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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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No. 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: THE SANDY HILL FOUNDATION

A Employer identification number: 22-2668774

Number and street (or P O box number if mail is not delivered to street address): 330 SOUTH STREET, SUITE 4

Room/suite:

B Telephone number (see instructions): (973) 290-2333

City or town, state or province, country, and ZIP or foreign postal code: MORRISTOWN, NJ 07960

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: [X] 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, col. (c), line 16*) ▶ $ 27,798,279.

J Accounting method: [X] 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)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)	35,051.			
2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	6,439.	6,439.		ATCH 1
4	Dividends and interest from securities	296,517.	296,517.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	532,944.			
b	Gross sales price for all assets on line 6a 4,438,269.				
7	Capital gain net income (from Part IV, line 2)		584,665.		
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	-32,247.			
12	**Total.** Add lines 1 through 11	838,704.	887,621.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	5,299.	2,649.		2,650.
c	Other professional fees (attach schedule) [5]	55,960.	55,960.		
17	Interest ATCH 6	2.			
18	Taxes (attach schedule) (see instructions) [7]	20,015.	19,890.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 8	1,474.			1,474.
24	**Total operating and administrative expenses.** Add lines 13 through 23	82,750.	78,499.		4,124.
25	Contributions, gifts, grants paid	2,676,133.			2,676,133.
26	**Total expenses and disbursements.** Add lines 24 and 25	2,758,883.	78,499.	0.	2,680,257.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-1,920,179.			
b	**Net investment income** (if negative, enter -0-)		809,122.		
c	**Adjusted net income** (if negative, enter -0-)				

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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	52,173.		
	2	Savings and temporary cash investments	382,947.	512,933.	512,933.
	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 9	19,561,714.	18,871,476.	18,871,476.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	8,984,071.	8,413,812.	8,413,812.
	14	Land, buildings, and equipment basis ▶ 777.			
		Less accumulated depreciation (attach schedule) ▶ 777.			
	15	Other assets (describe ▶ ATCH 11)	12.	58.	58.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	28,980,917.	27,798,279.	27,798,279.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (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 ▶ ☐ 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			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	28,980,917.	27,798,279.	
	30	**Total net assets or fund balances** (see instructions)	28,980,917.	27,798,279.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	28,980,917.	27,798,279.	

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	28,980,917.
2	Enter amount from Part I, line 27a	2	-1,920,179.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	737,541.
4	Add lines 1, 2, and 3	4	27,798,279.
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	27,798,279.

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)
1 a	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	584,665.
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))
2015	4,106,795.	32,444,562.	0.126579
2014	5,489,912.	36,535,958.	0.150261
2013	1,979,873.	37,971,564.	0.052141
2012	1,405,412.	34,693,629.	0.040509
2011	1,852,418.	35,544,256.	0.052116

2	**Total** of line 1, column (d)	2	0.421606
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	0.084321
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	28,357,847.
5	Multiply line 4 by line 3	5	2,391,162.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,091.
7	Add lines 5 and 6	7	2,399,253.
8	Enter qualifying distributions from Part XII, line 4	8	2,680,257.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	8,091.
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	8,091.
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	8,091.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 24,192.		
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	29,192.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	21,101.
11	Enter the amount of line 10 to be. **Credited to 2017 estimated tax** ▶ 21,101. **Refunded** ▶	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?	1a		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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE,NJ,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE SANDY HILL FOUNDATION Telephone no ▶ 973-290-2333

Located at ▶ 330 SOUTH ST-SUITE 4 MORRISTOWN, NJ ZIP+4 ▶ 07960

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

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

		Line	Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		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 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 ▶ ____, ____, ____, ____	☐ Yes ☒ 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)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*		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 2016?		4b		X

Form **990-PF** (2016)

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

			Yes	No
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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . . ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**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 13		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. . . . . . ▶

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		0.
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 . . . . ▶	

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	19,757,364.
b	Average of monthly cash balances	1b	333,386.
c	Fair market value of all other assets (see instructions)	1c	8,698,942.
d	**Total** (add lines 1a, b, and c)	1d	28,789,692.
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	28,789,692.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	431,845.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,357,847.
6	**Minimum investment return.** Enter 5% of line 5	6	1,417,892.

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

1	Minimum investment return from Part X, line 6			1	1,417,892.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	8,091.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	8,091.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,409,801.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,409,801.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,409,801.

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	2,680,257.
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	2,680,257.
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	8,091.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,672,166.

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				1,409,801.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only				
b Total for prior years: 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016.				
a From 2011				
b From 2012				
c From 2013 38,459.				
d From 2014 3,720,144.				
e From 2015 2,489,153.				
f **Total** of lines 3a through e	6,247,756.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 2,680,257.				
a Applied to 2015, 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 2016 distributable amount				1,409,801.
e Remaining amount distributed out of corpus	1,270,456.			
5 Excess distributions carryover applied to 2016 (*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	7,518,212.			
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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				
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 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	7,518,212.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013 38,459.				
c Excess from 2014 3,720,144.				
d Excess from 2015 2,489,153.				
e Excess from 2016 1,270,456.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets. . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2))

FRANK E. WALSH JR.; MARY D. WALSH

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

FRANK E. WALSH JR.; MARY D. WALSH

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT 16		NC	GENERAL FUND	2,676,133.
Total . . . . . . ▶ **3a**				2,676,133.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

JSA
6E1491 1 000

Form **990-PF** (2016)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
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	6,439.	
4 Dividends and interest from securities			14	296,517.	
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	532,944.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a TAX REFUNDS			01		
b MISCELLANEOUS			01	-32,247.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				803,653.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 803,653.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ [signature] 10/30/17 ▶

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Allison P. Shipley	Allison P. Shipley	10/24/2017		P00289730
Firm's name ▶ PricewaterhouseCoopers LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 333 SE 2nd Avenue, Suite 3000 Miami, FL 33131			Phone no 305 375 6303	

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	# Schedule of Contributors ▶ 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 **2016**

Name of the organization	Employer identification number
THE SANDY HILL FOUNDATION	22-2668774

Organization type (check one)

Filers of: **Section:**

Form 990 or 990-EZ

☐ 501(c)(   ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE SANDY HILL FOUNDATION

Employer identification number

Part I **Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FRANK E. WALSH & MARY D. WALSH 3392 BARROW ISLAND RD, JONATHON'S ISLAND JUPITER, FL 33477	$ 35,051.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization THE SANDY HILL FOUNDATION

Employer identification number

Part II **Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed.

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

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

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

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

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

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

Name of organization THE SANDY HILL FOUNDATION

Employer identification number

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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					124,768.	
		SEE STATEMENT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
2,949,468.		2,948,763.					705.	
		SEE STATEMENT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,364,033.		904,841.					459,192.	
TOTAL GAIN(LOSS)							584,665.	

ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME		6,439.	6,439.
	TOTAL	6,439.	6,439.

ATTACHMENT 2

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME		296,517.	296,517.
	TOTAL	296,517.	296,517.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
OTHER INCOME		-32,247.
	TOTALS	-32,247.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ANTHONY M. CICITTA JR. CPA PC	5,299.	2,649.		2,650.
TOTALS	5,299.	2,649.		2,650.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISOR FEES	55,960.	55,960.
TOTALS	55,960.	55,960.

ATTACHMENT 6

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
INTEREST EXPENSE	2.
TOTALS	2.

ATTACHMENT 7

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FILING FEE	30.	30.
FOREIGN WITHHOLDING TAX	14,860.	14,860.
FEDERAL EXCISE TAX	5,000.	5,000.
DE PENALTY	125.	
TOTALS	20,015.	19,890.

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER FEES	1,474.	1,474.
TOTALS	1,474.	1,474.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENT 14		19,561,714.	18,871,476.	18,871,476.
	TOTALS	19,561,714.	18,871,476.	18,871,476.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENT 15		8,984,071.	8,413,812.	8,413,812.
	TOTALS	8,984,071.	8,413,812.	8,413,812.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ACCRUED INTEREST RECEIVABLE	12.	58.	58.
TOTALS	12.	58.	58.

ATTACHMENT 12

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

DESCRIPTION		AMOUNT
DISTRIBUTION INCOME		406,572.
UNREALIZED G/L		330,969.
	TOTAL	737,541.

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

ATTACHMENT 13

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

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

ATTACHMENT 13 (CONT'D)

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

Sandy Hill Foundation
2016 Form 990PF
EIN #22-2668774

Attachment 14

Part II, Line 10b - Investments - Corporate Stock

SECURITY DESCRIPTION	SHARES OR FACE	ORIGINAL COST	2016 TOTAL MKT VALUE
MFS International Growth	81,793	1,758,637	2,371,180
Altria Group	2,095	51,888	141,664
Anheuser Busch	2,305	176,810	244,422
Berkshire Hathaway Inc. A	1	99,115	244,121
Berkshire Hathaway Inc. B	1,800	134,183	293,364
British American Tobacco	2,010	82,990	114,759
Brown Forman Corp.	2,250	47,492	104,063
Cie Financiere Riche Mont	4,050	251,507	268,870
Comcast Corp.	1,265	28,056	87,348
Diageo	3,275	64,940	85,369
Heineken	3,700	163,514	258,080
JC Decaux	2,050	77,425	60,383
Martin Marietta Material	575	47,381	127,380
Mastercard	3,195	92,112	329,884
Nestle	5,100	286,891	365,874
Pernod Ricard	2,175	216,581	236,142
Philip Morris Intl Inc.	3,530	232,346	322,960
Scripps Networks	500	23,573	35,685
Swatch Inc.	358	131,460	111,593
Unilever	4,960	171,190	203,658
Wells Fargo	4,875	157,267	268,661
Coronation Global Emerg.Mkts.	253,454	2,960,000	2,608,196
Bridgeway Ultra Large 35 Index	205,749	1,894,073	2,658,273
Dodge & Cox Int'l Stock Fund	86,909	2,622,003	3,311,245
FPA Crescent Fund	54,151	1,538,212	1,765,864
Federal Home Loan Bank	675,000	674,093	674,996
US Treasury Bills	50,000	50,045	50,047
Vanguard Short Term Bond	146,443	1,529,698	1,527,396
		15,563,483	18,871,476

Attachment 15

Sandy Hill Foundation
2016 Form 990PF
EIN #22-2668774

Part II, Line 1e - Investments - Other	ORIGINAL COST	2016 TOTAL MKT VALUE
EACM Absolute Return/Garnet	7,227,974	8,413,812
	-	-
	7,227,974	8,413,812

Sandy Hill Foundation - 2015
330 South Street, Suite 4
Morristown, NJ 07960
EIN: 22-2668774

Attachment 16

DATE	CHARITY	RECIPIENT	PURPOSE	AMOUNT
1/21/2016	St. Joseph's Home for Elderly 140 Shepherd Lane Totowa, NJ 07512	Public Charity	General Fund	20,000
1/26/2016	Adorer Missionary Sisters of the Poor Inc 1701 Indian Creek Parkway Jupiter, FL 33458	Public Charity	General Fund	40,000
2/9/2016	St. Patrick's Church 2549 Hope Lane West Palm Beach Gardens, FL 33410	Public Charity	General Fund	5,000
2/9/2016	St. Peter's Catholic Church 1701 Indian Creek Parkway Jupiter, FL 33458	Public Charity	General Fund	5,000
2/9/2016	Junior Achievement of Palm Beach 6903 Vista Parkway North, Suite 10 West Palm Beach, FL 33411-2728	Public Charity	General Fund	5,000
2/17/2016	Diocese of Palm Beach 9995 North Military Trail Palm Beach Gardens, FL 33410-9650	Public Charity	General Fund	5,000
2/17/2016	Gratitude House 1700 N Dixie Highway West Palm Beach, FL 33407	Public Charity	General Fund	5,000
2/22/2016	Providence Trinity Care Hospice 5315 Torrance Blvd Torrance, CA 90503	Public Charity	General Fund	5,000
2/24/2016	Franciscan Charities 355 South 6th Street Newark, NJ 07103	Public Charity	General Fund	25,000
2/24/2016	Impact 100 Garden State PO Box 488 Mendham, NJ 07945	Public Charity	General Fund	1,100
2/25/2016	Community Foundation of NJ 35 Knox Hill Road Morristown, NJ 07963	Public Charity	General Fund	300,000
3/8/2016	Boys & Girls Clubs of Newark 1 Avon Avenue Newark, NJ 07108	Public Charity	General Fund	25,000
3/10/2016	Jupiter Medical Center Foundation 1210 South Old Dixie Highway Jupiter, FL 33458	Public Charity	General Fund	10,000

Sandy Hill Foundation - 2015
330 South Street, Suite 4
Morristown, NJ 07960
EIN: 22-2668774

Attachment 16

DATE	CHARITY	RECIPIENT	PURPOSE	AMOUNT
3/10/2016	Palm Beach Harvest PO Box 701 Lake Worth, FL 33460	Public Charity	General Fund	5,000
3/16/2016	ELS for Autism 18370 Limestone Creek Road Jupiter, FL 33458	Public Charity	General Fund	10,000
3/21/2016	Our Lady of Florida Spiritual Center 1300 US Highway One North Palm Beach, FL 33408-3294	Public Charity	General Fund	10,000
3/21/2016	St. Patrick's Church 2549 Hope Lane West Palm Beach Gardens, FL 33410	Public Charity	General Fund	5,000
3/21/2016	St. Peter's Catholic Church 1701 Indian Creek Parkway Jupiter, FL 33458	Public Charity	General Fund	5,000
3/22/2016	Malaria No More 432 Park Avenue South New York, NY 10016	Public Charity	General Fund	25,000
4/5/2016	The Kennedy Center 2700 F Street NW Washington, D C.	Public Charity	General Fund	30,000
4/5/2016	The Kennedy Center 2700 F Street NW Washington, D.C.	Public Charity	General Fund	100,000
4/13/2016	Seton Hall Prep 120 Northfield Avenue West Orange, NJ 07052-4794	Public Charity	General Fund	3,560
4/27/2016	Mary's Media Foundation PO Box 8832 Jupiter, FL 33468	Public Charity	General Fund	1,000
4/28/2016	Star, Inc 182 Wolfpit Avenue Norwalk, CT 06851	Public Charity	General Fund	1,000
5/5/2016	St. Benedict's Prep 520 Dr. Martin Luther King Jr Blvd Newark, NJ 07102	Public Charity	General Fund	50,000

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Attachment 16

DATE	CHARITY	RECIPIENT	PURPOSE	AMOUNT
5/10/2016	Covenant House New Jersey 330 Washington Street Newark, NJ 07102	Public Charity	General Fund	10,000
5/10/2016	The Lord's Place 2808 North Austrailian Avenue West Palm Beach, FL 33407	Public Charity	General Fund	10,000
5/10/2016	Palm Beach Drama Works 201 Clematis St. West Palm Beach, FL 33401	Public Charity	General Fund	10,000
5/10/2016	Seton Hall University 120 Northfield Avenue West Orange, NJ 07052-4794	Public Charity	General Fund	1,000
5/24/2016	Carolyn's Mission 15645 118th Terrace N Jupiter, FL 33478	Public Charity	General Fund	5,000
5/25/2016	Caldwell University 9 Ryerson Avenue Caldwell, NJ 07006	Public Charity	General Fund	3,000
6/2/2016	Seton Hall University 120 Northfield Avenue West Orange, NJ 07052-4794	Public Charity	General Fund	100,000
6/2/2016	Youth Development Clinic 500 Broad Street Newark, NJ 07102	Public Charity	General Fund	15,000
6/7/2016	Americares 88 Hamilton Avenue Stamford, CT 06902	Public Charity	General Fund	25,000
6/14/2016	Boys & Girls Clubs of Newark 1 Avon Avenue Newark, NJ 07108	Public Charity	General Fund	10,000
6/14/2016	Michael J. Fox Foundation For Parkinson's Research Grand Central Station, PO Box 4777 New York, NY 10163	Public Charity	General Fund	10,000
7/12/2016	Matthew C. Sellitto Foundation PO Box 1 New Vernon, NJ 07976	Public Charity	General Fund	1,000
7/19/2016	Opportunity Project Inc. 60 East Willow Street Millburn, NJ 07041	Public Charity	General Fund	5,000

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DATE	CHARITY	RECIPIENT	PURPOSE	AMOUNT
7/27/2016	Covenant House New Jersey 330 Washington Street Newark, NJ 07102	Public Charity	General Fund	7,420
8/3/2016	Employment Horizons Inc. 10 Ridgedale Avenue Cedar Knolls, NJ 07927	Public Charity	General Fund	10,000
8/3/2016	Adorer Missionary Sisters of the Poor Inc 1701 Indian Creek Parkway Jupiter, FL 33458	Public Charity	General Fund	40,000
8/10/2016	Immaculata University 1145 Kind Road Immaculata, PA 19345	Public Charity	General Fund	1,900
8/10/2016	Star, Inc. 182 Wolfpit Avenue Norwalk, CT 06851	Public Charity	General Fund	3,016
8/17/2016	The Buoniconti Fund to Cure Paralysis 1095 NW 14th Terrace Miami, FL 33136	Public Charity	General Fund	12,500
8/17/2016	Cancer Hope Network 2 North Road Chester, NJ 07930	Public Charity	General Fund	1,000
8/17/2016	Junior Achievement of Palm Beach 6903 Vista Parkway North, Suite 10 West Palm Beach, FL 33411-2728	Public Charity	General Fund	5,000
8/17/2016	Overlook Hospital Foundation 36 Upper Overlook Road Summit, NJ 07902	Public Charity	General Fund	1,000
8/25/2016	Adorer Missionary Sisters of the Poor Inc. 1701 Indian Creek Parkway Jupiter, FL 33458	Public Charity	General Fund	45,000
9/7/2016	Team Walker 373 Communipaw Avenue Jersey City, NJ 07304	Public Charity	General Fund	15,000
9/13/2016	Saint Vincent Academy 228 West Market Street Newark, NJ 07103	Public Charity	General Fund	3,000
9/14/2016	Martha's Kitchen PO Box 1561 St Albans, VT 05478	Public Charity	General Fund	10,000

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DATE	CHARITY	RECIPIENT	PURPOSE	AMOUNT
9/14/2016	St Alban's Historical Society PO Box 722 St. Albans, VT 05478	Public Charity	General Fund	10,000
9/14/2016	William & Therese Cioffi Fund University of Vermon 411 Main Street Burlington, VT 05401	Public Charity	General Fund	50,000
9/28/2016	Adorer Missionary Sisters of the Poor Inc 1701 Indian Creek Parkway Jupiter, FL 33458	Public Charity	General Fund	30,000
9/28/2016	Bishop's Annual Appeal Archdiocese of Newark 171 Clifton Avenue Newark, NJ 07104	Public Charity	General Fund	10,000
10/4/2016	The Arc of the Glades 4250 NW 16th Street Belle Glade, FL 33430	Public Charity	General Fund	5,000
10/19/2016	Daytop New Jersey 80 West Main Street Mendham, NJ 07945	Public Charity	General Fund	1,000
10/25/2016	Integrity House 103 Lincoln Park Newark, NJ 07101	Public Charity	General Fund	1,000
11/2/2016	Jupiter Medical Center Foundation 1210 South Old Dixie Highway Jupiter, FL 33458	Public Charity	General Fund	10,000
11/3/2016	Pro-Life Union of Greater Philadelphia 88 Pennsylvania Avenue Oreland, PA 19075	Public Charity	General Fund	250
11/16/2016	Market Street Mission 9 Market Street Morristown, NJ 07960	Public Charity	General Fund	5,000
11/16/2016	Cultural Council Palm Beach 601 Lake Avenue Lake Worth, FL 33460	Public Charity	General Fund	9,720
12/15/2016	American Red Cross 209 Fairfield Road Fairfield, NJ 07004	Public Charity	General Fund	5,000

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DATE	CHARITY	RECIPIENT	PURPOSE	AMOUNT
12/15/2016	American Cancer Society 7 Ridgedale Avenue Cedar Knolls, NJ 07927	Public Charity	General Fund	5,000
12/15/2016	American Heart Association 1 Union Street, Suite 301 Robbinsville, NJ 08691	Public Charity	General Fund	5,000
12/15/2016	The ARC Of Palm Beach County 1201 Australian Avenue Riviera Beach, FL 33404	Public Charity	General Fund	5,000
12/15/2016	Busch Wildlife Sanctuary 2500 Jupiter Park Drive Jupiter, FL 33458	Public Charity	General Fund	5,000
12/15/2016	CARE 151 Elllis Street, NE Atlanta, GA 30303	Public Charity	General Fund	5,000
12/15/2016	CASA 212 Washington Street, Room 912 Newark, NJ 07102	Public Charity	General Fund	5,000
12/15/2016	The Center For Family Services 4101 Parker Avenue West Palm Beach, FL 33405	Public Charity	General Fund	5,000
12/15/2016	The Center For Hope 1900 Raritan Road Scotch Plains, NJ 07076	Public Charity	General Fund	2,000
12/15/2016	The Cleveland Clinic 9500 Euclid Avenue/H18 Cleveland, OH 44195	Public Charity	General Fund	50,000
12/15/2016	Columbia University Medical Center 635 West 165th Street New York, NY 10032	Public Charity	General Fund	20,000
12/15/2016	Florida Atlantic University 777 Glades Road, PO Box 3091 Boca Raton, FL 33431-0991	Public Charity	General Fund	22,500
12/15/2016	Food For The Poor, Inc. 6401 Lyons Road Coconut Creek, FL 33073	Public Charity	General Fund	5,000
12/15/2016	Feeding South Florida 2501 SW 32nd Ter Pembroke Park, FL 33023	Public Charity	General Fund	10,000

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DATE	CHARITY	RECIPIENT	PURPOSE	AMOUNT
12/15/2016	Forgotten Soldiers Outreach, Inc. 3550 23rd Avenue South, Suite #7 Lake Worth, FL 33461	Public Charity	General Fund	5,000
12/15/2016	Greater Newark Fresh Air Fund 43 Hill Street, Newark Day Center Newark, NJ 07102	Public Charity	General Fund	1,000
12/15/2016	Grandma's Place 184 Sparrow Drive Royal Palm Beach, FL 33411	Public Charity	General Fund	5,000
12/15/2016	Guatamala Tomorrow Fund PO Box 3636 Tequesta, FL 33469	Public Charity	General Fund	5,000
12/15/2016	Hillsdale College 33 East College Street Hillsdale, MI 49242	Public Charity	General Fund	10,000
12/15/2016	Habitat For Humanity For Palm Beach Cty 6758 North Military Trail, Suite 301 West Palm Beach, FL 33407	Public Charity	General Fund	5,000
12/15/2016	Hogar Maria Foundation PO Box 3563 Tequesta, FL 33469	Public Charity	General Fund	1,000
12/15/2016	Hands Together PO Box 80985 Springfield, MA 01138	Public Charity	General Fund	5,000
12/15/2016	Immaculata University 1145 Kind Road Immaculata, PA 19345	Public Charity	General Fund	130,000
12/15/2016	Jupiter Medical Center Foundation 1210 South Old Dixie Highway Jupiter, FL 33458	Public Charity	General Fund	10,000
12/15/2016	Kravis Center For The Performing Arts 701 Okeechobee Blvd. West Palm Beach, FL 33401	Public Charity	General Fund	2,000
12/15/2016	The Lords Place 2808 North Australian Avenue West Palm Beach, FL 33407	Public Charity	General Fund	10,000
12/15/2016	Lehigh University 27 Memorial Drive West Bethlehem, PA 18015	Public Charity	General Fund	21,000

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DATE	CHARITY	RECIPIENT	PURPOSE	AMOUNT
12/15/2016	Maltz Jupiter Theatre, Inc 1001 East Indiantown Road Jupiter, FL 33477	Public Charity	General Fund	3,000
12/15/2016	National Medical Fellowships 347 Fifth Avenue, Suite 510 New York, NY 10016	Public Charity	General Fund	5,000
12/15/2016	National Downs Syndrome Society 666 Broadway New York, NY 10012-2317	Public Charity	General Fund	15,000
12/15/2016	National Ability Center 1000 Ability Way Park City, UT 84060	Public Charity	General Fund	66,667
12/15/2016	Ocean Medical Center Foundation 425 Jack Martin Blvd. Brick, NJ 08724	Public Charity	General Fund	100,000
12/15/2016	Operation Smile, Inc. 3641 Faculty Blvd Virginia Beach, VA 23453	Public Charity	General Fund	5,000
12/15/2016	Palm Beach Drama Works 201 Clematis Street West Palm Beach, FL 33401	Public Charity	General Fund	7,500
12/15/2016	Pediatric Oncology Support Team(POST) 5325 Greenwood Ave., #301 West Palm Beach, FL 33407	Public Charity	General Fund	5,000
12/15/2016	Scripps Research Institute 130 Scripps Way #4B2 Jupiter, FL 33458	Public Charity	General Fund	25,000
12/15/2016	Seton Hall University 400 South Orange Avenue South Orange, NJ 07079	Public Charity	General Fund	25,000
12/15/2016	Sisters of Charity of St Elizabeths PO Box 476 Convent Station, NJ 07961	Public Charity	General Fund	5,000
12/15/2016	Special Olympics Florida 1915 Don Wickham Drive Clermont, FL 34711	Public Charity	General Fund	5,000
12/15/2016	St. Thomas University 16401 NW 37th Avenue Miami Gardens, FL 33054	Public Charity	General Fund	10,000

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DATE	CHARITY	RECIPIENT	PURPOSE	AMOUNT
12/15/2016	St. Vincent De Paul Society 1701 Indian Creek Parkway Jupiter, FL 33458	Public Charity	General Fund	5,000
12/15/2016	United Negro College Fund 1805 7th Street NW Washington, DC 20001	Public Charity	General Fund	5,000
12/15/2016	USO PO Box 96860 Washington, DC 20077	Public Charity	General Fund	1,000
12/15/2016	US Olympic Committee 1 Olympic Plaza Colorado Springs, CO 80909	Public Charity	General Fund	5,000
12/15/2016	University of Vermont Foundation 411 Main Street Burlington, VT 05401	Public Charity	General Fund	10,000
12/15/2016	United Way of Palm Beach County 2600 Quantum Blvd. Boynton Beach, FL 33426	Public Charity	General Fund	25,000
12/15/2016	Community Foundation of NJ 35 Knox Hill Road Morristown, NJ 07963	Public Charity	General Fund	800,000
Total:				2,676,133

THE SANDY HILL FOUNDATION
EIN# 22-2668774
Year: 01/01/16 - 12/31/16
Original Cost Basis

Attachment 17

	Description of property	Date Acquired	Date Sold	Gross Sales Price	Cost or Basis	Gain/Loss	D=Donated P=Purchased
100,000	FHLB 021916	8/24/2015	2/19/2016	100,000 00	100,000 00	-	P
200,000	FHLB 030216	9/10/2015	3/2/2016	200,000.00	200,000.00	-	P
200,000	FHLB 030416	9/10/2015	3/4/2016	200,000.00	200,000.00	-	P
100,000	FHLB 041516	10/15/2015	3/11/2016	99,971.32	99,874.88	96 44	P
100,000	FHLB 041516	10/15/2015	4/15/2016	100,000.00	100,000.00	-	P
100,000	FHLB 042916	10/30/2015	4/29/2016	100,000.00	100,000.00	-	P
100,000	FHLB 052416	4/29/2016	5/24/2016	100,000 00	100,000 00	-	P
100,000	FHLB 052716	11/20/2015	5/27/2016	100,000 00	100,000.00	-	P
100,000	FHLB 060316	3/4/2016	6/3/2016	100,000.00	100,000.00	-	P
100,000	FHLB 071416	6/3/2016	7/14/2016	100,000 00	100,000 00	-	P
100,000	FHLB 072016	3/2/2016	7/20/2016	100,000.00	100,000.00	-	P
100,000	FHLB 081016	3/2/2016	8/10/2016	100,000 00	100,000 00	-	P
100,000	FHLB 081916	2/19/2016	8/19/2016	100,000 00	100,000.00	-	P
50,000	FNMA 082418	7/5/2016	8/24/2016	50,000 00	50,097 50	(97.50)	P
100,000	FHLB 090216	3/4/2016	9/2/2016	100,000.00	100,000 00	-	P
100,000	FHLB 092116	8/19/2016	9/21/2016	100,000.00	100,000.00	-	P
100,000	FHLB 100416	9/2/2016	10/4/2016	100,000.00	100,000.00	-	P
100,000	FHLB 101416	4/14/2016	10/14/2016	100,000 00	100,000.00	-	P
100,000	FHLB 110416	5/27/2016	11/4/2016	100,000.00	100,000 00	-	P
100,000	FHLB 111416	10/14/2016	11/14/2016	100,000.00	100,000 00	-	P
100,000	FHLB 111816	5/24/2016	11/18/2016	100,000 00	100,000.00	-	P
100,000	FHLB 121516	11/14/2016	12/14/2016	99,999.17	99,974 17	25.00	P
100,000	FHLB 010617	7/14/2016	12/14/2016	99,967 99	99,789.78	178.21	P
100,000	FHLB 011317	7/20/2016	12/14/2016	99,958 33	99,773.83	184 50	P
100,000	FHLB 020117	8/10/2016	12/14/2016	99,926.50	99,786.11	140.39	P
100,000	FHLB 032217	9/20/2016	12/14/2016	99,839 39	99,744.69	94.70	P
100,000	FHLB 040517	10/4/2016	12/14/2016	99,806 49	99,742 17	64.32	P
100,000	TBILL 121516	11/18/2016	12/14/2016	99,999 39	99,980.13	19.26	P
	TOTAL SHORT TERM			2,949,468.58	2,948,763.26	705.32	
100	SABMILLER	2/16/2011	1/5/2016	5,940.17	3,423.98	2,516.19	P
75	SABMILLER	2/8/2011	1/5/2016	4,455.13	2,532.17	1,922.96	P
80	SABMILLER	8/3/2011	1/27/2016	4,759.56	2,890.19	1,869.37	P
225	SABMILLER	2/16/2011	1/27/2016	13,386.27	7,703.95	5,682.32	P
310	SABMILLER	8/3/2011	2/1/2016	18,575 41	11,199 48	7,375.93	P
400	SABMILLER	8/3/2011	2/17/2016	23,775.68	14,450 94	9,324.74	P
114	SABMILLER	8/4/2011	3/18/2016	6,987.77	4,116.49	2,871.28	P
35	SABMILLER	8/3/2011	3/18/2016	2,145 37	1,264.46	880 91	P
26	SABMILLER	8/4/2011	4/1/2016	1,588.50	938.85	649.65	P
210	SABMILLER	8/4/2011	4/20/2016	12,827.72	7,583.00	5,244.72	P
40	SABMILLER	2/12/2014	6/8/2016	2,497.24	1,852.61	644 63	P
45	SABMILLER	2/7/2014	6/8/2016	2,809.40	2,028.53	780.87	P
25	SABMILLER	1/31/2014	6/8/2016	1,560 78	1,126.56	434.22	P
25	SABMILLER	8/4/2011	6/8/2016	1,560 78	902.74	658.04	P
55	PHILIP MORRIS INTL	9/24/2009	9/20/2016	5,459.85	2,659.29	2,800.56	P
25	PHILIP MORRIS INTL	9/14/2009	9/20/2016	2,481.75	1,187.60	1,294.15	P
250	ALTRIA GROUP	2/4/2011	11/10/2016	15,368.54	5,990.18	9,378.36	P
25	MARTIN MARIETTA MATL	9/14/2009	11/15/2016	5,702 62	2,288.20	3,414.42	P
25	MARTIN MARIETTA MATL	9/14/2009	11/16/2016	5,548.98	2,288.20	3,260.78	P
90	WELLS FARGO	2/4/2011	12/9/2016	5,127.11	2,939.87	2,187.24	P
45	WELLS FARGO	12/6/2010	12/9/2016	2,563.56	1,302.39	1,261.17	P
25	MARTIN MARIETTA MATL	9/14/2009	12/12/2016	5,593.34	2,288.20	3,305.14	P
70	WELLS FARGO	2/4/2011	12/12/2016	3,901.01	2,286.56	1,614.45	P
140	WELLS FARGO	2/4/2011	12/13/2016	7,807.80	4,573.13	3,234.67	P
17,346	BRIDGEWAY	11/15/2011	3/11/2016	202,601.28	130,788.84	71,812.44	P
86	FPA CRESCENT FUND	11/16/2011	5/25/2016	2,715 00	2,370.47	344.53	P
3,080	FPA CRESCENT FUND	9/15/2011	5/25/2016	97,285 01	80,354 22	16,930.79	P
21,809	FPA CRESCENT FUND	11/16/2011	12/13/2016	749,999.99	601,509.51	148,490.48	P
	EACM ARF/GARNET			72,527.00		72,527.00	

THE SANDY HILL FOUNDATION
EIN# 22-2668774
Year: 01/01/16 - 12/31/16
Original Cost Basis

Attachment 17

	Description of property	Date Acquired	Date Sold	Gross Sales Pnce	Cost or Basis	Gain/Loss	D=Donated P=Purchased
	SOLUS RECOVERY FUND II OFFSHORE			76,480 00	-	76,480 00	
	TOTAL LONG TERM			1,364,032 62	904,840.61	459,192 01	
	VANGUARD S/T BOND-LT CAPITAL GAIN			131.60		131 60	
	DODGE & COX INT'L STOCK FUND-LT CAPITAL GAIN			47,224.78		47,224.78	
	FPA CRESCENT FUND-LT CAPITAL GAIN			77,411 21		77,411.21	
	TOTAL CAPITAL GAIN DISTRIBUTION			124,767.59	-	124,767.59	
TOTAL				4,438,268.79	3,853,603 87	584,664 92	
						584,664.92	