,	1a 1b	501	<u>0.</u> ,356.
b	Average of monthly cash balances Fair market value of all other assets	10 1c	64,836	
d	Total (add lines 1a, b, and c)	1d	65,421	
	Reduction claimed for blockage or other factors reported on lines 1a and	'' '	05,421	, 110 •
-	1c (attach detailed explanation)			
2	Acquisition indebtedness applicable to line 1 assets	ا م (هسد		٥
3	Subtract line 2 from line 1d	3	65,421	110
4	· · · · · · · · · · · · · · · · · · ·	4		, 317.
5	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	\rightarrow	64,439	
6	Minimum investment return. Enter 5% of line 5	5	3,221	990
				, 990 •
Ŀ	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	io certai	II.	
1	Minimum investment return from Part X, line 6	1 1	3,221	990-
2a			3,221	, , , , , ,
b	Income tax for 2014. (This does not include the tax from Part VI.)			
C	Add lines 2a and 2b	2c	106	018.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,115	972
4	Recoveries of amounts treated as qualifying distributions	4	3,113,	0.
5	Add lines 3 and 4	5	3,115	
6	Deduction from distributable amount (see instructions)	6	3,113	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,115,	972
	art XII	<u> </u>		, , , , , ,
	Qualifying Distributions (see instructions)			
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	3,604,	129.
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:	\$X.		
a	Surtability test (prior IRS approval required)	3a		
b	Cash distribution test (attach the required schedule)	3b		
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,604,	129.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment			
	income. Enter 1% of Part I, line 27b	5		0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,604,	129.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of	ualifies	for the section	
	40.40/-\			

Form **990-PF** (2014)

Part XIII	Undistributed	i income	(see instructions)
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	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
Distributable amount for 2014 from Part XI,	Corpus	****	2010	2014
line 7		Ÿ		3,115,972.
2 Undistributed income, if any, as of the end of 2014	· · · · · · · · · · · · · · · · · · ·	····		
a Enter amount for 2013 only	٠		0.	
b Total for prior years:	₹		**	13 14, 1,
		0.		^ ** · · · · · · · · · · · · · · · · · ·
3 Excess distributions carryover, if any, to 2014:				/ <u>* </u>
a From 2009 728,111. b From 2010 791,078.	<u>.</u>		3	,
B F F 4 0 0		<u> </u>	* · ·	ž ·
cFrom 2011 757, 432. dFrom 2012 203, 119.				^*; .
eFrom 2013 966, 369.	•	* 43		* 3
f Total of lines 3a through e	3,446,109.		}	
4 Qualifying distributions for 2014 from	*.\			
Part XII, line 4: ▶\$ 3,604,129.		* .		
a Applied to 2013, but not more than line 2a		^	0.	* * * * * * * * * * * * * * * * * * * *
b Applied to undistributed income of prior				
years (Election required - see instructions)	, , , , , , , , , , , , , , , , , , ,	0.		. },
c Treated as distributions out of corpus		5		e e e e e e e e e e e e e e e e e e e
(Election required - see instructions)	0.	35 1 1 1	VA (2) (2)	2 115 070
d Applied to 2014 distributable amount	400 155	î î î		3,115,972.
e Remaining amount distributed out of corpus	488,157.	`		0.
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount	·			0.
must be shown in column (a))				
6 Enter the net total of each column as indicated below:	3,934,266.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,934,200.			**
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	ķ.,	0.	<u>.</u>	4.0
e Undistributed income for 2013. Subtract line				*
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2015				0.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009	· · · · · · · · · · · · · · · · · · ·	<u> </u>		
not applied on line 5 or line 7	728,111.			
9 Excess distributions carryover to 2015.	,			, , , , , , , , , , , , , , , , , , ,
Subtract lines 7 and 8 from line 6a	3,206,155.			
10 Analysis of line 9:				
a Excess from 2010 791,078.]		1	
b Excess from 2011 757, 432.]			
c Excess from 2012 203, 119.]			
dExcess from 2013 966, 369.	1			
e Excess from 2014 488, 157.	<u> </u>		<u> </u>	Form 990-PF (2014)
11-24-14				ruini 330-FF (2014)

	SPECT HILL			13-60	75567 Page 10
Part XIV Private Operating F	oundations (see in	structions and Part VII	A, question 9)	N/A	
1 a If the foundation has received a ruling o	r determination letter that	it is a private operating			
foundation, and the ruling is effective fo	r 2014, enter the date of t	he ruling	▶		
b Check box to indicate whether the found	lation is a private operatii	ng foundation described in		4942(j)(3) or 49	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
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	1				
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:		<u> </u>	-		
(1) Total support other than gross					
investment income (interest,			1		
dividends, rents, payments on			1		
securities loans (section					İ
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)				<u> </u>	
(3) Largest amount of support from					
an exempt organization				 	
(4) Gross investment income Part XV Supplementary Info	motion (Comple	to this part only	if the foundation	had \$5 000 or m	oro in appote
at any time during t			ii trie iounuatior	i nau \$5,000 or ni	uie iii assets
					
1 Information Regarding Foundation	_				44
a List any managers of the foundation wh year (but only if they have contributed in			ributions received by the	toundation before the clo	se or any tax
, , , ,	ποτο αταπ φο,σσο <i>η</i> . (σσο α	(4)(2).)			
ONE	100/		11.1		
b List any managers of the foundation wh other entity) of which the foundation ha			or an equally large porti	on of the ownership of a p	artnership or
••	3 a 1070 of greater interes	, L			
IONE					
2 Information Regarding Contribut					
Check here X if the foundation of the foundation makes gifts, grants, etc.					
	<u> </u>			• • • • • • • • • • • • • • • • • • • •	J U.
a The name, address, and telephone num	ber or e-mail address of	the person to whom appli	cations should be addre	ssed:	
SEE STATEMENT 8					
b The form in which applications should t	e submitted and informa	tion and materials they st	nould include:		
c Any submission deadlines:					
d Any restrictions or limitations on award	e cuch as hy geographic	al areae charitable fields	kinds of institutions or	other factors	
u Any restrictions or limitations on award	o, ouch as by geographic	ai aicas, channaole lielos,	kinus vi institutiviis, or	טנווכו ומטנטוס,	

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelate	ed business income		ded by section 512, 513, or 514	(e)
1 Program service revenue:	(a) Business code	(b) Amount	Exclu- sion code	(d) Amount	Related or exempt function income
r Program Service revenue.	- code		Code		
d h	-		 		
	\vdash		┼		
4			 		
<u> </u>	——		<u> </u>		
1			 		
g Fees and contracts from government agencies			<u> </u>	· · · · · · · · · · · · · · · · · · ·	
2 Membership dues and assessments				×	
3 Interest on savings and temporary cash					
investments			14		
4 Dividends and interest from securities			14	1,092,919.	
5 Net rental income or (loss) from real estate:		\$.1\$			
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	4,548,122.	
9 Net income or (loss) from special events			1	, ,	
10 Gross profit or (loss) from sales of inventory	<u> </u>	- <u>-</u>			·
11 Other revenue:					
a OTHER PARTNERSHIP INCOME			14	264,639.	
b UNRELATED BUSINESS			†		
c INCOME	900000	<34,423.	>		
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<34,423.	>	5,905,680.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	5,871,257.
(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 accomplishr the foundation's exempt purposes (other than by providing funds for such purposes).	nent of
	N/A	
		
		· · ·
423621 11-24-14	F	orm 990-PF (2014)

Form 990-F	PF (2014) THE I	PROSPECT HIL	L FOU	JNDATION, I	NC.	13-6	075567	Page 13
Part X\		egarding Transfe				nships With Non	charitable	
the Cc a Trans (1) C (2) C b Other (1) S (2) F (3) F (4) F (5) L (6) F c Sharm	ne organization directly or ind ode (other than section 501(offers from the reporting found oash Other assets transactions: Sales of assets to a noncharite Purchases of assets from a not Reintal of facilities, equipment, Reimbursement arrangements coans or loan guarantees Performance of services or ming of facilities, equipment, ming of fa	irectly engage in any of the c)(3) organizations) or in station to a noncharitable exampt organization on the charitable exempt organization, or other assets sembership or fundraising ailing lists, other assets, contact of the cont	section 527 exempt orga nization g solicitation or paid emp	r, relating to political orga anization of: s s loyees	anızatıons?		1a(1) 1a(2) 1b(1) 1b(2) 1b(3) 1b(4) 1b(5) 1b(6)	Yes No X X X X X X X X X X X
or ser	answer to any of the above is rvices given by the reporting on (d) the value of the goods.	foundation. If the foundat	tion received					ets,
(a)Line no	(b) Amount involved	<u></u>		exempt organization	(d) Descrip	tion of transfers, transaction	is, and sharing arr	angements
			N/A					
						, . .		
	- · · · · ·	 						
						·		
		<u> </u>						
		-						
								
		 		<u> </u>				
		 					-	
ın sec	I foundation directly or indirection ction 501(c) of the Code (others, complete the following sci	er than section 501(c)(3))			nizations described	<u> </u>	Yes	X No
	(a) Name of or	ganization]	(b) Type of organization	1	(c) Description of rel	ationship	
	N/A							
		.,			_			
								
		 			 			
Sign Here	Under penalties of perjury, I declar and belief, it is true, correct pand of Signature of officer or truste	omplete Declaration of prepare	turn, including er (other than	accompanying schedules at taxpayer) is based on all info	ormation of which prep	the best of my knowledge earer has any knowledge SURER	May the IRS of return with the shown below X Yes	preparer
	Print/Type preparer's r		reparer's sig	gnature	Date	Check if self- employed	PTIN	2.5.2
Paid Prepa i	rer STUART KAI	MELHAR LIOT HOROWIT	TZ & C	COMPANY, LL	1/29/11 P	Firm's EIN ▶ 1	P00185 3-30283	

Form **990-PF** (2014)

Phone no. 212-972-7500

Use Only

Firm's address ▶ 675 THIRD AVENUE

NEW YORK, NY 10017

Date	Reference J	Irni	Trans Description	Debit Amt	··· -
1 12/19/14		CDJ	Adırondack Council - Grants	10,000 00	501 c (3)
2 7/17/14		CDJ	ALS Association - In memory of Claire Tow	2,500 00	501 c (3)
3 12/19/14 4 12/3/14		CDJ	American Museum of Natural His - Grants Arms Control Association - Grants	25,000 00	501 c (3) 501 c (3)
5 10/29/14		CDJ	Association to Preserve Cape C - Grants	50,000 00 15,000 00	501 c (3)
6 12/19/14		CDJ	Ballet Hispanico of New York - Grants	15,000 00	501 c (3)
7 6/29/15		CDJ	Brooklyn Community Foundation - Grants	20,000 00	501 c (3)
8 10/16/14	4999 C	CDJ	Brooklyn Urban Garden Charter - Grants	15,000 00	501 c (3)
9 6/12/15		CDJ	Cape Cod Commercial - Grants	25,000 00	501 c (3)
10 12/3/14		CDJ	Carnegie Endowment for - Grants	50,000 00	501 c (3)
11 6/12/15 12 12/29/14	5297 C WireTrns1 C	CDJ	Center for Arms Control - Grants Center for NuLeadership - Grants	30,000 00 30,000 00	501 c (3) 501 c (3)
13 6/29/15		CDJ	Center for NuLeadership - Grants	30,000 00	501 c (3)
14 10/16/14		CDJ	Central Park Conservancy - Grants	20,000 00	501 c (3)
15 10/16/14	5002 C	CDJ	Centurion Ministries - Grants	30,000 00	501 c (3)
16 12/19/14		CDJ	Chatham Conservation Foundatio - Grants	50,000 00	501 c (3)
17 12/19/14		CDJ	Chez Bushwick - Grants	9,000 00	501 c (3)
18 10/9/14		CDJ	Community Connections for Yout - Grants	2,500 00	501 c (3)
19 6/29/15 20 10/29/14		CDJ	Community Connections for Yout - Grants Connecticut Fund for the Envir - Grants	40,000 00	501 c (3)
21 12/19/14		CDJ	Conservation Law Foundation - Grants	30,000 00 22,000 00	501 c (3) 501 c (3)
22 6/12/15		CDJ	Conservation Law Foundation - Grants	30,000 00	501 c (3)
23 6/29/15		DJ	Drama Club - Grants	15,000 00	501 c (3)
24 10/14/14		CDJ	exalt youth - Grants	40,000 00	501 c (3)
25 6/12/15		CDJ	Farm Fresh Rhode Island - Grants	10,000 00	501 c (3)
26 12/3/14		CDJ	Fund for Constitutional Govern - Grants	7,500 00	501 c (3)
27 10/14/14		CDJ	Getting the Word Out - Grants	7,500 00	501 c (3)
28 5/1/15 29 6/12/15		CDJ	Global Greengrants Fund - Grants Global Greengrants Fund - Grants	50,000 00 15,000 00	501 c (3) 501 c (3)
30 6/29/15		CDJ	Greater New Orleans Foundation - Grants	5,000 00	501 c (3)
31 5/19/15		CDJ	Groundswell Fund, a project of - Grants	50,000 00	501 c (3)
32 4/9/15	5233 C	CDJ	Guttmacher Institute - Grants	22,500 00	501 c (3)
33 12/19/14		DJ	Haitian Education & Leadership - Grants	10,000 00	501 c (3)
34 8/4/14		CDJ	Harwich Conservation Trust - Grants	50,000 00	501 c (3)
35 12/3/14		CDJ	Institute for Science and - Grants	30,000 00	501 c (3)
36 10/16/14 37 10/16/14		DJ	Jacob's Pıllow Dance Festival - Grants Lambi Fund of Haiti - Grants	10,000 00 30,000 00	501 c (3) 501 c (3)
38 10/16/14		CDJ	Lincoln Center Theater - Grants	30,000 00	501 c (3)
39 10/16/14		CDJ	Maihawe Performing Arts Center - Grants	25,000 00	501 c (3)
40 12/19/14	5086 C	DJ	Metropolitan Museum of Art - Grants	30,000 00	501 c (3)
41 12/19/14		DJ	Metropolitan Waterfront Allian - Grants	15,000 00	501 c (3)
42 5/13/15		CDJ	Ms Foundation for Women - Grants	45,000 00	501 c (3)
43 6/12/15 44 4/9/15		CDJ	Mt Sinai St Luke's-Roosevelt - Grants National Advocates for Pregnan - Grants	25,000 00 30,000 00	501 c (3)
45 12/17/14		CDJ	National Latina Inst for Repro - Grants	50,000 00	501 c (3) 501 c (3)
46 12/3/14		DJ	National Security Archive Fund - Grants	30,000 00	501 c (3)
47 5/13/15	5266 C	DJ	National Women's Health Networ - Grants	45,000 00	501 c (3)
48 1/30/15		CDJ	Natural Resources Defense Coun - Additional grant	2,500 00	501 c (3)
49 12/3/14		DJ	Natural Resources Defense Coun - Grants	40,000 00	501 c (3)
50 6/12/15 51 12/19/14		DI DI	Natural Resources Defense Coun - Grants	40,000 00 25,000 00	501 c (3)
52 12/19/14		CDJ	New York Botanical Garden - Grants New York City Ballet - Grants	40,000 00	501 c (3) 501 c (3)
53 5/1/15		CDJ	New York City Ballet - Grants	50,000 00	501 c (3)
54 12/19/14		DJ	New York Law School - Grants	7,500 00	501 c (3)
55 6/12/15		CDJ	New York League of Conservatio - Grants	10,000 00	501 c (3)
56 6/12/15		CDJ	New York Philharmonic - Grants	35,000 00	501 c (3)
57 6/29/15 58 13/19/14		DJ	North Star Fund - Grants	2,500 00	501 c (3)
58 12/19/14 59 6/12/15		DJ DJ	Northern Forest Atlas Foundati - Grants Open Space Institute - Grants	25,000 00 30,000 00	501 c (3)
60 4/30/15		DI DI	Park Avenue Armory - Grants	15,000 00	501 c (3) 501 c (3)
61 6/12/15		DJ	Partnership Project, Inc - Grants	15,000 00	501 c (3)
62 12/15/14		DJ	Phillips Academy - Grants	50,000 00	501 c (3)
63 12/19/14		CDJ	Planned Parenthhood of S New - Grants	25,000 00	501 c (3)
64 12/17/14		CDI	Planned Parenthood of New York - Grants	40,000 00	501 c (3)
65 6/25/15		DJ	Ploughshares Fund - Grants	25,000 00	501 c (3)
66 12/19/14 67 6/12/15		D) D)	Prospect Park Alliance Inc - Grants Protect the Adirondacks - Grants	10,000 00 15,000 00	501 c (3) 501 c (3)
68 6/12/15		נם:	Rhode Island Natural History S - Grants	20,000 00	501 c (3)
69 10/16/14		DJ.	Riverdale Neighborhood House - Grants	10,000 00	501 c (3)
70 6/12/15		DJ	Save the Bay - Grants	40,000 00	501 c (3)
71 6/12/15	5293 C	CDJ	Save the Bay - Grants	50,000 00	501 c (3)
72 6/29/15		CDJ	Solidago Foundation - Grants for the Criminal Justice Initiative	10,000 00	501 c (3)
73 6/29/15	5353 C	CDJ	Southern Mutual Help Assoc - Grants	35,000 00	501 c (3)
74 4/30/15		DJ	St Ann's Warehouse - Grants	50,000 00	501 c (3)
75 6/12/15	5295 C	CDJ	St Ann's Warehouse - Grants second installment	50,000 00	501 c (3)

Prospect Hill Foundation EIN 13 - 6075567 Attachment PG 11 Part XV 3a

76 7/16/14	4941	CDJ	Sterling & Francine Clark Art - Grants	150,000 00	501 c (3)	Grants
77 6/12/15	5280	CDJ	Sterling & Francine Clark Art - Grants	15,000 00	501 c (3)	
78 6/12/15	5279	CDJ	The Adırondack Historical Asso - Grants	10,000 00	501 c (3)	
79 6/12/15	5292	CDJ	The Adırondack Historical Asso - Grants Capital Campaign	50,000 00	501 c (3)	
80 12/17/14	5077	CDJ	The Center for Reproductive Ri - Grants	30,000 00	501 c (3)	
81 12/12/14	5069	CDJ	The Correctional Association - Grants	50,000 00	501 c (3)	
82 6/29/15	5349	CDJ	The Correctional Association - Grants for Youth Speakers Institute	30,000 00	501 c (3)	
83 11/18/14	5053	CDJ	The Fifth Avenue Presbyterian - Grants	34,000 00	501 c (3)	
84 6/12/15	5281	CDJ	The Flea Theater - Grants	10,000 00	501 c (3)	
85 3/3/15	5213	CDJ	The Foundation for a Civil Soc - Grant designated for The Iran Project	25,000 00	501 c (3)	
86 10/29/14	5009	CDJ	The Nature Conservancy Grants	30,000 00	501 c (3)	
87 12/19/14	5093	CDJ	The School of American Ballet - Grants	5,000 00	501 c (3)	
88 6/12/15	5283	CDJ	The Wild Center - Grants	10,000 00	501 c (3)	
89 10/16/14	5000	CDJ	Third Sector New England, Inc - Grants - designated for The Carrot Proje	5,000 00	501 c (3)	
90 12/3/14	5067	CDJ	Union of Concerned Scientists - Grants	30,000 00	501 c (3)	
91 6/12/15	5278	CDJ	University of Rhode Island Fou - Grant #956635 for Coastal Resources Ce	15,000 00	501 c (3)	
92 4/9/15	5234	CDJ	URGE - Grants	25,000 00	501 c (3)	
93 6/29/15	5348	CDJ	Vera Institute of Justice - Grants	40,000 00	501 c (3)	
94 10/16/14	5006	CDJ	Wave Hill, Inc - Grants	25,000 00	501 c (3)	
95 6/12/15	5296	CDJ	Wildlife Conservation Society - Grants second and third/final installment	150,000 00	501 c (3)	
96 7/1/14	4936	CDJ	Women's Fund of Rhode Island - Grants -	25,000 00	501 c (3)	
97 12/19/14	5094	CDJ	World Resources Institute - Grants	25,000 00	501 c (3)	
98 4/1/15	5228	CDJ	Yale University - Grants	25,000 00	501 c (3)	

Ending Balance

2,810,000 00

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

Payments Due Schedule, By Month

0.02017					
Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Paym Amount Fund	Payment Payment Amount Fund	Notes
October, 2015					
Mahaiwe Performing Arts Center, Inc.	956545	10/16/2015	\$25,000.00	\$25,000.00 The Prospect Hill	
three year (FY2015-2017) grant for IMPACT Campaign \$75,000 00	9503905			r outrour	
		Total October, 2015 (1 item)	\$25,000.00		
November, 2015					
Fifth Avenue Presbyterian Church	956549	11/18/2015	\$34,000 00	\$34,000 00 The Prospect Hill	
Three-year grant (FY2015-2017) for New Sanctuary Sound System \$100,000 00	9503910			TOTAL CALL	
		Total November, 2015 (1 Item)	\$34,000.00		•
April, 2016	·				
The Guttmacher Institute	956585	4/1/2016	\$15,000.00	\$15,000.00 The Prospect Hill Foundation	
Final two year {FY2015-2016} grant for general support (\$22,500 in 2015 and \$15,000 in 2016) \$37,500.00	9503942				3

Date	Referen	ce Jrni	Trans Description	Amount	-
8/21/14	4959	CDJ	American Committee for the Wei - Matching Contribution	200 00	501 (c)(3)
8/21/14	4960	CDJ	Center for Independent Documen - Matching Contribution	500 00	501 (c)(3)
8/21/14	4961	CDJ	Central Park Conservancy - Matching Contribution	550 00	501 (c)(3)
8/21/14	4963	CDJ	City Harvest, Inc - Matching Contribution	200 00	501 (c) (3)
8/21/14	4964	CDJ	Close Encounters with Music - Matching Contribution	4,000 00	501 (c) (3)
8/21/14	4965	CDJ	Columbia University - Matching Contribution	250 00	501 (c) (3)
8/21/14 8/21/14	4958 4966	CDJ CDJ	Friends of North Castle Librar - Matching Contribution	200 00 200 00	501 (c) (3)
8/21/14	4968	CDJ	Friends of Pleasant Bay - Matching Contribution Memorial Sloan Kettering Cance - Matching Contribution	500 00	501 (c) (3) 501 (c) (3)
8/21/14	4970	CDJ	Museum of Modern Art - Matching Contribution	170 00	501 (c) (3)
8/21/14	4971	CDJ	NARAL Pro-Choice America Found - Matching Contribution	1,000 00	501 (c) (3)
8/21/14	4972	CDJ	Pets Alive - Matching Contribution	200 00	501 (c) (3)
8/21/14	4973	CDJ	Phillips Academy - Matching Contribution	700 00	501 (c) (3)
8/21/14	4974	CDJ	Save the Manatee Club - Matching Contribution	100 00	501 (c)(3)
8/21/14	4962	CDJ	The Chatham Historical Society - Matching Contribution	100 00	501 (c)(3)
8/21/14	4967	CDJ	The Leukemia & Lymphoma Societ - Matching Contribution	200 00	501 (c)(3)
8/21/14	4969	CDJ	The Metropolitan Opera - Matching Contribution	4,000 00	501 (c) (3)
8/21/14	4975	CDJ	Trinity School - Matching Contribution	500 00	501 (c) (3)
11/3/14	5016	CDJ	Ands Project Rhode Island - Matching Contribution	50 00	501 (c) (3)
11/3/14	5017	CDJ	Alzheumer's Assocation - Matching Contribution	200 00	501 (c) (3)
11/3/14	5018	CDJ CDJ	Brown University - Matching Contribution	6,700 00	501 (c) (3)
11/3/14 11/3/14	5019 5020	CDJ	Brown University - Matching Contribution - Cape Cod Chamber Music Festiva - Matching Contribution	10,000 00 250 00	501 (c) (3) 501 (c) (3)
11/3/14	5020	CDJ	Cape Cod Commercial - Matching Contribution	250 00	501 (c)(3)
11/3/14	5022	CDJ	Cape Cod Healthcare Foundation - Matching Contribution	250 00	501 (c) (3)
11/3/14	5023	CDJ	Chatham Athletic Association - Matching Contribution	200 00	501 (c) (3)
11/3/14	5024	CDJ	Chatham Orpheum Theater - Matching Contribution	1,000 00	501 (c) (3)
11/3/14	5025	CDJ	Dana Hall School - Matching Contribution	6,700 00	501 (c) (3)
11/3/14	5026	CDJ	Dwight Hall at Yale - Matching Contribution	250 00	501 (c) (3)
11/3/14	5027	CDJ	Eldredge Public Library - Matching Contribution	250 00	501 (c) (3)
11/3/14	5028	CDJ	Fractured Atlas, Inc - Matching Contribution	2,000 00	501 (c)(3)
11/3/14	5029	CDJ	Friends of EPL - Matching Contribution	200 00	501 (c)(3)
11/3/14	5030	CDJ	Guide Dog Foundation for the B - Matching Contribution	200 00	501 (c)(3)
11/3/14	5031	CDJ	Guiding Eyes for the Blind - Matching Contribution	200 00	501 (c) (3)
11/3/14	5032	CDJ	International Eye Foundation - Matching Contribution	300 00	501 (c) (3)
11/3/14	5033	CDJ	Lambi Fund of Haiti - Matching Contribution	600 00	501 (c) (3)
11/3/14 11/3/14	5034 5035	CDJ CDJ	Mahaiwe Performing Arts Center - Matching Contribution	12,500 00	501 (c) (3)
11/3/14	5037	CDJ	New York City Ballet - Matching Contribution New York Public Radio - Matching Contribution	4,700 00 220 00	501 (c) (3) 501 (c) (3)
11/3/14	5038	CDJ	Newport Art Museum - Matching Contribution	1,000 00	501 (c) (3)
11/3/14	5039	CDJ	Perkins School for the Blind - Matching Contribution	200 00	501 (c)(3)
11/3/14	5040	CDJ	Pets Alive Westchester - Matching Contribution	50 00	501 (c) (3)
11/3/14	5040	CDJ	Pets Alive Westchester - Matching Contribution	400 00	501 (c) (3)
11/3/14	5041	CDJ	Project Orbis International, In - Matching Contribution	200 00	501 (c)(3)
11/3/14	5043	CDJ	Robin Hood Foundation - Matching Contribution	600 00	501 (c)(3)
11/3/14	5044	CDJ	Santa Fe Animal Shelter - Matching Contribution	1,000 00	501 (c)(3)
11/3/14	5044	CDJ	Santa Fe Animal Shelter - Matching Contribution	1,000 00	501 (c)(3)
11/3/14	5045	CDJ	Sons of the Revolution in the - Matching Contribution	200 00	501 (c) (3)
11/3/14	5036	CDJ	The New York Public Library - Matching Contribution	250 00	501 (c) (3)
11/3/14	5036	CDJ	The New York Public Library - Matching Contribution	500 00	501 (c) (3)
11/3/14	5042	CDJ	The Resource Training Center - Matching Contribution	200 00	501 (c) (3)
11/3/14 11/3/14	5047 5046	CDJ CDJ	USSGA Memorial Fund - Matching Contribution WNET - Matching Contribution	200 00 200 00	501 (c) (3)
11/3/14	5048	CDJ	World Wildlife Fund - Matching Contribution	200 00	501 (c) (3) 501 (c) (3)
11/3/14	5049	CDJ	YMCA Campe H ₁ -Rock - Matching Contribution	150 00	501 (c)(3)
1/9/15	5105	CDJ	Association to Preserve Cape C - Matching Contribution	200 00	501 (c)(3)
1/9/15	5106	CDJ	Atchafalaya Basinkeeper - Matching Contribution	300 00	501 (c) (3)
1/9/15	5107	CDJ	Best Friends Animal Society - Matching Contribution	400 00	501 (c) (3)
1/9/15	5108	CDJ	Black Belt Community Foundatio - Matching Contribution	300 00	501 (c) (3)
1/9/15	5109	CDJ	Bronx River Alliance - Matching Contribution	600 00	501 (c)(3)
1/9/15	5111	CDJ	City Harvest, Inc - Matching Contribution	500 00	501 (c)(3)
1/9/15	5103	CDJ	Crossroads Rhode Island - Matching Contribution	1,000 00	501 (c)(3)
1/9/15	5112	CDJ	Doctors Without Borders - Matching Contribution	3,000 00	501 (c) (3)
1/9/15	5113	CDJ	Earthworks - Matching Contribution	100 00	501 (c)(3)
1/9/15	5114	CDJ	El Museo del Barrio - Matching Contribution	5,000 00	501 (c) (3)
1/9/15	5115	CDJ	Eldredge Public Library - Matching Contribution	200 00	501 (c) (3)
1/9/15	5117	CDJ	Equal Justice Under Law - Matching Contribution	500 00	501 (c) (3)
1/9/15	5119	CDJ	Getting the Word Out - Matching Contribution	600 00	501 (c) (3)
	5120	CDJ	Grand Chapter, NY Royal Arch M - Matching Contribution	100 00	501 (c) (3)
1/9/15 1/9/15	5121	CDJ	Greenwich Art Society, Inc - Matching Contribution	500 00	501 (c) (3)

1/9/15 1/9/15 1/9/15	5122 5123	CDJ	Trans Description Indiana University Foundation - Matching Contribution	Amount 1,000 00	501 (c)(3)
	5123	CDI			
1/9/15		CDJ	Justice Committee - Matching Contribution	200 00	501 (c)(3)
	5124	CDJ	Masonic Brotherhood Fund - Matching Contribution	100 00	501 (c) (3)
1/9/15	5125	CDJ	Memorial Sloan Kettering Cance - Matching Contribution	150 00	501 (c) (3)
1/9/15 1/9/15	5126 5127	CDJ CDJ	Metropolitan Waterfront Allian - Matching Contribution New Rochelle Humane Society - Matching Contribution	2,950 00 100 00	501 (c) (3) 501 (c) (3)
1/9/15	5127	CDJ	New York City Rescue Mission - Matching Contribution	428 00	501 (c) (3)
1/9/15	5129	CDJ	New York Times Needlest Cases - Matching Contribution	600 00	501 (c)(3)
1/9/15	5130	CDJ	Page 73 Productions - Matching Contribution	8,039 44	501 (c)(3)
1/9/15	5131	CDJ	Para La Naturaleza - Matching Contribution	500 00	501 (c) (3)
1/9/15	5133	CDJ	Pets Alive Westchester - Matching Contribution	550 00	501 (c)(3)
1/9/15	5135	CDJ	Planned Parenthood of New York - Matching Contribution	1,000 00	501 (c)(3)
1/9/15	5136	CDJ	Presbyterian Church of Pleasan - Matching Contribution	1,500 00	501 (c) (3)
1/9/15	5137	CDJ	Preservation Society of Newpor - Matching Contribution	5,000 00	501 (c) (3)
1/9/15 1/9/15	5138 5139	CDJ CDJ	Rhode Island Free Clime - Matching Contribution Rhode Island Philharmonic - Matching Contribution	700 00 1,000 00	501 (c) (3) 501 (c) (3)
1/9/15	5140	CDJ	Riverdale Presbyterian Church - Matching Contribution	2,000 00	501 (c) (3)
1/9/15	5141	CDJ	Rudolf Steiner School - Matching Contribution	400 00	501 (c) (3)
1/9/15	5142	CDJ	Silvermine Arts Center - Matching Contribution	330 00	501 (c) (3)
1/9/15	5143	CDJ	Sons of the Revolution in the - Matching Contribution	250 00	501 (c)(3)
1/9/15	5144	CDJ	Southern Poverty Law Center - Matching Contribution	200 00	501 (c)(3)
1/9/15	5110	CDJ	The Cat House on the Kings - Matching Contribution	200 00	501 (c) (3)
1/9/15	5116	CDJ	The Elephant Sactuary in Tenne - Matching Contribution	200 00	501 (c)(3)
1/9/15	5118	CDJ	The Flea Theater - Matching Contribution	1,700 00	501 (c) (3)
1/9/15	5132	CDJ	The Parent-Child Home Program - Matching Contribution	150 00	501 (c) (3)
1/9/15 1/9/15	5134 5145	CDJ CDJ	The Pingry School - Matching Contribution The Theater Offensive - Matching Contribution	350 00 100 00	501 (c) (3)
1/9/15	5146	CDJ	Vermont Studio Center - Matching Contribution	200 00	501 (c) (3) 501 (c) (3)
1/9/15	5147	CDJ	Westminster School - Matching Contribution	15,443 64	501 (c) (3)
1/9/15	5148	CDJ	WNET - Matching Contribution	250 00	501 (c) (3)
1/9/15	5149	CDJ	WNYC - Matching Contribution	240 00	501 (c) (3)
1/9/15	5150	CDJ	Women Thrive Worldwide - Matching Contribution	200 00	501 (c) (3)
1/9/15	5151	CDJ	World Wildlife Fund - Matching Contribution	110 00	501 (c) (3)
1/9/15	5152	CDJ	Yale University - Matching Contribution	2,650 00	501 (c) (3)
2/25/15 2/25/15	5172 5173	CDJ CDJ	American Heart Association - Matching Contribution	100 00 500 00	501 (c) (3)
2/25/15	5173	CDJ	American Museum of Natural His - Matching Contribution Battery Conservancy - Matching Contribution	250 00	501 (c) (3) 501 (c) (3)
2/25/15	5175	CDJ	Berkshire South Regional Comm - Matching Contribution	1,000 00	501 (c) (3)
2/25/15	5176	CDJ	Bronx River Alliance - Matching Contribution	2,000 00	501 (c)(3)
2/25/15	5177	CDJ	Cape Cod Community College - Matching Contribution	250 00	501 (c) (3)
2/25/15	5178	CDJ	City Harvest, Inc Matching Contribution	300 00	501 (c)(3)
2/25/15	5179	CDJ	Columbia University - Matching Contribution	2,000 00	501 (c) (3)
2/25/15	5180	CDJ	Farm Fresh Rhode Island - Matching Contribution	500 00	501 (c) (3)
2/25/15 2/25/15	5181 5168	CDJ CDJ	Food and Water Watch - Matching Contribution	200 00 50 00	501 (c) (3)
2/25/15	5184	CDJ	Friends of the Irvington Libra - Matching Contribution Global Greengrants Fund - Matching Contribution	100 00	501 (c) (3) 501 (c) (3)
2/25/15	5185	CDJ	Hitchcock Woods Foundation - Matching Contribution	250 00	501 (c) (3)
2/25/15	5186	CDJ	Irvington Volunteer Ambulance - Matching Contribution	100 00	501 (c) (3)
2/25/15	5187	CDJ	Jamestown Art Cetner - Matching Contribution	700 00	501 (c) (3)
2/25/15	5170	CDJ	Japanese American Social Servi - Matching Contribution	200 00	501 (c)(3)
2/25/15	5188	CDJ	Junior League of Summit - Matching Contribution	250 00	501 (c) (3)
2/25/15	5189	CDJ	Metropolitan Museum of Art - Matching Contribution	420 00	501 (c) (3)
2/25/15 2/25/15	5189V	CDJ CDJ	Metropolitan Museum of Art - Matching Contribution Metropolitan Museum of Art - Matching Contribution	-420 00 360 00	501 (c) (3) 501 (c) (3)
2/25/15	5211 5190	CDI	Multiple Myeloma Research Foun - Matching Contribution	400 00	501 (c)(3)
2/25/15	5192	CDJ	New Jersey Historical Society - Matching Contribution	1,000 00	501 (c) (3)
2/25/15	5193	CDJ	Oliver Hazard Perry Rhode Isla - Matching Contribution	700 00	501 (c) (3)
2/25/15	5194	CDJ	Pets Alive Westchester - Matching Contribution	400 00	501 (c)(3)
2/25/15	5195	CDJ	Red Hook Initiative - Matching Contribution	100 00	501 (c) (3)
2/25/15	5197	CDJ	Rhode Island Public Radio - Matching Contribution	700 00	501 (c)(3)
2/25/15	5196	CDJ	RI Community Food Bank - Matching Contribution	1,000 00	501 (c)(3)
2/25/15	5198	CDJ	Santa Fe Animal Shelter - Matching Contribution	100 00	501 (c) (3)
2/25/15	5199	CDJ	Save the Bay - Matching Contribution	1,000 00	501 (c) (3)
2/25/15 2/25/15	5200 5201	CDJ CDJ	Smithsonian Institution - Matching Contribution SOIL - Matching Contribution	222 12 200 00	501 (c) (3) 501 (c) (3)
2/25/15	5202	CDJ	SPCA of Westchester - Matching Contribution	100 00	501 (c)(3)
2/25/15	5203	CDJ	Special Olympics - Matching Contribution	50 00	501 (c) (3)
2/25/15	5204	CDJ	St Paul's Lutheran Church - Matching Contribution	500 00	501 (c) (3)
2/25/15	5171	CDJ	The Adırondack Historical Asso - Matching Contribution	2,000 00	501 (c)(3)
2/25/15	5182	CDJ	The Food Project - Matching Contribution	200 00	501 (c) (3)
2/25/15	5183	CDJ	The Global Fund for Women - Matching Contribution	1,000 00	501 (c)(3)
2/25/15	5191	CDJ	The Wild Center - Matching Contribution	2,000 00	501 (c) (3)
					EO 1 / 1 /01
2/25/15	5205	CDJ	Third Sector New England, Inc - Matching Contribution	6,000 00	501 (c) (3)
	5205 5206 5207	CDJ CDJ	Third Sector New England, Inc - Matching Contribution Tomorrow's Youth Organization - Matching Contribution University at Albany Foundatio - Matching Contribution	6,000 00 200 00 600 00	501 (c) (3) 501 (c) (3) 501 (c) (3)

Date	Reference		Trans Description	Amount	
2/25/15	5208	CDJ	Westminster School - Matching Contribution	250 00	501 (c)(3)
2/25/15	5209	CDJ	Yale University - Matching Contribution	250 00	501 (c)(3)
2/25/15	5210	CDJ	Year Up Providence - Matching Contribution	1,000 00	501 (c)(3)
3/18/15	5216	CDJ	Faith Farm Ministries - Matching Contribution	250 00	501 (c)(3)
3/18/15	5217	CDJ	Greenwich Arts Council - Matching Contribution	200 00	501 (c)(3)
3/18/15	5218	CDJ	Hope for Javier - Matching Contribution	100 00	501 (c)(3)
3/18/15	5219	CDJ	Lambi Fund of Haiti - Matching Contribution	1,000 00	501 (c)(3)
3/18/15	5222	CDJ	Memorial Sloan Kettering Cance - Matching Contribution	150 00	501 (c)(3)
3/18/15	5223	CDJ	Michael J Fox Foundation - Matching Contribution	200 00	501 (c)(3)
3/18/15	5221	CDJ	MSPCA-Angell - Matching Contribution	500 00	501 (c)(3)
3/18/15	5224	CDJ	Prospect Park Alliance Inc - Matching Contribution	500 00	501 (c)(3)
3/18/15	5225	CDJ	St Ann's Church - Matching Contribution	3,000 00	501 (c)(3)
3/18/15	5226	CDJ	St Paul's Lutheran Church - Matching Contribution	2,000 00	501 (c)(3)
3/18/15	5220	CDJ	The Legal Aid Society - Matching Contribution	250 00	501 (c)(3)
4/22/15	5240	CDJ	Bethesda Memorial Hospital - Matching Contribution	250 00	501 (c)(3)
4/22/15	5241	CDJ	City Meals-On-Wheels - Matching Contribution	150 00	501 (c)(3)
4/22/15	5242	CDJ	Dwight Hall at Yale - Matching Contribution	1,000 00	501 (c)(3)
4/22/15	5243	CDJ	exalt youth - Matching Contribution	8,445 92	501 (c)(3)
4/22/15	5244	CDJ	Friends of Hudson River Park - Matching Contribution	250 00	501 (c)(3)
4/22/15	5245	CDJ	Natural Resources Defense Coun - Matching Contribution	10,287 76	501 (c)(3)
4/22/15	5246	CDJ	New York City Ballet - Matching Contribution	14,000 00	501 (c)(3)
4/22/15	5247	CDJ	Pace University - Matching Contribution	500 00	501 (c)(3)
4/22/15	5248	CDJ	Perkins School for the Blind - Matching Contribution	200 00	501 (c)(3)
4/22/15	5249	CDJ	Planned Parenthhood of S New - Matching Contribution	250 00	501 (c)(3)
4/22/15	5250	CDJ	Police Athletic League - Matching Contribution	250 00	501 (c)(3)
4/22/15	5251	CDJ	Princeton University - Matching Contribution	750 00	501 (c)(3)
4/22/15	5252	CDJ	Sacred Heart School - Matching Contribution	10,000 00	501 (c)(3)
4/22/15	5253	CDJ	U.S. Holocaust Memorial Museum - Matching Contribution	200 00	501 (c)(3)
4/22/15	5254	CDJ	Untermyer Gardens Conservancy - Matching Contribution	250 00	501 (c)(3)
4/22/15	5255	CDJ	Yale University - Matching Contribution	10,000 00	501 (c)(3)
6/29/15	5301	CDJ	Alumni & Friends of LaGuardia - Matching Contribution	1,000 00	501 (c)(3)
6/29/15	5302	CDJ	American Red Cross - Matching Contribution	1,000 00	501 (c)(3)
6/29/15	5303	CDJ	Art in General - Matching Contribution	600 00	501 (c)(3)
6/29/15	5304	CDJ	Ballet Hispanico of New York - Matching Contribution	2,000 00	501 (c)(3)
6/29/15	5305	CDJ	Berkshire South Regional Comm - Matching Contribution	1,000 00	501 (c) (3)
6/29/15	5341	CDJ	Brown University - Matching Contribution	6,686 80	501 (c)(3)
6/29/15	5306	CDJ	Cape Cod Chamber Music Festiva - Matching Contribution	700 00	501 (c)(3)
6/29/15	5307	CDJ	Cape Cod Commercial - Matching Contribution	2,274 84	501 (c)(3)
6/29/15	5308	CDJ	Central Park Conservancy - Matching Contribution	500 00	501 (c)(3)
6/29/15	5309	CDJ	Chatham Athletic Association - Matching Contribution	200 00	501 (c)(3)
6/29/15	5310	CDJ	City Harvest, Inc Matching Contribution	250 00	501 (c)(3)
6/29/15	5311	CDJ	Collegiate Chorale - Matching Contribution	400 00	501 (c)(3)
6/29/15	5312	CDJ	Columbia Land Conservancy - Matching Contribution	500 00	501 (c)(3)
6/29/15	5313	CDJ	Columbia University - Matching Contribution	500 00	501 (c)(3)
6/29/15	5314	CDJ	Community Prep School - Matching Contribution	1,000 00	501 (c)(3)
6/29/15	5315	CDJ	Dana Hall School - Matching Contribution	6,686 80	501 (c)(3)
6/29/15	5316	CDJ	Doctors Without Borders - Matching Contribution	1,000 00	501 (c)(3)
6/29/15	5320	CDJ	Global Greengrants Fund - Matching Contribution	6,829 76	501 (c)(3)
6/29/15	5321	CDJ	Helen Keller Services for the - Matching Contribution	200 00	501 (c)(3)
6/29/15	5322	CDJ	Homes for our Troops - Matching Contribution	200 00	501 (c)(3)
6/29/15	5323	CDJ	Hudson Opera House, Inc - Matching Contribution	500 00	501 (c)(3)
6/29/15	5324	CDJ	Indiana University Foundation - Matching Contribution	250 00	501 (c)(3)
6/29/15	5325	CDJ	International Center of Photog - Matching Contribution	500 00	501 (c)(3)
6/29/15	5326	CDJ	Iraq and Afghanistan Veterans - Matching Contribution	200 00	501 (c)(3)
6/29/15	5327	CDJ	Let's Get Ready - Matching Contribution	300 00	501 (c)(3)
6/29/15	5328	CDJ	Lincoln Center Theater - Matching Contribution	2,600 00	501 (c)(3)
6/29/15	5330	CDJ	New York Public Radio - Matching Contribution	1,400 00	501 (c) (3)
6/29/15	5331	CDJ	Page 73 Productions - Matching Contribution	5,268 00	501 (c)(3)
6/29/15	5332	CDJ	Pets Alive Westchester - Matching Contribution	400 00	501 (c)(3)
6/29/15	5334	CDJ	Planned Parenthood of Hudson P - Matching Contribution	300 00	501 (c) (3)
6/29/15	5335	CDJ	Prep for Prep - Matching Contribution	500 00	501 (c)(3)
6/29/15	5336	CDJ	Rhode Island Council for the H - Matching Contribution	800 00	501 (c)(3)
6/29/15	5337	CDJ	Santa Fe Animal Shelter - Matching Contribution	400 00	501 (c)(3)
6/29/15	5317	CDJ	The Elephant Sactuary in Tenne - Matching Contribution	400 00	501 (c) (3)
6/29/15	5318	CDJ	The Fifth Avenue Presbyteman - Matching Contribution	4,600 00	501 (c)(3)
6/29/15	5319	CDJ	The Fresh Air Fund - Matching Contribution	800 00	501 (c) (3)
6/29/15	5329	CDJ	The Nature Conservancy - Matching Contribution	10,030 20	501 (c) (3)
6/29/15	5333	CDJ	The Pingry School - Matching Contribution	5,223 00	501 (c)(3)
6/29/15	5342	CDJ	Trinity School - Matching Contribution	2,000 00	501 (c) (3)
6/29/15	5338	CDJ	Wesleyan University - Matching Contribution	500 00	501 (c)(3)
6/29/15	5339	CDJ	Women's Fund of Rhode Island - Matching Contribution	1,000 00	501 (c) (3)
6/29/15	5340	CDJ	Yale University - Matching Contribution	4,383 20	501 (c) (3)
				,	- (- / (- /

Prospect Hill Foundation EIN: 13-6075567 Page 3, Part IV; CAPITAL GAINS & LOSSES (a) From Passthroughs:

	Gain/ (Loss)
Schedule K-1. Prospect Capital Partners - EIN. 13-3745680	233,988
Schedule K-1: Prospect Capital Partners - EIN: 13-3745680	4,213,030
Schedule K-1. Venture Investment Associates, LP - EIN: 22-3248650	(1,999)
Schedule K-1. Venture Investment Associates II, LP - EIN. 22-3284167	(9,560)
Schedule K-1 ⁻ Venture Investment Associates III, LP - EIN. 22-3543341	15,868
Schedule K-1. Venture Investment Associates IV, LP - EIN: 22-3679965	1,312
Schedule K-1. Venture Investment Associates IV, LP - EIN: 22-3679965	95,483
	4,548,122

<u> </u>	osses for Tax on Investment Incom		
(a) List ar 2-story	nd describe the kind(s) of property so brick warehouse; or common stock,	old, e.g., real estate, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation (c) Date acquired (mo., day, yr.) (mo., day, yr.)
	CAPITAL PARTNERS		P 01/01/1412/31/14
	CAPITAL PARTNERS		P 01/01/1412/31/14
c K-1 VENTURE II	NVESTMENT ASSOCIA	ATES LP	P 01/01/1412/31/14
o K−1 VENTURE II	NVESTMENT ASSOCIA	ATES LP II	P 01/01/1412/31/14
e K-1 VENTURE II	WESTMENT ASSOCIA	ATES LP III	P 01/01/1412/31/14
	NVESTMENT ASSOCIA	ATES LP IV	01/01/1412/31/14
g K-1 VENTURE II	NVESTMENT ASSOCIA	ATES LP IV	01/01/1412/31/14
h			
<u>k</u>			
<u>m</u>			
<u>n</u>			
0		<u> </u>	
(e) Gross sales price	(f) Depreciation allowed	(g) Cost or other basis	(h) Gain or (loss)
	(or allowable)	plus expense of sale	(e) plus (f) minus (g)
<u>1</u>			233,988
<u> </u>	<u> </u>		4,213,030
<u> </u>			<1,999
<u> </u>			<9,560
<u> </u>	J		15,868
<u>f</u>			1,312
9			95,483
<u>h</u>			
<u> </u>	 	 	
<u> </u>			
<u>K</u>		 	
	 	-	
<u>n</u> 1		-	
<u>'</u>			
	I ung gain in column (h) and owned by	v the foundation on 12/31/69	(I) Losses (from col. (h))
	(j) Adjusted basis	(k) Excess of col. (i)	Gains (excess of col. (h) gain over col. (k),
(i) F.M.V. as of 12/31/69	as of 12/31/69	over col. (j), if any	but not less than "-0-")
	 		233,988
)	1		4,213,030
			<1,999
<u> </u>			<9,560
			15,868
f			1,312
]			95,483
1			
<u> </u>			
ζ			
1			
1			
)			
Capital gain net income or (net	capital loss) { If gain, also ent If (loss), enter	er in Part I, line 7 -0-" in Part I, line 7	2 4,548,122
Net short-term capital gain or (li	oss) as defined in sections 1222(5) a	_	
If gain, also enter in Part I, line (3, column (c).	}	N/A

FORM 990-PF	DIVIDENDS	AND INTE	REST	FROM SECUE	RITIES S	TATEMENT	1
SOURCE	GROSS AMOUNT	CAPITA GAINS DIVIDEN	-	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME		
PROSPECT CAPITAL PARTNERS	1,089,411.		0.	1,089,411.	. 1,089,411.		
VENTURE INVESTMENT ASSOCIATES LP	157.		0.	157.	. 157.		
VENTURE INVESTMENT ASSOCIATES, II VENTURE INVESTMENT	39.		0.	39.	. 39.		
ASSOCIATES, III VENTURE INVESTMENT	958.		0.	958.	. 958.		
ASSOCIATES, IV	2,354.		0.		2,354.	-	
TO PART I, LINE 4	1,092,919.	·	0.	1,092,919.	1,092,919.	-	
FORM 990-PF		OTHER	INCO	ME	s	TATEMENT	2
DESCRIPTION			RE		(B) NET INVEST- MENT INCOME		E
OTHER PARTNERSHIP I		_		264,639. <34,423.>	0.		
TOTAL TO FORM 990-P	F, PART I,	LINE 11 =		230,216.	0.		
FORM 990-PF		ACCOUNT	'ING	FEES	S	TATEMENT	3
		(A) EXPENSES	NE'	(B) T INVEST-	(C) ADJUSTED	(D) CHARITAB	
DESCRIPTION		PER BOOKS		NT INCOME	NET INCOME	PURPOSE	
DESCRIPTION ACCOUNTING FEES	_		ME			PURPOSE	

FORM 990-PF	TAX	ES		STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		
FEDERAL INCOME TAX STATE INCOME TAXES	106,085.			0.
TO FORM 990-PF, PG 1, LN 18 =	106,335.	106,335	•	0.
FORM 990-PF	OTHER E	XPENSES		STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		
FILING FEES MEMBERSHIPS TECHNOLOGY, EQUIPMENT & SERVICES CUSTODY FEES PROGRAM STRATEGY EXPLORATION GRANT REVIEW AND GOVERNANCE INVESTMENT OPERATIONS ADMINISTRATION INSURANCE CONSULTANTS OFFICE EXPENSE PHONE AND COMPUTER EXPENSE FINANCIAL REPORTING D&O INSURANCE TO FORM 990-PF, PG 1, LN 23	1,500. 2,675. 10,545. 1,500. 1,929. 1,719. 120,000. 12,900. 1,600. 23,532. 4,234. 30,400. 62,500. 2,250. 277,284.	0 1,500 0 120,000 12,900 1,600 0 62,500 0	· · · · · · · · · · · · · · · · · · ·	1,500. 2,675. 10,545. 0. 1,929. 1,719. 0. 0. 23,532. 4,234. 30,400. 0. 2,250.
FORM 990-PF	OTHER INV	ESTMENTS		STATEMENT 6
DESCRIPTION PROSPECT CAPITAL PARTNERS VENTURE INVESTMENT ASSOCIATES VENTURE INVESTMENT ASSOCIATES VENTURE INVESTMENT ASSOCIATES VENTURE INVESTMENT ASSOCIATES TOTAL TO FORM 990-PF, PART II	M S II S III S IV S LP	LUATION ETHOD B FMV FMV FMV FMV FMV FMV	60,724,616. 41,690. 389,994. 941,786. 435,889.	FAIR MARKET VALUE 60,724,616. 41,690. 389,994. 941,786. 435,889.

		LIST OF OFFICERS, D AND FOUNDATION MANA		STATEMENT 7	
NAME AND ADDRESS		TITLE AND AVRG HRS/WK	COMPEN-		EXPENSE
WILLIAM S. BEINECKE 99 PARK AVENUE, SUITE NEW YORK, NY 10016	2220	CHAIRMAN/DIREC	TOR 0.	0.	0.
JOHN B. BEINECKE 99 PARK AVENUE, SUITE NEW YORK, NY 10016	2220	PRESIDENT/DIRE 5.00	CCTOR 0.	0.	0.
FREDERICK W. BEINECKE 99 PARK AVENUE, SUITE NEW YORK, NY 10016		SECRETARY/VICE 2.00	PRESIDENT/I	0.	0.
SARAH B. RICHARDSON 99 PARK AVENUE, SUITE NEW YORK, NY 10016	2220	DIRECTOR 2.00	0.	0.	0.
ROBERT BARLETTA 99 PARK AVENUE, SUITE NEW YORK, NY 10016	2220	TREASURER 10.00	0.	0.	0.
BENJAMIN B. BEINECKE 99 PARK AVENUE, SUITE NEW YORK, NY 10016	2220	DIRECTOR 2.00	0.	0.	0.
JACOB S. BEINECKE 99 PARK AVENUE, SUITE NEW YORK, NY 10016	2220	DIRECTOR 2.00	0.	0.	0.
CARRIE ELSTON TUNICK 99 PARK AVENUE, SUITE NEW YORK, NY 10016	2220	DIRECTOR 2.00	0.	0.	0.
ELIZABETH B. ELSTON 99 PARK AVENUE, SUITE NEW YORK, NY 10016	2220	DIRECTOR 2.00	0.	0.	0.
JESSE W. SMITH 99 PARK AVENUE, SUITE NEW YORK, NY 10016	2220	DIRECTOR 2.00	0.	0.	0.
FRANCES G. BEINECKE 99 PARK AVENUE, SUITE NEW YORK, NY 10016	2220	DIRECTOR 2.00	0.	0.	0.

THE PROSPECT HILL FOUNDATION,	INC.		13-6	075567
MARY B.ELSTON 99 PARK AVENUE, SUITE 2220 NEW YORK, NY 10016	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE	6, PART VIII	0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D

STATEMENT

8

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

212-370-1144

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

APPLICATIONS FOR GRANTS MAY BE SUBMITTED AT ANY TIME.

RESTRICTIONS AND LIMITATIONS ON AWARDS

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