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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation RICHARD AND LOAN HILL FAMILY FOUNDATION		A Employer identification number 32-0452438
Number and street (or P O box number if mail is not delivered to street address) C/O ML-FOS, PO BOX 1560		B Telephone number (see instructions) (212) 382-8621
City or town, state or province, country, and ZIP or foreign postal code PENNINGTON, NJ 08534		C If exemption application is pending, check here. <input type="checkbox"/> D 1. Foreign organizations, check here. <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
Check all that apply	<input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	
Check type of organization:	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	
Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 8,569,738.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		23,935.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments.		14.	14.		ATCH 1
4 Dividends and interest from securities		219,049.	219,049.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-293,394.			
b Gross sales price for all assets on line 6a		4,237,201.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain.					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 3		5,093.			
12 Total. Add lines 1 through 11		-45,303.	219,063.		
13 Compensation of officers, directors, trustees, etc.		0.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)		1,397.			
b Accounting fees (attach schedule) ATCH 4		21,898.	360.		
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) [5]		7,521.	621.		
19 Depreciation (attach schedule) and depletion		428.			
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6		13,457.	12,453.		
24 Total operating and administrative expenses. Add lines 13 through 23.		44,701.	13,434.		
25 Contributions, gifts, grants paid		660,000.			660,000.
26 Total expenses and disbursements. Add lines 24 and 25		704,701.	13,434.	0.	660,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-750,004.			
b Net investment income (if negative, enter -0-)			205,629.		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments			537,374.	537,374.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7			6,488,331.	8,028,118.
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶ ATCH 8)			4,246.	4,246.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			7,029,951.	8,569,738.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds			7,029,951.	
	30	Total net assets or fund balances (see instructions)			0.	7,029,951.
	31	Total liabilities and net assets/fund balances (see instructions)			0.	7,029,951.

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	
2	Enter amount from Part I, line 27a	2	-750,004.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	7,779,955.
4	Add lines 1, 2, and 3	4	7,029,951.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,029,951.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-293,394.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	200,000.	6,891,515.	0.029021
2013	1,917,592.	7,902,189.	0.242666
2012	102,684.	3,017,470.	0.034030
2011	76,418.	1,674,607.	0.045633
2010		1,371,667.	
2 Total of line 1, column (d)			2 0.351350
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.070270
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 9,218,216.
5 Multiply line 4 by line 3			5 647,764.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,056.
7 Add lines 5 and 6			7 649,820.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 660,000.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	2,056.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	2,056.
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	2,056.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	52.	
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	2,892.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> 2,892. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NV, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ RICHARD S. HILL Telephone no ▶ 212-382-8621 Located at ▶ 1 HUGHES CENTER DRIVE, UNIT #1604 LAS VEGAS, NV ZIP+4 ▶ 89169			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ and enter the amount of tax-exempt interest received or accrued during the year. ▶ 15			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶	1b	
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2015 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 2015)	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 2015?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ 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?

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?

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,258,876.
b	Average of monthly cash balances	1b	95,259.
c	Fair market value of all other assets (see instructions).	1c	4,460.
d	Total (add lines 1a, b, and c)	1d	9,358,595.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,358,595.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	140,379.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,218,216.
6	Minimum investment return. Enter 5% of line 5	6	460,911.

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	460,911.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,056.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,056.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	458,855.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	458,855.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	458,855.

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	660,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	660,000.
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 (see instructions)	5	2,056.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	657,944.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				458,855.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013	1,335,712.			
e From 2014				
f Total of lines 3a through e	1,335,712.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ <u>660,000.</u>				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount.				458,855.
e Remaining amount distributed out of corpus.	201,145.			
5 Excess distributions carryover applied to 2015. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,536,857.			
b Prior years' undistributed income. Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016.				
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)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	1,536,857.			
10 Analysis of line 9.				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013	1,335,712.			
d Excess from 2014				
e Excess from 2015	201,145.			

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

NOT APPLICABLE

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 2015, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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)(ii)					
(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))

RICHARD S. HILL

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

N/A

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**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 11				
Total			▶ 3a	660,000.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .			14	14.		
4 Dividends and interest from securities			14	219,049.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property. .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	-293,394.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory. .						
11 Other revenue. a _____						
b ATCH 12 _____				5,093.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				-69,238.		
13 Total. Add line 12, columns (b), (d), and (e) .						

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

[illegible]

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

2015

Name of the organization

RICHARD AND LOAN HILL FAMILY FOUNDATION

Employer identification number

32-0452438

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 **RICHARD AND LOAN HILL FAMILY FOUNDATION**Employer identification number
32-0452438**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	RICHARD S. HILL 1 HUGHES CENTER DRIVE #1604 LAS VAGAS, NV 89169	\$ 23,935.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **RICHARD AND LOAN HILL FAMILY FOUNDATION**

Employer identification number

32-0452438

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization **RICHARD AND LOAN HILL FAMILY FOUNDATION**

Employer identification number

32-0452438

Part III **Exclusively** religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ► \$ _____

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

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					18,980.	
536,917.		ML #3576(OLD EIN) SEE ATTACHED 532,972.					VARIOUS 7,963.	VARIOUS
118,295.		ML #3576 (OLD EIN) SEE ATTACHED 103,122.					VARIOUS 16,754.	VARIOUS
225,800.		ML #3716 (NEW EIN) SEE ATTACHED 200,000.					04/24/2014 25,800.	06/26/2015
82,865.		ML #3717(NEW EIN) SEE ATTACHED 96,850.					VARIOUS -13,985.	VARIOUS
377,992.		ML #3717 (NEW EIN) SEE ATTACHED 535,840.					VARIOUS -157,848.	VARIOUS
100,380.		ML #3718(NEW EIN) SEE ATTACHED 105,721.					VARIOUS -5,341.	VARIOUS
564,246.		ML #3718 (NEW EIN) SEE ATTACHED 630,282.					VARIOUS -66,036.	VARIOUS
471,780.		ML #3719(NEW EIN) SEE ATTACHED 552,426.					VARIOUS -75,256.	VARIOUS
98,971.		ML #3719 (NEW EIN) SEE ATTACHED 108,799.					VARIOUS -9,579.	VARIOUS
3.		ML #3719(NEW EIN) - CASH IN LIEU					3.	07/08/2015
947,049.		VANGUARD(OLD EIN) SEE ATTACHED 834,439.					VARIOUS 112,610.	VARIOUS
23,825.		VANGUARD (OLD EIN) FERRELLGAS PARTNERS L 28,776.					-4,951.	03/20/2015

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,760.		VANGUARD - ADD'L GAIN ON FERRELLGAS LP D					3,760.	03/20/2015
630,189.		VANGUARD (NEW EIN) SEE ATTACHED 718,820.					VARIOUS -88,631.	VARIOUS
36,149.		VANGUARD (NEW EIN) SEE ATTACHED 93,786.					11/26/2014 -57,637.	12/15/2015
TOTAL GAIN (LOSS)					<u>-293,394.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH #3319 (OLD EIN)	1.	1.
MERRILL LYNCH #3576 (OLD EIN)	2.	2.
MERRILL LYNCH #3577 (OLD EIN)	1.	1.
MERRILL LYNCH #3692 (OLD EIN)	1.	1.
MERRILL LYNCH #3716 (NEW EIN)	3.	3.
MERRILL LYNCH #3717 (NEW EIN)	2.	2.
MERRILL LYNCH #3718 (NEW EIN)	1.	1.
MERRILL LYNCH #3719 (NEW EIN)	2.	2.
INTEREST FROM PARTNERSHIP	1.	1.
TOTAL	<u>14.</u>	<u>14.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH #3319 (OLD EIN)	1,080.	1,080.
MERRILL LYNCH #3576 (OLD EIN)	8,120.	8,120.
MERRILL LYNCH #3692 (OLD EIN)	11,117.	11,117.
MERRILL LYNCH #3716 (NEW EIN)	3,240.	3,240.
MERRILL LYNCH #3717 (NEW EIN)	36,251.	36,251.
MERRILL LYNCH #3718 (NEW EIN)	4,399.	4,399.
MERRILL LYNCH #3719 (NEW EIN)	19,153.	19,153.
VANGUARD (OLD EIN)	105,620.	105,620.
VANGUARD (NEW EIN)	30,069.	30,069.
TOTAL	<u>219,049.</u>	<u>219,049.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
TAX EXEMPT DIVIDEND	185.
NON-TAXABLE BOOK INCOME	4,900.
NONDIVIDEND DISTRIBUTION	8.
TOTALS	<u>5,093.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION FEES	4,000.			
FINANCIAL STATEMENT AUDIT FEES	17,538.			
BOOKKEEPING FEES	360.	360.		
TOTALS	<u>21,898.</u>	<u>360.</u>		

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	621.	621.
FEDERAL EXCISE TAX	6,900.	
TOTALS	<u>7,521.</u>	<u>621.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	11,824.	11,824.
CA FILING FEES	150.	
IRS APPLICATION FEE	850.	
PARTNERSHIP EXPENSES	629.	629.
NONDEDUCTIBLE EXPENSES	3.	
CHARITABLE CONTRIBUTION (K-1)	1.	
TOTALS	13,457.	12,453.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MERRILL LYNCH - STOCKS	1,171,524.	1,111,904.
MERRILL LYNCH - MUTUAL FUNDS	67,309.	66,555.
VANGUARD	5,249,498.	6,849,659.
TOTALS	<u>6,488,331.</u>	<u>8,028,118.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ORGANIZATION COSTS	4,246.	4,246.
TOTALS	<u>4,246.</u>	<u>4,246.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ASSETS TRANSFERRED DUE TO FOUNDATION
MERGER

7,779,955.

TOTAL

7,779,955.

RICHARD AND LOAN HILL FAMILY FOUNDATION

32-0452438

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

ATTACHMENT 10

CONTRIBUTIONS
TO EMPLOYEE
BENEFIT PLANS

EXPENSE ACCT
AND OTHER
ALLOWANCES

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

COMPENSATION

RICHARD S. HILL
1 HUGHES CENTER DRIVE
#1604
LAS VEGAS, NV 89169

PRESIDENT
1.00

0.

0.

0.

LOAN HILL
1 HUGHES CENTER DRIVE
#1604
LAS VEGAS, NV 89169

SECRETARY
1.00

0.

0.

0.

DAVID HILL
1930 SE RISLEY
OAK GROVE, OR 97267

DIRECTOR
1.00

0.

0.

0.

RICHARD E. HILL
24870 SW MOUNTAIN ROAD
WEST LINN, OR 97068

DIRECTOR
1.00

0.

0.

0.

CAROLINE C. HILL
815 COUNTRY COMMONS
LAKE OSWEGO, OR 97034

DIRECTOR
1.00

0.

0.

0.

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

ATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ANTHONY TRAN 1 HUGHES CENTER DRIVE #1604 LAS VEGAS, NV 89169	DIRECTOR 1.00	0.	0.	0.
		0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF ILLINOIS FOUNDATION 1305 WEST GREEN STREET URBANA, IL 61801	NONE PC	EDUCATION	500,000.
NATIVITY SCHOOL 944 WEST 56TH STREET LOS ANGELES, CA 90037	NONE PC	EDUCATION	150,000.
OHSU FOUNDATION 1121 S.W. SALMON STREET SUITE 100 PORTLAND, OR 97205	NONE PC	EDUCATION	10,000.
			TOTAL CONTRIBUTIONS PAID
			660,000.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
TAX-EXEMPT DIVIDEND			14	185.	
NON-TAXABLE BOOK INCOME			14	4,900.	
NONDIVIDEND DISTRIBUTION			14	8.	
TOTALS				5,093.	

DEPRECIATION

[illegible]

Listed Property

Assets		Liabilities		Equity		Total	
Assets	Liabilities	Equity	Total	Assets	Liabilities	Equity	Total
Less Retired Assets							
Subtotals							
TOTALS							

AMORTIZATION

[illegible]

***Assets Retired**

JSA
5X9024 1 000

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HILLEDNNEW

AGREEMENT OF MERGER

OF

**RICHARD AND LOAN HILL FAMILY FOUNDATION,
A CALIFORNIA NONPROFIT CORPORATION**

AND

**RICHARD AND LOAN HILL FAMILY FOUNDATION,
A NEVADA NONPROFIT CORPORATION**

This Agreement of Merger, dated as of April 5, 2015 ("Merger Agreement"), is made and entered into by Richard and Loan Hill Family Foundation, a California nonprofit corporation ("HILL CA"), and Richard and Loan Hill Family Foundation, a Nevada nonprofit corporation (being herein referred to as "HILL NV" or "Surviving Corporation"). HILL CA and HILL NV being herein collectively referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, HILL CA is a nonprofit public benefit corporation organized, existing under, and governed by the laws of the State of California having its principal executive offices at 1 Hughes Center Drive, #1604, Las Vegas, Nevada 89169.

WHEREAS, HILL NV is a nonprofit corporation organized, existing under, and governed by the laws of the State of Nevada having its principal executive offices at 1 Hughes Center Drive, #1604, Las Vegas, Nevada 89169; and

WHEREAS, the Boards of Trustees of the respective Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that HILL CA be acquired by HILL NV through a merger of HILL CA with and into HILL NV (the "Merger").

NOW, THEREFORE, the Constituent Corporations hereby agree as follows:

ARTICLE 1

The Constituent Corporations

1.1 HILL CA.

(a) HILL CA was incorporated under the laws of the State of California on December 9, 2010.

(b) HILL CA is a nonprofit public benefit corporation.

1.2 HILL NV.

(a) HILL NV was incorporated under the laws of the State of Nevada on November 5, 2014.

(b) HILL NV is a nonprofit corporation.

ARTICLE 2

The Merger

2.1 Effective Time of the Merger.

(a) This Merger Agreement, along with certificates meeting the requirements of Section 1103 of the California General Corporation Law (the "CGCL"), shall be filed with the Secretary of State of the State of California and Articles of Merger meeting the requirements of Section 92A.200 of the Nevada Revised Statutes (the "NRS") shall be filed with the Nevada Secretary of State. Pursuant to Section 6010 of the CGCL, a copy of this agreement, any amendments thereto, the above required certificates, the Articles of Incorporation for HILL CA and HILL NV and any other documentation required by Section 6010 or any regulations promulgated by the Attorney General of the State of California (the "Attorney General") related to Section 6010 of the CGCL, shall be sent to the appropriate office of the Attorney General of the State of California via certified, return receipt mail. The Merger shall become effective thirty (30) days after making the required notice to the Attorney General (the "Effective Time").

(b) At the Effective Time, HILL CA shall be merged into HILL NV and the separate corporate existence of HILL CA shall thereupon cease. HILL NV shall be the surviving corporation in the Merger, and the separate corporate existence of HILL NV, with all its purposes, objects, rights, privileges, powers, immunities and franchises, shall continue unaffected and unimpaired by the Merger.

2.2 Surviving Corporation.

(a) The Surviving Corporation shall succeed to all of the rights, privileges, powers, immunities and franchises of HILL CA, all of the properties and assets of HILL CA and all of the debts, choices in action and other interests due or belonging to HILL CA and shall be subject to, and responsible for, all of the debts, liabilities and obligations of HILL CA with the effect set forth in the CGCL and NRS.

(b) If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, properties or assets of HILL CA acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or to otherwise carry out this Merger Agreement, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver, in the name and on behalf of the Constituent Corporations

or otherwise, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of the Constituent Corporations or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or otherwise to carry out this Merger Agreement.

ARTICLE 3

Articles of Incorporation, Bylaws, Trustees And Officers Of The Surviving Corporation

3.1 Articles. The Articles of Incorporation of HILL NV in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until amended as provided by law.

3.2 Bylaws. The Bylaws of HILL NV in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until amended as provided by law.

3.3 Trustees and Officers. The Trustees and officers of HILL NV shall be the Trustees and officers of the Surviving Corporation at and after the Effective Time, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE 4

Termination and Amendment

4.1 Notwithstanding the approval of this Merger Agreement by the officers of HILL NV and the officers of HILL CA, this Merger Agreement may be terminated at any time prior to the Effective Time of the Merger by mutual agreement of the Boards of Trustees of HILL NV and HILL CA.

4.2 In the event of the termination of this Merger Agreement as provided above, this Merger Agreement shall forthwith become void and there shall be no liability on the part of either HILL NV or HILL CA or their respective officers or directors/trustees.

4.3 This Merger Agreement may be amended by the parties hereto any time before or after approval hereof by the respective Boards of Trustees of HILL NV and HILL CA or by their respective officers duly authorized by such Boards of Trustees by an appropriate written instrument executed at any time prior to the Effective Time.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have duly executed this Merger Agreement as of the date first written above. This Merger Agreement may be executed in counterparts, each of which will be deemed an original and all of which, when taken together, shall constitute one and the same document.

**Richard and Loan Hill Family
Foundation, a California nonprofit
corporation**

Richard S. Hill
By: Richard S. Hill
Its: President

Loan Hill
By: Loan Hill
Its: Secretary

**Richard and Loan Hill Family
a Nevada nonprofit corporation**

Richard S. Hill
By: Richard S. Hill
Its: President

Loan Hill
By: Loan Hill
Its: Secretary

OFFICERS' CERTIFICATE

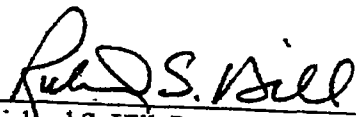
OF

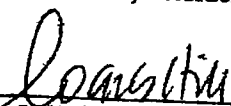
**RICHARD AND LOAN HILL FAMILY FOUNDATION,
A NEVADA NONPROFIT CORPORATION
(Surviving Corporation)**

Richard S. Hill and Loan Hill certify that:

1. They are the President and Secretary, respectively, of Richard and Loan Hill Family Foundation, a Nevada nonprofit corporation (the "Hill NV").
2. The Agreement of Merger in the form attached hereto was duly approved by the Hill NV's Board of Trustees.

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct of their own knowledge. Executed as if the 5th day of April, 2015.


Richard S. Hill, President


Loan Hill, Secretary

OFFICERS' CERTIFICATE

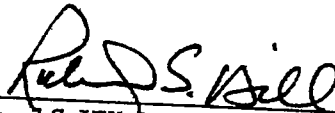
OF

**RICHARD AND LOAN HILL FAMILY FOUNDATION,
A CALIFORNIA NONPROFIT CORPORATION
(Disappearing Corporation)**

Richard S. Hill and Loan Hill certify that:

1. They are the President and Secretary, respectively, of Richard and Loan Hill Family Foundation, a California nonprofit corporation (the "Hill CA").
2. The Agreement of Merger in the form attached hereto was duly approved by the Hill CA's Board of Directors.

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct of their own knowledge. Executed as if the 5th day of April, 2015.



Richard S. Hill, President



Loan Hill, Secretary

UNANIMOUS WRITTEN CONSENT OF DIRECTORS

OF

RICHARD AND LOAN HILL FAMILY FOUNDATION
a Nevada nonprofit corporation

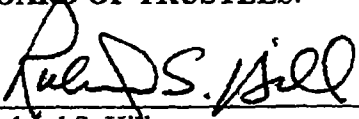
The undersigned, being all of the Trustees of the Richard and Loan Hill Family Foundation, a Nevada nonprofit corporation (the "Corporation"), do hereby consent in accordance with Nevada Revised States 78.315, to the adoption of the following resolutions effective as of April 5, 2015.


RESOLVED: That the members of the Board of Trustees of the Corporation find it to be in the best interests of the Corporation that the Richard and Loan Hill Family Foundation, a California nonprofit corporation, be merged into the Richard and Loan Hill Family Foundation, a Nevada nonprofit corporation.

FURTHER RESOLVED: That the Agreement and Plan of Merger, in the form of **Exhibit A** attached hereto and incorporated herein by this reference, is hereby adopted and approved.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Trustees.

BOARD OF TRUSTEES:

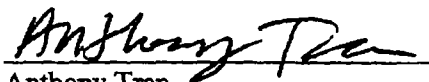

Richard S. Hill


Loan Hill

David Hill

Richard E. Hill

Caroline C. Hill


Anthony Tran

UNANIMOUS WRITTEN CONSENT OF DIRECTORS

OF

RICHARD AND LOAN HILL FAMILY FOUNDATION

a Nevada nonprofit corporation

The undersigned, being all of the Trustees of the Richard and Loan Hill Family Foundation, a Nevada nonprofit corporation (the "Corporation"), do hereby consent in accordance with Nevada Revised Statutes 78.315, to the adoption of the following resolutions effective as of April 5, 2015.

RESOLVED: That the members of the Board of Trustees of the Corporation find it to be in the best interests of the Corporation that the Richard and Loan Hill Family Foundation, a California nonprofit corporation, be merged into the Richard and Loan Hill Family Foundation, a Nevada nonprofit corporation.

FURTHER RESOLVED: That the Agreement and Plan of Merger, in the form of **Exhibit A** attached hereto and incorporated herein by this reference, is hereby adopted and approved.


IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Trustees.

BOARD OF TRUSTEES:

Richard S. Hill



David Hill



Caroline C. Hill

Loan Hill



Richard E. Hill

Anthony Tran

UNANIMOUS WRITTEN CONSENT OF DIRECTORS

OF

RICHARD AND LOAN HILL FAMILY FOUNDATION
a California nonprofit corporation

The undersigned, being all of the Directors of the Richard and Loan Hill Family Foundation, a California nonprofit corporation (the "Corporation"), do hereby consent in accordance with California Corporations Code 307(b), to the adoption of the following resolutions effective as of April 5, 2015.

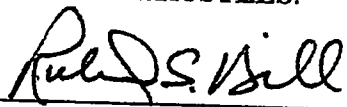
RESOLVED: That the members of the Board of Directors of the Corporation find it to be in the best interests of the Corporation that the Richard and Loan Hill Family Foundation, a California nonprofit corporation, be merged into the Richard and Loan Hill Family Foundation, a Nevada nonprofit corporation.


FURTHER RESOLVED: That the Agreement and Plan of Merger, in the form of **Exhibit A** attached hereto and incorporated herein by this reference, is hereby adopted and approved.

FURTHER RESOLVED: That upon written approval by the California Attorney's General's Office pursuant to California Code 6010, the President of the Corporation is authorized and directed to execute the Agreement and Plan of Merger.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Directors.

BOARD OF TRUSTEES:

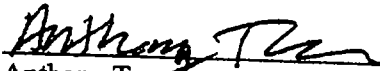

Richard S. Hill


Loan Hill

David Hill

Richard E. Hill

Caroline C. Hill


Anthony Tran

UNANIMOUS WRITTEN CONSENT OF DIRECTORS

OF

RICHARD AND LOAN HILL FAMILY FOUNDATION
a California nonprofit corporation

The undersigned, being all of the Directors of the Richard and Loan Hill Family Foundation, a California nonprofit corporation (the "Corporation"), do hereby consent in accordance with California Corporations Code 307(b), to the adoption of the following resolutions effective as of April 5, 2015.

RESOLVED: That the members of the Board of Directors of the Corporation find it to be in the best interests of the Corporation that the Richard and Loan Hill Family Foundation, a California nonprofit corporation, be merged into the Richard and Loan Hill Family Foundation, a Nevada nonprofit corporation.

FURTHER RESOLVED: That the Agreement and Plan of Merger, in the form of Exhibit A attached hereto and incorporated herein by this reference, is hereby adopted and approved.

FURTHER RESOLVED: That upon written approval by the California Attorney's General's Office pursuant to California Code 6010, the President of the Corporation is authorized and directed to execute the Agreement and Plan of Merger.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Directors.

BOARD OF TRUSTEES:

Richard S. Hill

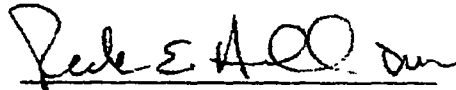


David Hill



Caroline C. Hill

Loan Hill



Richard E. Hill

Anthony Tran