

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

OMB No 1545-0052
2018
Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation SALLY FOSS & JAMES SCOTT HILL FOUNDATION C/O NANCY S HEARNE SAUL EWING		A Employer identification number 22-3487949
Number and street (or P O box number if mail is not delivered to street address) 650 COLLEGE ROAD EAST NO 4000	Room/suite	B Telephone number (see instructions) (609) 452-3100
City or town, state or province, country, and ZIP or foreign postal code PRINCETON, NJ 085406603		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <u>7,597,998</u>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	0			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1,803	1,803		
4 Dividends and interest from securities	151,366	151,366		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	511,239			
b Gross sales price for all assets on line 6a	2,750,299			
7 Capital gain net income (from Part IV, line 2)		511,239		
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)	622	622		
12 Total. Add lines 1 through 11	665,030	665,030		
13 Compensation of officers, directors, trustees, etc	0	0		0
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	31,413	0		31,413
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	41,939	41,939		0
17 Interest				
18 Taxes (attach schedule) (see instructions)	20,064	3,577		0
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	9,206	0		9,206
22 Printing and publications				
23 Other expenses (attach schedule)	43	43		0
24 Total operating and administrative expenses. Add lines 13 through 23	102,665	45,559		40,619
25 Contributions, gifts, grants paid	402,902			402,902
26 Total expenses and disbursements. Add lines 24 and 25	505,567	45,559		443,521
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	159,463			
b Net investment income (if negative, enter -0-)		619,471		
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	1,889	5,323	5,323
	2 Savings and temporary cash investments	207,032	537,441	537,441
	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)	51,971	0	0
	b Investments—corporate stock (attach schedule)	2,199,581	2,442,143	3,390,066
	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)	3,855,500	3,490,529	3,665,168
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,315,973	6,475,436	7,597,998	
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 <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,983,921	5,983,921	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29 Retained earnings, accumulated income, endowment, or other funds	332,052	491,515		
30 Total net assets or fund balances (see instructions)	6,315,973	6,475,436		
31 Total liabilities and net assets/fund balances (see instructions) .	6,315,973	6,475,436		

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	6,315,973
2 Enter amount from Part I, line 27a		2	159,463
3 Other increases not included in line 2 (itemize) ▶ _____		3	0
4 Add lines 1, 2, and 3		4	6,475,436
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 30 .		6	6,475,436

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 BROWN BROTHERS HARRIMAN	P		
b BROWN BROTHERS HARRIMAN	P		
c CAPITAL GAINS DIVIDENDS	P		
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 517,072		541,211	-24,139
b 2,122,656		1,697,849	424,807
c 110,571			110,571
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-24,139
b			424,807
c			110,571
d			
e			

2 Capital gain net income or (net capital loss)	2	511,239
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	

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 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))
2017	310,659	8,002,337	0.038821
2016	406,262	7,560,260	0.053737
2015	366,035	7,922,716	0.046201
2014	373,892	8,118,691	0.046053
2013	419,377	7,544,744	0.055585

2 Total of line 1, column (d)	2	0.240397
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.048079
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	8,265,004
5 Multiply line 4 by line 3	5	397,373
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,195
7 Add lines 5 and 6	7	403,568
8 Enter qualifying distributions from Part XII, line 4	8	443,521

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)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, subtitle A tax, and total tax due. Total tax due is 6,605.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

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? Website address N/A
14 The books are in care of NANCY HEARNE CO SAUL EWING Telephone no (609) 452-3100

Located at 650 COLLEGE RD EAST STE 4000 PRINCETON NJ ZIP+4 085406603

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

16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes", enter the name of the foreign country

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official?
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?
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 2018?
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?
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?
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?
b If "Yes," did it have excess business holdings in 2018 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?
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 2018?

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. **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** Yes No
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** Yes No

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 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, foundation managers and their compensation. See instructions

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

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

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

Total number of other employees paid over \$50,000. 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0

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	8,209,036
b	Average of monthly cash balances.	1b	181,831
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,390,867
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	8,390,867
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	125,863
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,265,004
6	Minimum investment return. Enter 5% of line 5.	6	413,250

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	413,250
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	6,195
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,195
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	407,055
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	407,055
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	407,055

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	443,521
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	443,521
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	6,195
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	437,326

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				407,055
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.			1,402	
e From 2017.				
f Total of lines 3a through e.	1,402			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>443,521</u>				
a Applied to 2017, 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 2018 distributable amount.				407,055
e Remaining amount distributed out of corpus	36,466			
5 Excess distributions carryover applied to 2018 (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	37,868			
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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	37,868			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.			1,402	
d Excess from 2017.				
e Excess from 2018.			36,466	

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ▶

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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))

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

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 See instructions

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				
b <i>Approved for future payment</i>				
Total ▶ 3b				

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ANN MCCLELLAN 4740 CONNECTICUT AVE NW APT 417 WASHINGTON, DC 20008	TRUSTEE 1 00	0	0	0
RICHARD HILL 178 ATLANTIC AVE MARBLEHEAD, MA 01945	TRUSTEE 1 00	0	0	0
CHESSYE HILL MOSELEY 173 LARCH ROW WENHAM, MA 01984	TRUSTEE 1 00	0	0	0
CYNTHIA HILL DOPP 5914 WOODACRES DRIVE BETHESDA, MD 20816	TRUSTEE 1 00	0	0	0
MICHAEL O HILL 910 17TH STREET NW SUITE 800 WASHINGTON, DC 20006	TRUSTEE 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BEVERLY HOSPITAL 85 HERRICK ST BEVERLY, MA 01915	NONE	509(A)(1)	GENERAL	25,000
DEERFIELD ACADEMY PO BOX 306 DEERFIELD, MA 01342	NONE	509(A)(1)	EDUCATION	25,000
DUBLIN SCHOOL INC 18 LEHMANN WAY DUBLIN, NH 03444	NONE	509(A)(1)	EDUCATION	25,000
Total ▶ 3a				402,902

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GEORGE WASHINGTON UNIVERSITY 2033 K STREET NW SUITE 300 WASHINGTON, DC 20052	NONE	509(A)(1)	EDUCATION	2,000
GOUCHER COLLEGE 1021 DULANEY VALLEY ROAD BALTIMORE, MD 212042794	NONE	509(A)(1)	EDUCATION	2,500
HILLWOOD ESTATE MUSEUM & GARDENS 4155 LINNEAN AVE NW WASHINGTON, DC 20008	NONE	509(A)	GENERAL	10,000
Total ▶ 3a				402,902

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HISTORIC MORVEN INC 55 STOCKTON ST PRINCETON, NJ 08540	NONE	509(A)(2)	GENERAL	5,000
KIPP MASSACHUSETTS INC 90 HIGH ROCK ST LYNN, MA 01902	NONE	509(A)(1)	EDUCATION	42,653
MASSACHUSETTS GENERAL CANCER CENTER 125 NASHUA STREET SUITE 540 BOSTON, MA 02114	NONE	509(A)(1)	GENERAL	10,000
Total				402,902

▶ **3a**

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MD ANDERSON CANCER CENTER- PROTON THERAPT CENTER 1515 HOLCOMBE BLVD HOUSTON, TX 77030	NONE	509(A)(1)	GENERAL	5,000
MILTON ACADEMY170 CENTRE ROAD MILTON, MA 02186	NONE	509(A)(1)	EDUCATION	2,500
PRINCETON DAY SCHOOL 650 GREAT ROAD PRINCETON, NJ 08550	NONE	509(A)(1)	EDUCATION	1,000
Total				402,902

▶ **3a**

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RAW ARTS37 CENTRAL SQUARE LYNN, MA 01901	NONE	509(A)(1)	EDUCATION	4,000
RECLAIM CHILDHOOD INC 1288 COLUMBUS AVENUE 162 SAN FRANCISCO, CA 94133	NONE	509(A)(1)	GENERAL	2,500
ROOM TO GROW NATIONAL INC 142 BERKLEY ST BOSTON, MA 02116	NONE	509(A)(1)	EDUCATION	10,000
Total				402,902

▶ 3a

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEABURY RESOURCES FOR AGING 6031 KANSAS AVENUE NW WASHINGTON, DC 20001	NONE	509(A)(1)	GENERAL	25,000
TEACH FOR AMERICA 60 CANAL STREET 5TH FLOOR BOSTON, MA 02114	NONE	509(A)(1)	EDUCATION	55,653
THE ASSOCIATION FOR COMMUNITY LIVING INC (WHOLE CHILDREN) 41 RUSSELL ST HADLEY, MA 01035	NONE	509(A)(2)	GENERAL	2,000
Total ▶ 3a				402,902

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
TRINITY COUNSELING SERVICE 22 STOCKTON ST PRINCETON, NJ 08540	NONE	509(A)(1)	BEREAVEMENT COUNSELING	60,000
VERMONT LAW SCHOOL 164 CHELSEA ST SOUTH ROYALTON, VT 05068	NONE	509(A)(1)	EDUCATION	10,000
WOMEN'S FUND OF ESSEX COUNTY 175 ANDOVER ST SUITE 101 DANVERS, MA 01923	NONE	509(A)(1)	GENERAL	4,000
Total				402,902



3a

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST MARK'S EPISCOPAL CHURCH 301 A STREET SE WASHINGTON, DC 20003	NONE	509(A)(1)	GENERAL	15,000
PRINCETON MEDICAL CENTER FOUNDATION 5 PLAINSBORO RD SUITE 365 PLAINSBORO, NJ 08536	NONE	509(A)(1)	GENERAL	20,000
BONHENGE WHALE CENTER 723 COMET DRIVE BEAUFORT, NC 28516	NONE	509(A)(1)	GENERAL	3,653
Total ▶ 3a				402,902

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL BONSAI FOUNDATION 3501 NEW YORK AVE NE WASHINGTON, DC 20002	NONE	509(A)(1)	GENERAL	15,000
HISTORICAL SOCIETY OF WASHINGTON DC 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	NONE	509(A)(1)	GENERAL	2,290
ROBERT PACKARD CENTER FOR ALS RESEARCH AT JOHNS HOPKINS 550 NORTH BROADWAY STE 722 BALTIMORE, MD 21205	NONE	509(A)(1)	GENERAL	3,153
Total ▶ 3a				402,902

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SQUAM LAKES ASSOCIATION PO BOX 204 HOLDERNESS, NH 03245	NONE	509(A)(1)	GENERAL	1,250
PLANNED PARENTHOOD 123 WILLIAMS ST 10TH FLOOR NEW YORK, NY 10038	NONE	509(A)(1)	GENERAL	1,250
SPECIAL HOCKEY MONTGOMERY INC PO BOX 34089 BETHESDA, MD 20827	NONE	509(A)(1)	GENERAL	1,250
Total ▶ 3a				402,902

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MAKE A WISH FOUNDATION 1702 E HIGHLAND AVE SUITE 400 PHOENIX, AZ 85016	NONE	509(A)(1)	GENERAL	1,250
CANCER RESEARCH INSTITUTE 29 BROADWAY 4TH FLOOR NEW YORK, NY 10006	NONE	509(A)(1)	GENERAL	2,500
SCRIPPS HEALTH FOUNDATION PO 2669 LA JOLLA, CA 92038	NONE	509(A)(1)	GENERAL	2,500
Total ▶ 3a				402,902

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HABITAT FOR HUMANITY 322 WEST LAMAR STREET AMERICUS, GA 31709	NONE	509(A)(1)	GENERAL	2,500
SAVE THE CHILDREN 501 KINGS HIGHWAY EAST SUITE 400 FAIRFIELD, CT 06825	NONE	509(A)(1)	GENERAL	2,500
Total ▶ 3a				402,902

TY 2018 Explanation of Non-Filing with Attorney General Statement

Name: SALLY FOSS & JAMES SCOTT HILL FOUNDATION

C/O NANCY S HEARNE SAUL EWING

EIN: 22-3487949

Statement:

THE STATE OF NEW JERSEY DOES NOT REQUIRE COPIES OF THE 990-PF TO BE FILED WITH THE ATTORNEY GENERAL.

TY 2018 Investments Corporate Stock Schedule

Name: SALLY FOSS & JAMES SCOTT HILL FOUNDATION
C/O NANCY S HEARNE SAUL EWING

EIN: 22-3487949

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
US LARGE CAPITAL EQUITY	2,442,143	3,390,066

TY 2018 Investments - Other Schedule

Name: SALLY FOSS & JAMES SCOTT HILL FOUNDATION
C/O NANCY S HEARNE SAUL EWING

EIN: 22-3487949

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CAPITAL EQUITY AND STRATEGIC EQUITY FUNDS	AT COST	1,865,423	2,031,352
FIXED INCOME BOND FUNDS	AT COST	1,625,106	1,633,816

TY 2018 Legal Fees Schedule

Name: SALLY FOSS & JAMES SCOTT HILL FOUNDATION
C/O NANCY S HEARNE SAUL EWING

EIN: 22-3487949

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SAUL EWING LLP	31,413	0		31,413

TY 2018 Other Expenses Schedule

Name: SALLY FOSS & JAMES SCOTT HILL FOUNDATION
C/O NANCY S HEARNE SAUL EWING

EIN: 22-3487949

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR FEES	43	43		0

TY 2018 Other Income Schedule

Name: SALLY FOSS & JAMES SCOTT HILL FOUNDATION
C/O NANCY S HEARNE SAUL EWING

EIN: 22-3487949

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISC INCOME	622	622	622

TY 2018 Other Professional Fees Schedule

Name: SALLY FOSS & JAMES SCOTT HILL FOUNDATION
C/O NANCY S HEARNE SAUL EWING

EIN: 22-3487949

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROWN BROTHERS HARRIMAN	41,939	41,939		0

TY 2018 Taxes Schedule

Name: SALLY FOSS & JAMES SCOTT HILL FOUNDATION
C/O NANCY S HEARNE SAUL EWING

EIN: 22-3487949

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	3,577	3,577		0
FEDERAL ESTIMATE TAX PAYMENT	16,487	0		0