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

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2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending

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

A Employer identification number
13-2560546

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

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 122,853,927.

J Accounting method: ☒ Cash ☐ Accrual
☐ 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)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	2,321,651.	2,321,651.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,420,971.			
b Gross sales price for all assets on line 6a	1,420,971.			
7 Capital gain net income (from Part IV, line 2)		1,420,971.		
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)				
SEE STATEMENT 1	95,525.	95,525.		
12 Total. Add lines 1 through 11	3,838,147.	3,838,147.	0.	
13 Compensation of officers, directors, trustees, etc	543,250.	142,663.		400,587.
14 Other employee salaries and wages	107,720.			107,720.
15 Pension plans, employee benefits	88,519.	27,350.		61,169.
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 2	57,500.	11,500.		46,000.
c Other professional fees (attach sch) SEE ST 3	824,120.	653,920.		170,200.
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 4	138,623.	78,674.		21,260.
19 Depreciation (attach schedule) and depletion	8,897.	8,897.		
20 Occupancy	101,287.	15,193.		86,094.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
SEE STATEMENT 5	150,270.	25,057.		125,213.
24 Total operating and administrative expenses. Add lines 13 through 23	2,020,186.	963,254.		1,018,243.
25 Contributions, gifts, grants paid PART XV	1,389,198.			1,389,198.
26 Total expenses and disbursements. Add lines 24 and 25	3,409,384.	963,254.	0.	2,407,441.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	428,763.			
b Net investment income (if negative, enter -0-)		2,874,893.		
c Adjusted net income (if negative, enter -0-)			0.	

SCANNED NOV 27 2017

ADMINISTRATIVE AND OPERATING EXPENSES

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		312,662.	282,386.	282,386.
	2	Savings and temporary cash investments		6,807,236.	4,711,193.	4,711,193.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		113,770.	156,640.	
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)		22,310,182.	20,793,820.	22,807,362.
	c	Investments — corporate bonds (attach schedule)		10,869,027.	12,965,871.	12,997,293.
	LIABILITIES	11	Investments — land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments — mortgage loans				
13		Investments — other (attach schedule)		43,522,200.	45,050,360.	53,383,242.
14		Land, buildings, and equipment basis	15,811.			
		Less: accumulated depreciation (attach schedule)	SEE STMT 6	23,785.	15,811.	15,811.
15		Other assets (describe SEE STATEMENT 7)		17,373,329.	17,260,900.	28,500,000.
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		101,218,421.	101,194,111.	122,853,927.
17		Accounts payable and accrued expenses				
18		Grants payable				
NET ASSETS OR FUND BALANCES	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe SEE STATEMENT 8)		88,300.	88,520.	
	23	Total liabilities (add lines 17 through 22)		88,300.	88,520.	
FOUNDATIONS THAT FOLLOW SFAS 117, CHECK HERE AND COMPLETE LINES 24 THROUGH 26 AND LINES 30 AND 31.	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		101,130,121.	101,105,591.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		101,130,121.	101,105,591.	
31	Total liabilities and net assets/fund balances (see instructions)		101,218,421.	101,194,111.		

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	101,130,121.
2	Enter amount from Part I, line 27a	2	428,763.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	101,558,884.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 9	5	453,293.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	101,105,591.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,420,971.			1,420,971.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,420,971.
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	1,420,971.
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.

(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))
2015	5,715,996.	96,687,185.	0.059118
2014	3,973,231.	98,477,458.	0.040347
2013	2,899,464.	97,578,141.	0.029714
2012	3,196,281.	85,733,706.	0.037281
2011	2,528,396.	87,766,438.	0.028808

2 Total of line 1, column (d)	2	0.195268
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	0.039054
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	91,141,245.
5 Multiply line 4 by line 3	5	3,559,430.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28,749.
7 Add lines 5 and 6	7	3,588,179.
8 Enter qualifying distributions from Part XII, line 4	8	2,407,441.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b		1	57,498.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	57,498.
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	57,498.
6 Credits/Payments.			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6a	147,162.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	147,162.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	89,664.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax	11	0.	
		89,664.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11	Yes	No
				X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.RAHF.ORG</u>	13	X	
14	The books are in care of <u>DORI JAFFE</u> Telephone no. <u>(212) 265-3115</u> Located at <u>200 PARK AVENUE SO. NEW YORK NY</u> ZIP + 4 <u>10003</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2016, 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 <u></u>	16		X

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

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

1 a	During the year did the foundation (either directly or indirectly):		Yes	No
(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 checked="" type="checkbox"/> Yes <input 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 <u></u>		1 b	X
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 2016?		1 c	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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.)		2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>			
3 a	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 2016 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 2016.)		3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a	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 2016?		4 b	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

☐

5 b N/A

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

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

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

If 'Yes' to 6b, file Form 8870

6 b X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		543,250.	86,000.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
DAVIS, WARD & HOCHMAN LLP 150 E 58 STREET NEW YORK, NY 10155	AUDIT AND TAX ACCTNG	57,500.
OFFIT CAPITAL ADVISERS 485 LEXINGTON AVENUE NEW YORK, NY 10017	INVESTMENT ADVISORY	294,892.
MORGAN STANLEY 399 PARK AVE. NEW YORK, NY 10022	INVESTMENT ADVISORY	235,841.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE STATEMENT 11	
	373,342.
2 SEE STATEMENT 12	
	251,360.
3 SEE STATEMENT 13	
	186,734.
4 PROMOTING THE ROLE OF THE ARTS IN ADVANCING THE HEALTH OF COMMUNITIES AND THE COMMON GOOD.	
	149,106.

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	91,755,728.
b	Average of monthly cash balances	1 b	601,004.
c	Fair market value of all other assets (see instructions)	1 c	172,451.
d	Total (add lines 1a, b, and c)	1 d	92,529,183.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	92,529,183.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,387,938.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	91,141,245.
6	Minimum investment return. Enter 5% of line 5	6	4,557,062.

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

1	Minimum investment return from Part X, line 6	1	4,557,062.
2a	Tax on investment income for 2016 from Part VI, line 5	2 a	57,498.
b	Income tax for 2016 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	57,498.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,499,564.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,499,564.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,499,564.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	2,407,441.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,407,441.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,407,441.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				4,499,564.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2016.				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015	968,951.			
f Total of lines 3a through e	968,951.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 2,407,441.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2016 distributable amount				2,407,441.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	968,951.			968,951.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				1,123,172.
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 2011 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

BAA

Form 990-PF (2016)

N/A

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

- (4) Gross investment income

[illegible]

1 Information Regarding Foundation Managers:

- NONE

- NONE

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i> SEE STATEMENT 14				
Total			3 a	1,389,198.
<i>b Approved for future payment</i>				
Total			3 b	

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) Exclu- sion 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					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate			14	2,321,651.	
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			14	95,525.	
8	Gain or (loss) from sales of assets other than inventory			18	1,420,971.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				3,838,147.	
13	Total. Add line 12, columns (b), (d), and (e)					3,838,147.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

THE RITA AND ALEX HILLMAN FOUNDATION

13-2560546

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME			
TOTAL	\$ 95,525.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TOTAL	\$ 57,500.	\$ 11,500.	\$ 0.	\$ 46,000.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CURATORIAL SERVICES	\$ 39,400.			\$ 39,400.
GRANT PROGRAM CONSULTING	121,450.			121,450.
INVESTMENT ADVISORY FEES	653,920.	\$ 653,920.		
OTHER FEES	9,350.			9,350.
TOTAL	\$ 824,120.	\$ 653,920.	\$ 0.	\$ 170,200.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	\$ 38,689.			
FOREIGN TAX WITHHELD	69,122.	\$ 69,122.		
PAYROLL TAXES	30,812.	9,552.		\$ 21,260.
TOTAL	\$ 138,623.	\$ 78,674.	\$ 0.	\$ 21,260.

THE RITA AND ALEX HILLMAN FOUNDATION

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	\$ 79,470.	\$ 21,457.		\$ 58,013.
MISCELLANEOUS	19,944.	2,992.		16,952.
OFFICE EXPENSE	4,052.	608.		3,444.
STAFF EDUCATION	46,804.			46,804.
TOTAL	<u>\$ 150,270.</u>	<u>\$ 25,057.</u>	<u>\$ 0.</u>	<u>\$ 125,213.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	\$ 15,811.	\$ 0.	\$ 15,811.	\$ 15,811.
TOTAL	<u>\$ 15,811.</u>	<u>\$ 0.</u>	<u>\$ 15,811.</u>	<u>\$ 15,811.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ARTWORK EXHIBITED	\$ 17,260,900.	\$ 28,500,000.
TOTAL	<u>\$ 17,260,900.</u>	<u>\$ 28,500,000.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

RETIREMENT PLAN OBLIGATION	\$ 88,520.
TOTAL	<u>\$ 88,520.</u>

STATEMENT 9
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

ADJUSTMENTS NOT REFLECTED IN PARTNERSHIP COST BASIS	\$ 453,293.
TOTAL	<u>\$ 453,293.</u>

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STATEMENT 10
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
LIZANNE FONTAINE 91 COLUMBIA HEIGHTS BROOKLYN, NY 11201	DIRECTOR 1.00	\$ 0.	\$ 0.	0.
AHRIN MISHAN 200 PARK AVENUE SO. STE.1705 NEW YORK, NY 10003	VP/SEC/EX DIR 40.00	378,250.	53,000.	0.
DORI JAFFE 200 PARK AVENUE SO. STE. 1705 NEW YORK,, NY 10003	ASST TR & SECT 40.00	165,000.	33,000.	0.
PAUL GARFINKLE 2001 SO E SAILFISH PT BLVD STUART, FL 34996	DIRECTOR 1.00	0.	0.	0.
HENRY CHRISTENSEN III MC DERMOTT ET AL 340 MADISN AV NEW YORK, NY 10173	PRESIDENT/TREAS 1.00	0.	0.	0.
RAYMOND J. MCGUIRE 388 GREENWICH ST - 39 FLOOR NEW YORK, NY 10013	DIRECTOR 1.00	0.	0.	0.
ADAM E. MAX 399 PARK AVENUE NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
DR. JENNIFER MIERES 1725 YORK AVE. NEW YORK, NY 10128	DIRECTOR 1.00	0.	0.	0.
MEGAN MONAHAN 1201 HUDSON ST. HOBOKEN, NJ 07030	DIRECTOR 1.00	0.	0.	0.
TOTAL		\$ 543,250.	\$ 86,000.	\$ 0.

STATEMENT 11
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
THE HILLMAN SCHOLARS PROGRAM IN NURSING INNOVATION IS DESIGNED TO PRODUCE NURSE RESEARCHERS WHO WILL LEAD THE DESIGN OF AN IMPROVED HEALTH CARE SYSTEM. THE PROGRAM INCORPORATES INTERDISCIPLINARY COURSE WORK, STRONG FACULTY MENTORSHIP, COLLABORATION WITH ESTABLISHED RESEARCH TEAMS AND ONGOING EXPOSURE TO CLINICAL PRACTICE.	\$ 373,342.

THE RITA AND ALEX HILLMAN FOUNDATION

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STATEMENT 12
FORM 990-PF, PART IX-A, LINE 2
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

<u>DIRECT CHARITABLE ACTIVITIES</u>	<u>EXPENSES</u>
THE HILLMAN INNOVATION IN CARE PROGRAM, LAUNCHED IN 2014, ADVANCES LEADING EDGE, NURSING DRIVEN MODELS OF CARE OF VULNERABLE POPULATIONS AND OTHER GROUPS THAT ENCOUNTER BARRIERS TO ACCESSING HEALTH CARE SERVICES.	\$ 251,360.

STATEMENT 13
FORM 990-PF, PART IX-A, LINE 3
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

<u>DIRECT CHARITABLE ACTIVITIES</u>	<u>EXPENSES</u>
IN 2011 THE FOUNDATION BROADENED ITS GRANTMAKING PORTFOLIO TO INCLUDE THE DEVELOPMENT OF PROMISING RESEARCH AND THE PROMOTION OF PROVEN INNOVATIONS INTO PRACTICE AND POLICY. THESE GRANTS SEEK THE ADVANCEMENT OF NURSE GENERATED SOLUTIONS TO SOME OF THE MOST INTRACTABLE ILLS FACING HEALTHCARE.	\$ 186,734.

STATEMENT 14
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 FIFTH AVENUE, SUITE 2540 NEW YORK NY 10110	NONE	501(C)(3)	EDUCATION, ARTS,	\$ 25,000.
BROOKLYN ACADEMY OF MUSIC 30 LAFAYETTE AVE BROOKLYN NY 11217	NONE	501(C)(3)	EDUCATION, ARTS	189,327.
INTERNATIONAL CENTER FOR PHOTOGRAPHY 1114 AVENUE OF AMERICAS NEW YORK NY 10036	NONE	501(C)(3)	EDUCATION, ARTS	100,000.
NYU SCHOOL OF NURSING 726 BROADWAY, 10TH FLOOR NEW YORK NY 10003	NONE	501(C)(3)	NURSING EDUCATION	20,000.
UNIVERSITY OF PENN SCHOOL OF NURSING 418 CURIE BLVD., ROOM 430 PHILADELPHIA PA 19104	NONE	501(C)(3)	NURSING EDUCATION	10,000.

THE RITA AND ALEX HILLMAN FOUNDATION

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STATEMENT 14 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK NY 10028	NONE	501 (C) (3)	EDUCATION	\$ 20,000.
MUSEUM OF MODERN ART 11 WEST 53RD ST. NEW YORK NY 10019	NONE	501 (C) (3)	EDUCATION	6,000.
RIPE TIME 138 S OXFRD ST., SUITE 4D BROOKLYN NY 11217	NONE	501 (C) (3)	EDUCATION	5,000.
LINCOLN CENTER THEATRE 150 WEST 65TH STREET NEW YORK NY 10023	NONE	501 (C) (3)	EDUCATION	5,000.
AMERICAN ACADEMY OF NURSING 1000 NW VERMONT AVE., SUITE 910 WASHINGTON DC 20005	NONE	501 (C) (3)	EDUCATION	10,000.
MUSE FILM & TELEVISION 1 EAST 53RD ST., 10TH FLOOR NEW YORK NY 10022	NONE	501 (C) (3)	EDUCATION	10,000.
AMERICAN NURSES FOUNDATION 8515 GEORGIA AVENUE SIVER SPRING MD 20910	NONE	501 (C) (3)	EDUCATION	112,560.
NY INTL CHILDREN'S FILM FESTIVAL 225 BROADWAY NEW YORK NY 10007	NONE	501 (C) (3)	EDUCATION	2,000.
NLN FOUNDATION 2600 VIRGINIA AVE. NW, 8TH FL WASHINGTON DC 20037	NONE	501 (C) (3)	EDUCATION	10,000.
GRAND VALLEY STATE UNIVERSITY 426 AUDITORIUM ROAD EAST LANSING MI 48824	NONE	501 (C) (3)	EDUCATION	52,374.
THE SPENCE SCHOOL 22 E. 91 STREET NEW YORK NY 10128	NONE	501 (C) (3)	EDUCATION	10,000.
PROJECT ACCESS OF DURHAM COUNTY 407 CRUTCHFIELD ST. DURHAM NC 27704	NONE	501 (C) (3)	EDUCATION	199,662.

THE RITA AND ALEX HILLMAN FOUNDATION

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STATEMENT 14 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
NATONAL NURSING CENTERS CONSORTIUM 1500 MARKET ST. PHILADELPHIA PA 19102	NONE	501 (C) (3)	EDUCATION	\$ 200,000.
NURSE FAMILY PARTNERSHIP 1900 GRANT ST. DENVER CO 80203	NONE	501 (C) (3)	EDUCATION	-341,838.
COLLEGIATE SCHOOL 260 W 78 ST. NEW YORK NY 10024	NONE	501 (C) (3)	EDUCATION	10,000.
UNIVERSITY OF HARTFORD 200 BLOOMFIELD AVE. WEST HARTFORD CT 06117	NONE	501 (C) (3)	EDUCATION	15,000.
FIRST PRESBYTERIAN CHURCH ONE WEST PUTNAM AVE. GREENWICH CT 06830	NONE	501 (C) (3)	RELIGIOUS	1,500.
DUBLIN SCHOOL 18 LEHMANN WAY DUBLIN NH 03444	NONE	501 (C) (3)	EDUCATION	2,500.
ACADEMY HEALTH 1150 17 STREE NW WASHINGTON DC 20036	NONE	501 (C) (3)	HEALTH	500.
BRIDGES TO COMMUNITY 95 CROTON AVENUE OSSINING NY 10562	NONE	501 (C) (3)	HEALTH	10,000.
HUMANE SOCIETY OF WESTCHESTER 70 PORTMAN RD NEW ROCHELLE NY 10801	NONE	501 (C) (3)	GENERAL	10,000.
NORTHEASTERN UNIVERSITY 360 HUNTINGTON AVE. BOSTON MA 02115	NONE	501 (C) (3)	EDUCATION	10,000.
RED CROSS 2025 E STREET NW WASHINGTON DC 20006	NO INDIVIDUALS, PUBLIC	501 (C) (3)	GENERAL	500.
NORTHWELL HEALTH FDN. 2000 MARCUS AVENUE NEW HYDE PARK NY 10005	NONE	501 (C) (3)	HEALTH	5,000.

THE RITA AND ALEX HILLMAN FOUNDATION

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STATEMENT 14 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
KEEP A CHILD ALIVE FDN. 11 HANOVER SQ NEW YORK NY 10005	NONE	501 (C) (3)	HEALTH	\$ 5,000.
THE BROOKLYN HOSPITAL FDN. 121 DEKALB AVENUE BROOKLYN NY 11201	NONE	501 (C) (3)	HEALTH	5,000.
BRIC ARTS/MEDIA/BKLYN, INC 647 FULTON STREET BROOKLYN NY 11217	NONE	501 (C) (3)	GENERAL	5,000.
MARTIN MEMORIAL FDN. INC. 2135 SE OCEAN BLVD STUART FL 34996	NONE	501 (C) (3)	GENERAL	10,000.
AWARE FUND (FJC) 520 EIGHTH AVE. NEW YORK NY 10018	NONE	501 (C) (3)	GENERAL	10,000.
THE PEDDIE SCHOOL 210 SOUTH MAIN STREET HIGHTSTOWN NJ 08520	NONE	501 (C) (3)	EDUCATION	10,000.
DE LA SALLE ACADEMY 332 WEST 43RD STREET NEW YORK NY 10036	NONE	501 (C) (3)	EDUCATION	10,000.
SHARP HEALTH CARE FDN. 8695 SPECTRUM CENTER BLVD. SAN DIEGO CA 92123	NONE	501 (C) (3)	HEALTH	204,457.
UNIVERSITY OF HAWAII FDN. 2444 DOLE STREET HONOLULU HI 96822	NONE	501 (C) (3)	EDUCATION	50,000.
REGENTS UNIVERSITY OF CALIFORNIA 2450 48TH STREET SACRAMENTO CA 95817	NONE	501 (C) (3)	EDUCATION	192,343.
FOUR SEASONS COMPASSION FOR LIFE 571 S. ALLEN ROAD FLAT ROCK NC 28731	NONE	501 (C) (3)	GENERAL	177,313.

TOTAL \$ 1,389,198.