

EXTENDED TO NOVEMBER 16, 2020

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.
Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0047

2019

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2019 or tax year beginning

, and ending

Name of foundation: **MARILYNN AND JOHN HILL FOUNDATION, INC**

Number and street (or P.O. box number if mail is not delivered to street address): **2015 ALLANDALE PLANTATION ROAD**

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **WADMALAW ISLAND, SC 29487**

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 **04**
☐ 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): **\$ 5,766,800.**

J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) _____

A Employer identification number: **27-4405369**

B Telephone number: **843-377-0738**

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 ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	1,007,760.		N/A	
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	35.	35.		STATEMENT 1
4	Dividends and interest from securities	89,705.	89,705.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	32,632.			
b	Gross sales price for all assets on line 6a	578,081.			
7	Capital gain net income (from Part IV, line 2)		32,632.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	1,130,132.	122,372.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 3	7,100.	5,325.		1,775.
c	Other professional fees				
17	Interest				
18	Taxes STMT 4	534.	534.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 5	12,643.	12,643.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	20,277.	18,502.		1,775.
25	Contributions, gifts, grants paid	300,295.			300,295.
26	Total expenses and disbursements. Add lines 24 and 25	320,572.	18,502.		302,070.
27	Subtract line 26 from line 12	809,560.			
a	Excess of revenue over expenses and disbursements		103,870.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end of year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,051,400.	323,283.	323,283.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	3,543,983.	5,081,660.	5,443,517.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,595,383.	5,404,943.	5,766,800.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒			
	26 Capital stock, trust principal, or current funds	0.	0.	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	28 Retained earnings, accumulated income, endowment, or other funds	4,595,383.	5,404,943.	
	29 Total net assets or fund balances	4,595,383.	5,404,943.	
	30 Total liabilities and net assets/fund balances	4,595,383.	5,404,943.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	4,595,383.
2 Enter amount from Part I, line 27a	2	809,560.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,404,943.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	5,404,943.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
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 578,081.		545,449.	32,632.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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			32,632.

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	32,632.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{		3	N/A

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation doesn't 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))
2018	299,414.	5,593,363.	.053530
2017	283,266.	5,439,352.	.052077
2016	94,337.	4,147,103.	.022748
2015	119,097.	3,969,440.	.030003
2014	416,328.	3,582,859.	.116200

2 Total of line 1, column (d)	2	.274558
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 50, or by the number of years the foundation has been in existence if less than 5 years	3	.054912
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	5,588,577.
5 Multiply line 4 by line 3	5	306,880.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,039.
7 Add lines 5 and 6	7	307,919.
8 Enter qualifying distributions from Part XII, line 4	8	302,070.

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

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

- 1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)
- b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b
- 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-)
- 3 Add lines 1 and 2
- 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)
- 5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-
- 6 Credits/Payments.
- a 2019 estimated tax payments and 2018 overpayment credited to 2019
- b Exempt foreign organizations - tax withheld at source
- c Tax paid with application for extension of time to file (Form 8868)
- d Backup withholding erroneously withheld
- 7 Total credits and payments. Add lines 6a through 6d
- 8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached
- 9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed**
- 10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**
- 11 Enter the amount of line 10 to be **Credited to 2020 estimated tax** ☐ **Refunded** ☐

6a	7,335.
6b	0.
6c	0.
6d	0.
7	7,335.
8	0.
9	
10	5,258.
11	0.

Part VII-A Statements Regarding Activities

- 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?
- b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.
- c Did the foundation file Form 1120-POL for this year?
- d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.
- e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.
- 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities
- 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
- 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
- b If "Yes," has it filed a tax return on Form 990-T for this year?
- 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T
- 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?
- 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
- 8a Enter the states to which the foundation reports or with which it is registered. See instructions. ☐ **SC**
- b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation
- 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 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV
- 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

N/A

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
- 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
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

	Yes	No
11		X
12		X
13	X	

Website address **N/A**

- 14 The books are in care of **JOHN HILL** Telephone no. **843-377-0738**
 Located at **2015 ALLANDALE PLANTATION RD, WADMALAW ISLAND, SC** ZIP+4 **29487**

- 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year **15** **N/A**

- 16 At any time during calendar year 2019, 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?

	Yes	No
16		X

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country **N/A****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.

- 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

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

☐ 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. Organizations relying on a current notice regarding disaster assistance, check here **N/A**

- 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 2019? **1b** **N/A**

- 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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ Yes ☒ No

If "Yes," list the years **N/A**

- 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** **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. **1c** **X**

- 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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019) **3b** **N/A**

- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

- 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 2019? **4a** **X**

	Yes	No
1b		
1c		X
2b		
3b		
4a		X
4b		X

Form 990-PF (2019)

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

N/A

Organizations relying on a current notice regarding disaster assistance, check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

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

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

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

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

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

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

0

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Expenses

Amount**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	5,060,885.
b	Average of monthly cash balances	1b	612,797.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,673,682.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,673,682.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	85,105.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,588,577.
6	Minimum investment return. Enter 5% of line 5	6	279,429.

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	279,429.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	2,077.
b	Income tax for 2019 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,077.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	277,352.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	277,352.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	277,352.

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	302,070.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	302,070.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	302,070.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				277,352.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014	10,427.			
b From 2015				
c From 2016				
d From 2017	14,128.			
e From 2018	25,218.			
f Total of lines 3a through e	49,773.			
4 Qualifying distributions for 2019 from Part XII, line 4. ▶ \$	302,070.			
a Applied to 2018, 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 2019 distributable amount				277,352.
e Remaining amount distributed out of corpus	24,718.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	74,491.			
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	10,427.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	64,064.			
10 Analysis of line 9				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017	14,128.			
d Excess from 2018	25,218.			
e Excess from 2019	24,718.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4, for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon.

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6, for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

SEE STATEMENT 7

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

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

a The name, address, and telephone number or email 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				
DESTINATION COLLEGE 81 PONDFIELD ROAD #209 BRONXVILLE, NY 10708		PC	TO FURTHER DONEE'S PURPOSE	250.
THIRTEEN WNET 825 EIGHT AVENUE NEW YORK, NY 10019		PC	TO FURTHER DONEE'S PURPOSE	500.
THE NATURE PRESERVE - VILLAGE OF BRONXVILLE P.O. BOX 325 BRONXVILLE, NY 10708		PC	TO FURTHER DONEE'S PURPOSE	100.
BRONXVILLE HISTORICAL CONSERVANCY P.O. BOX 989 BRONXVILLE, NY 10708		PC	TO FURTHER DONEE'S PURPOSE	2,000.
ST. GEORGE'S SCHOOL 372 PURGATORY ROAD MIDDLETOWN, RI 02842		PC	TO FURTHER DONEE'S PURPOSE	1,000.
Total	SEE CONTINUATION SHEET(S)		3a	300,295.
b Approved for future payment				
NONE				
Total			3b	0.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MORGAN STANLEY 6191 (SEE STATEMENT A)	P	VARIOUS	12/31/19
b	MORGAN STANLEY 6191 (SEE STATEMENT A)	P	VARIOUS	12/31/19
c	BLACKROCK SH OBLIGATIONS INV A	P	01/17/19	05/03/19
d	MS SAUTOVMSFT 8650*22MY06	P	05/03/19	11/07/19
e	FIMM MONEY MARKET PRIME RES PORT CL I	P	VARIOUS	12/31/19
f	ADJUSTMENT TO GAIN - KINDER MORGAN INC	P	VARIOUS	12/31/19
g	ADJUSTMENT TO GAIN - ONEOK INC	P	VARIOUS	12/31/19
h	ADJUSTMENT TO GAIN - PLAINS GP HLDGS LP	P	VARIOUS	12/31/19
i	ADJUSTMENT TO GAIN - TERRAFORM POWER INC	P	VARIOUS	12/31/19
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 126,713.		112,115.	14,598.
b 253,621.		229,721.	23,900.
c 97,000.		96,813.	187.
d 100,000.		100,000.	0.
e 47.			47.
f		1,100.	-1,100.
g		1,088.	-1,088.
h		1,553.	-1,553.
i		3,059.	-3,059.
j 700.			700.
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			14,598.
b			23,900.
c			187.
d			0.
e			47.
f			-1,100.
g			-1,088.
h			-1,553.
i			-3,059.
j			700.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	32,632.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CAMP HILL VILLAGE 84 CAMP HILL ROAD COPAKE, NY 12516		PC	TO FURTHER DONEE'S PURPOSE	1,000.
NEW YORK LANDMARK CONSERVANCY 1 WHITEHALL STREET NEW YORK, NY 10004		PC	TO FURTHER DONEE'S PURPOSE	2,500.
COASTAL CONSERVATION LEAGUE 328 E. BAY STREET CHARLESTON, SC 29401		PC	TO FURTHER DONEE'S PURPOSE	500.
COMMUNITY FUND OF BRONXVILLE 17 SAGAMORE ROAD BRONXVILLE, NY 10708		PC	TO FURTHER DONEE'S PURPOSE	500.
LOW COUNTRY OPEN LAND TRUST 3 WENTWORTH STREET CAMBRIDGE, SC 29401		PC	TO FURTHER DONEE'S PURPOSE	2,500.
NATIONAL TRUST FOR HISTORIC PRESERVATION 2600 VIRGINIA AVE WASHINGTON, DC 20031		PC	TO FURTHER DONEE'S PURPOSE	25,000.
NATIONAL ARCHIVES FOUNDATION 700 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20408		PC	TO FURTHER DONEE'S PURPOSE	9,360.
ST. HILDA'S & ST. HUGH'S SCHOOL 619 WEST 114TH STREET NEW YORK, NY 10025		PC	TO FURTHER DONEE'S PURPOSE	1,000.
SOUTHERN METHODIST UNIVERSITY PO BOX 750402 DALLAS, TX 75275		PC	TO FURTHER DONEE'S PURPOSE	10,000.
RADCLIFFE INSTITUTE 10 GARDEN STREET CAMBRIDGE, MA 02138		PC	TO FURTHER DONEE'S PURPOSE	100,000.
Total from continuation sheets				296,445.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
REFORMED CHURCH OF BRONXVILLE 180 PONDFIELD RD BRONXVILLE, NY 10708		PC	TO FURTHER DONEE'S PURPOSE	5,000.
METROPOLITAN MUSEUM OF ART 1000 5TH AVE. NEW YORK, NY 10028		PC	TO FURTHER DONEE'S PURPOSE	110.
HISTORIC CHARLESTON FOUNDATION 40 EAST BAY STREET CHARLESTON, SC 29401		PC	TO FURTHER DONEE'S PURPOSE	5,000.
COLLEGE OF CHARLESTON - SCHOOL OF ARTS 66 GEORGE STREET CHARLESTON, SC 29424		PC	TO FURTHER DONEE'S PURPOSE	10,000.
SARAH LAWRENCE COLLEGE ONE MEADE WAY BRONXVILLE, NY 10708		PC	TO FURTHER DONEE'S PURPOSE	50,000.
DRAYTON HALL 3380 ASHLEY RIVER DRIVE CHARLESTON, SC 29414		PC	TO FURTHER DONEE'S PURPOSE	15,000.
CONCORDIA COLLEGE 171 WHITE PLAINS RD BRONXVILLE, NY 10708		PC	TO FURTHER DONEE'S PURPOSE	1,400.
SIDWELL FRIENDS SCHOOL 3825 WISCONSIN AVE WASHINGTON, DC 20016		PC	TO FURTHER DONEE'S PURPOSE	27,050.
BRONXVILLE CHRISTMAS PAGEANT 180 PONDFIELD RD BRONXVILLE, NY 10708		PC	TO FURTHER DONEE'S PURPOSE	100.
BRONXVILLE SCHOOL FOUNDATION 177 PONDFIELD RD BRONXVILLE, NY 10708		PC	TO FURTHER DONEE'S PURPOSE	250.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NEW YORK PRESERVATION ARCHIVE PROJECT 174 E 80TH ST NEW YORK, NY 10075		PC	TO FURTHER DONEE'S PURPOSE	500.
GRAMATAN VILLAGE INC 85 PONDFIELD RD # 2 BRONXVILLE, NY 10708		PC	TO FURTHER DONEE'S PURPOSE	500.
CHARLESTON LIBRARY SOCIETY 164 KING ST CHARLESTON, SC 29401		PC	TO FURTHER DONEE'S PURPOSE	13,500.
JOHN F KENNEDY LIBRARY FOUNDATION COLUMBIA POINT BOSTON, MA 02125		PC	TO FURTHER DONEE'S PURPOSE	100.
UNITED WAY OF WESTCHESTER 336 CENTRAL PARK AVE HARTSDALE, NY 10530		PC	TO FURTHER DONEE'S PURPOSE	200.
BRONXVILLE WOMENS CLUB 135 MIDLAND AVE BRONXVILLE, NY 10708		PC	TO FURTHER DONEE'S PURPOSE	275.
SENIOR CITIZENS COUNCIL OF BRONXVILLE 200 PONDFIELD RD BRONXVILLE, NY 10708		PC	TO FURTHER DONEE'S PURPOSE	250.
ST. VINCENT'S HOSPITAL 275 NORTH ST HARRISON, NY 10528		PC	TO FURTHER DONEE'S PURPOSE	100.
SOUTH CAROLINA AQUARIUM 100 AQUARIUM WHARF CHARLESTON, SC 29401		PC	TO FURTHER DONEE'S PURPOSE	6,000.
MIDDLETON PLACE 4300 ASHLEY RIVER ROAD CHARLESTON, SC 29414		PC	TO FURTHER DONEE'S PURPOSE	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
RICE UNIVERSITY 6100 MAIN ST HOUSTON, TX 77005		PC	TO FURTHER DONEE'S PURPOSE	500.
PRESERVATION SOCIETY OF CHARLESTON 147 KING STREET CHARLESTON, SC 29401		PC	TO FURTHER DONEE'S PURPOSE	1,000.
PAY IT FORWARD TOGETHER INC 68 MENANDS RD MENANDS, NY 12204		PC	TO FURTHER DONEE'S PURPOSE	500.
NEW YORK PUBLIC RADIO 160 VARICK ST NEW YORK, NY 10013		PC	TO FURTHER DONEE'S PURPOSE	500.
NEW YORK PRESBYTERIAN HOSPITAL 5141 BROADWAY NEW YORK, NY 10034		PC	TO FURTHER DONEE'S PURPOSE	2,000.
NEW YORK HISTORICAL SOCIETY 170 CENTRAL PARK WEST NEW YORK, NY 10024		PC	TO FURTHER DONEE'S PURPOSE	1,000.
MOUNT HOLYOKE COLLEGE 50 COLLEGE ST SOUTH HADLEY, MA 01075		PC	TO FURTHER DONEE'S PURPOSE	1,000.
JANSEN HOSPICE 670 POST RD SCARSDALE, NY 10583		PC	TO FURTHER DONEE'S PURPOSE	300.
COUNSELING CENTERS INC 365 FRANKLIN AVE WYCKOFF, NJ 07481		PC	TO FURTHER DONEE'S PURPOSE	500.
BEREAVEMENT CENTER OF WESTCHESTER 670 WHITE PLAINS ROAD SCARSDALE, NY 10583		PC	TO FURTHER DONEE'S PURPOSE	500.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2019

Name of the organization

MARILYNN AND JOHN HILL FOUNDATION, INC

Employer identification number

27-4405369

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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

Employer identification number

MARILYNN AND JOHN HILL FOUNDATION, INC**27-4405369****Part II 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
<u>1</u>	<u>JOHN & MARILYNN HILL</u> <u>2015 ALLANDALE PLANTATION ROAD</u> <u>WADMALAW ISLAND, SC 29487</u>	\$ <u>1,007,760.</u>	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)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

27-4405369

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	<u>26,000 SHARES OF EDGEWOOD GROWTH FUND INSTL CL \$1,007,760</u> 	\$ <u>1,007,760.</u>	<u>12/27/19</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

MARILYNN AND JOHN HILL FOUNDATION, INC**27-4405369****Part III**

Exclusively religious, charitable, etc., 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 info once) ▶ \$ _____

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

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	35.	35.	
TOTAL TO PART I, LINE 3	35.	35.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY 6191	37,528.	700.	36,828.	36,828.	
MORGAN STANLEY 9428-293	9,714.	0.	9,714.	9,714.	
MORGAN STANLEY 9428-293 OTHER DIVIDENDS	4,325.	0.	4,325.	4,325.	
NATIONAL FINANCIAL - FIDELITY	38,838.	0.	38,838.	38,838.	
TO PART I, LINE 4	90,405.	700.	89,705.	89,705.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES - MARKS PANETH LLP	7,100.	5,325.		1,775.
TO FORM 990-PF, PG 1, LN 16B	7,100.	5,325.		1,775.

FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	534.	534.		0.
TO FORM 990-PF, PG 1, LN 18	534.	534.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES - MORGAN STANLEY	12,643.	12,643.		0.
TO FORM 990-PF, PG 1, LN 23	12,643.	12,643.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
QYLUR SECURITIES SYSTEMS INC	125,000.	125,000.
NATIONAL FINANCIAL - FIDELITY - SEE STATEMENT B	2,548,622.	2,200,686.
MORGAN STANLEY 9428-293 - SEE STATEMENT C	811,736.	1,063,341.
MORGAN STANLEY 6191-293 - SEE STATEMENT D	1,346,302.	1,781,971.
250 SH. HP WORLDQUANT - FOUNDERS	250,000.	272,519.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,081,660.	5,443,517.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

MARILYNN WOOD HILL
JOHN A HILL