

Return of Private Foundation 8949114101024-4
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

1993

Department of the Treasury
 Internal Revenue Service

Note: The organization may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year: 1993, or tax year beginning , 1993, and ending , 19

Use the IRS label: **THRILL HILL FOUNDATION**
 Otherwise, please print or type: **C/O BRESLAUER, JACOBSON, RUTMAN & CHAPMAN**
 See Specific Instructions: **10345 WEST OLYMPIC BOULEVARD**
LOS ANGELES, CA 90064-2524

A Employer identification number
 95-4150461

B State registration number (see instruction F)
 1424584

C If exemption application is pending, check here

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

E If private foundation status 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 If address changed, check here.....

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
 1,713,929.

J Accounting method: Cash Accrual
 Other (specify)

(Part I, column (d) must be on cash basis.)

Part I		(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)	1,000,000.			STATEMENT 1
	2 Contributions from self-interest trusts				
	3 Interest on savings and temporary cash investments	31,084.	31,084.	31,084.	STATEMENT 2
	4 Dividends and interest from securities	2,754.	2,754.	2,754.	STATEMENT 3
	5a Gross rents				
	b (Net rental income or (loss))				
	6 Net gain or (loss) from sale of assets not on line 10				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	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)	1,033,838.	33,838.	33,838.	
	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	STATEMENT 4	295.	295.	295.
	17 Interest				
	18				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses	STATEMENT 6	15.	15.	15.	
24 Total operating and administrative expenses (add lines 13 through 23)	320.	310.	310.	0.	
25 Contributions, gifts, grants paid	225,000.			225,000.	
26 Total expenses and disbursements (add lines 24 and 25)	225,320.	310.	310.	225,000.	
27a Excess of revenue over expenses and disbursements (line 12 minus line 26)	808,518.				
b Net investment income (if negative, enter "-0-")		33,528.			
c Adjusted net income (if negative, enter "-0-")			33,528.		

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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			47,222.	47,222.
	2	Savings and temporary cash investments		905,411.	1,665,172.	1,665,172.
	3	Accounts receivable	1,535.			
		less: allowance for doubtful accounts			1,535.	1,535.
	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				
	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)		905,411.	1,713,929.	1,713,929.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Support and revenue designated for future periods				
	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.	
Fund Balances or Net Assets	Organizations that use fund accounting, check here <input type="checkbox"/> and complete lines 24 through 27 and lines 31 and 32.					
	24a	Current unrestricted fund				
	b	Current restricted fund				
	25	Land, buildings, and equipment fund				
	26	Endowment fund				
	27	Other funds (describe)				
	Organizations not using fund accounting, check here <input checked="" type="checkbox"/> and complete lines 28 through 32.					
	28	Capital stock or trust principal		0.	0.	
	29	Paid-in capital or capital surplus		0.	0.	
	30	Retained earnings or accumulated income		905,411.	1,713,929.	
	31	Total net assets or fund balances		905,411.	1,713,929.	
	32	Total liabilities and net assets/fund balances		905,411.	1,713,929.	

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 31 (must agree with end-of-year figure reported on prior year's return)	1	905,411.
2	Enter amount from Part I, line 27a	2	808,518.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	1,713,929.
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 31	6	1,713,929.

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				
(e) Gross sales price minus expense of sale	(f) Depreciation allowed (or allowable)	(g) Cost or other basis	(h) Gain or (loss) (e) plus (f) minus (g)	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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	Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
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	0.	
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	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 organization liable for the section 4940 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the organization 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 entry.

(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))
1992	150,634.	948,820.	.1587593
1991	25,000.	979,090.	.0255339
1990	98,979.	949,449.	.1042489
1989	78,787.	1,112,607.	.0708130
1988	40,176.	986,524.	.0407248

2 Total of line 1, column (d)	2	.4000799
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	.0800160
4 Enter the net value of noncharitable-use assets for 1993 from Part X, line 5	4	875,786.
5 Multiply line 4 by line 3	5	70,077.
6 Enter 1% of net investment income (1% of Part I, line 2/b)	6	335.
7 Add lines 5 and 6	7	70,412.
8 Enter qualifying distributions from Part XII, line 4	8	225,000.

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 Excess Tax on Investment Income (Section 4940(c), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Give date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	335.
c All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of line 27b		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter "-0-")	2	0.
3 Add lines 1 and 2	3	335.
4 Tax under subtitle A (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter "-0-")	4	0.
5 Tax on investment income (line 3 minus line 4 (but not less than "-0-"))	5	335.
6 Credits/Payments:		
a 1993 estimated tax payments and 1992 overpayment credited to 1993	6a	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 2758)	6c	
d Backup withholding or erroneously withheld	6d	
7 Total credits and payments (add lines 6a through d)		
8 Enter any PENALTY for underpayment of estimated tax. Check here <input type="checkbox"/> 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 1994 estimated tax	899	Refunded <input type="checkbox"/> 11

Part VII Statements Regarding Activities

File Form 4720 if the answer is "No" to question 10b, 11b, or 14b or "Yes" to question 10c, 12a, 12b, 13b, or 14a(2), unless an exception applies.

	Yes	No
1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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 organization in connection with the activities.		X
c Did the organization file Form 1120-POL, U.S. Income Tax Return for Certain Political Organizations, for this year?		X
2 Has the organization 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 organization 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	
4a Did the organization have unrelated business gross income of \$1,000 or more during the year?	4a	
b If "Yes," has it filed a tax return on Form 990-T, Exempt Organization Business Income Tax Return, for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language written into 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 organization have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, column (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered CALIFORNIA		
b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or his or her designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 1993 or taxable year beginning in 1993 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Self-dealing (section 4941):		
a During the year did the organization (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	10a(1)	X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	10a(2)	X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	10a(3)	X
(4) Pay compensation to or pay or reimburse the expenses of a disqualified person?	10a(4)	X
(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)?	10a(5)	X
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the organization agreed to make a grant to or to employ the official for a period after he or she terminates government service, if he or she is terminating within 90 days.)	10a(6)	X

Part VIII Statements Regarding Activities (continued)

10b	If the answer is "Yes" to any of questions 10a(1) through (6), were the acts engaged in excepted acts as described in Regulations sections 53.4941(d)-3 and 4, or Notice 93-41, 1993-27 I.R.B. 137	N/A	Yes	No
10c	Did the organization engage in a prior year in any of the acts described in 10a, other than excepted acts, that were acts of self-dealing not corrected by the first day of the tax year beginning in 1993?	N/A		
11	Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation as defined in section 4942(j)(3) or 4942(j)(5):			
11a	At the end of tax year 1993, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 1993? If "Yes," list the years			X
11b	If 11a is "Yes," is the organization applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the undistributed income for ALL such years? (If "Yes," attach statement.)	N/A		
11c	If the provisions of section 4942(a)(2) are being applied to ANY of the years listed in 11a, list the years here.			
12	Taxes on excess business holdings (section 4943):			
12a	Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			X
12b	If "Yes," did it have excess business holdings in 1993 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 1993.)	N/A		
13	Taxes on investments that jeopardize charitable purposes (section 4944):			
13a	Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?			X
13b	Did the organization 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 on the first day of the tax year beginning in 1993?			X
14	Taxes on taxable expenditures (section 4945) and political expenditures (section 4955):			
14a(1)	During the year did the organization pay or incur any amount to:			X
14a(2)	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?			X
14a(3)	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?			X
14a(4)	(3) Provide a grant to an individual for travel, study, or other similar purposes?			X
14a(5)	(4) Provide a grant to an organization, other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?			X
14a(5)	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?			
14b	If the answer is "Yes" to any of questions 14a(1) through (5), were all such transactions excepted transactions as described in Regulations section 53.4945 or Notice 93-41, 1993-27 I.R.B. 137	N/A		
14c	If the answer is "Yes" to question 14a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A		
15	Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses.	SEE STATEMENT 8	X	
16	During this tax year, did the organization maintain any part of its accounting/tax records on a computerized system?		X	
17a	Did anyone request to see either the organization's annual return or its exemption application (or both)?			X
17b	If "Yes," did the organization comply pursuant to the instructions? (See General Instruction Q.)	N/A		
18	The books are in care of BRESLAUER, JACOBSON, RUTMAN & CHAPMAN Telephone no. (310) 282-0477 Located at 10345 WEST OLYMPIC BLVD., LOS ANGELES, CALIFORNIA ZIP code 90064-2524			
19	Section 4947(a)(1) charitable trusts filing Form 990-PF in lieu of Form 1041, U.S. Fiduciary Income Tax Return. - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 19			N/A

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:

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Contributions to employee benefit plans and deferred compensation	(d) Expense account, other allowances	(e) Compensation (if not paid, enter -0-)
SEE STATEMENT 7				

Part VIII Information About Officers, Directors, Trustees, etc. (continued)

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 \$30,000	(b) Title and average hours per week devoted to position	(c) Contributions to employee benefit plans and deferred compensation	(d) Expense account, other allowances	(e) Compensation
NONE				

Total number of other employees paid over \$30,000 ▶ 0

3 Five highest paid persons for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$30,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$30,000 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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe any program-related investments made by the foundation during the tax year.	Amount
1 NONE	
2	
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 for held for use) directly in carrying out charitable, etc., purposes:	1a	
a	Average monthly fair market value of securities	1b	889,123.
b	Average of monthly cash balances	1c	
c	Fair market value of all other assets	1d	889,123.
d	Total (add lines 1a, b, and c)		
e	Reduction claimed for blockage or other factors (attach detailed explanation) ▶	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	889,123.
3	Line 1d minus line 2	3	13,337.
4	Cash deemed held for charitable activities - Enter 1/12% of line 3 (for greater amount, see instructions)	4	875,786.
5	Net value of nonexemptable-use assets - Line 3 minus line 4. (Enter in Part V, line 4.)	5	

6 Minimum investment return. (Enter 5% of line 5.)

7 Distributable amount as adjusted (line 5 minus line 6). (Also enter in Part XIII, line 1.)

6	43,789.	6	43,789.
7	43,454.	7	43,454.

Part XI

Distributable Amount (see instructions)

(Section 4942(f)(3) and (f)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 5	1	43,789.
2a	Tax on investment income for 1993 from Part VI, line 5	2a	335.
b	Income tax under subtitle A, for 1993	2b	
c	Line 2a plus line 2b	2c	335.
3	Distributable amount before adjustments (line 1 minus line 2c)	3	43,454.
4a	Recoveries of amounts treated as qualifying distributions	4a	0.
b	Income distributors from section 4947(a)(2) trusts	4b	0.
c	Line 4a plus line 4b	4c	0.
5	Line 3 plus line 4c	5	43,454.
6	Deduction from distributable amount	6	

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	225,000.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total of lines 1-3 of Part IX-B	2	
2	Amounts paid to acquire assets used for held for use) directly in carrying out charitable, etc., purposes	2a	
3	Amounts set aside for specific charitable projects that satisfy the:	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	3c	
4	Qualifying distributions (add lines 1a through 3b). (Enter in Part V, line 8, and Part XIII, line 4.)	4	225,000.
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income - enter 1% of Part I, line 27b	5	335.
6	Adjusted qualifying distributions (line 4 minus line 5)	6	224,665.

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 1992	(c) 1992	(d) 1993
1 Distributable amount for 1993 from Part XI, line 7				43,454.
2 Undistributed income, if any, as of the end of 1992:				
a Enter amount for 1992 only			0.	
b Total for prior years: 19__, 19__, 19__		0.		
3 Excess distributions carryover, if any, to 1993:				
a From 1988				
b From 1989				
c From 1990	46,973.			
d From 1991				
e From 1992	103,925.			
f Total of lines 3a through e	150,898.			
4 Qualifying distributions for 1993 from Part XII, line 4: \$ 225,000.				
a Applied to 1992, 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 1993 distributable amount				43,454.
e Remaining amount distributed out of corpus	181,546.			
5 Excess distributions carryover applied to 1993 (If an amount appears in column (d), the same amount must be shown in column (e).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	332,444.			
b Prior years' undistributed income (line 2b minus line 4b)		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 1992 (line 2a minus line 4a). Taxable amount - see instr.			0.	
f Undistributed income for 1993 (line 1 minus lines 4d and 5). This amount must be distributed in 1994				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 1988 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 1994 (line 6a minus lines 7 and 8)	332,444.			
10 Analysis of line 9:				
a Excess from 1989				
b Excess from 1990	46,973.			
c Excess from 1991				
d Excess from 1992	103,925.			
e Excess from 1993	181,546.			

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Part XIV Private Operating Foundations (see instructions and Part VII, 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 1993, 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)

Table with 5 columns: Tax year (a) 1993, (b) 1992, (c) 1991, (d) 1990, (e) Total. Rows include: 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X; 2 b 85% of line 2a; 3 Qualifying distributions from Part XII, line 4; 3 d Amounts included in line 2c not used directly for active conduct of exempt activities; 3 e Qualifying distributions made directly for active conduct of exempt activities; 3 Complete 3a, b, or c for the alternative test relied on; 3 a "Assets" alternative test; 3 b "Endowment" alternative test; 3 c "Support" alternative test.

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year)

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).)

NONE

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 [X] if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization 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 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 or 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				
THE RAIN FOREST FOUNDATION		NONE		5,000.
WORLD HUNGER YEAR		NONE		25,000.
COMMUNITY FOOD BANK OF NEW JERSEY		NONE		20,000.
COMMUNITY CHURCH OF NEW YORK CITY		NONE		10,000.
PHILADELPHIA FOOD BANK		NONE		10,000.
RAINBOW KITCHEN COMMUNITY CENTER		NONE		10,000.
THE SARCOMA RESEARCH FUND		NONE		10,000.
T.J. MARTEL FOUNDATION		NONE		35,000.
GRAHAM WINDHAM		NONE		10,000.
NORDHOFF ROBBINS MUSIC THERAPY FOUNDATION		NONE		5,000.
THE SOUTHERN POVERTY LAW CENTER		NONE		25,000.
APLA & AMFAR-PHILADELPHIA		NONE		60,000.
Total				225,000.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
(a)					
(b)					
(c)					
(d)					
(e)					
(f)					
(g) Fees from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					31,084.
4 Dividends and interest from securities					2,754.
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					
9 Net income from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
(a)					
(b)					
(c)					
(d)					
(e)					
12 Subtotal (add columns (b), (d), and (e))			0.	0.	33,838.
13 TOTAL (add line 12, columns (b), (d), and (e))					33,838.

(See worksheet for 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 organization's exempt purposes (other than by providing funds for such purposes).

FOUNDATION KEEPS ITS FUNDS IN INTEREST BEARING ACCOUNTS
UNTIL A CONTRIBUTION IS MADE.

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

- 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?
- | | Yes | No |
|--|-----|----|
| a Transfers from the reporting organization to a noncharitable exempt organization of: | | |
| (1) Cash | | X |
| (2) Other assets | | X |
| b Other Transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | X |
| (3) Rental of facilities or equipment | | X |
| (4) Reimbursement arrangements | | X |
| (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X |
| c Sharing of facilities, equipment, mailing lists or other assets, or paid employees | | 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 organization. If the organization 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	

2a Is the organization 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
	N/A	

Part XVIII Public Inspection

- 1 Enter the date the notice of availability of the annual return appeared in a newspaper: 02/15/94
- 2 Enter the name of the newspaper: LOS ANGELES DAILY JOURNAL
- 3 Check here to indicate that you have attached a copy of the newspaper notice as required by the instructions. (If the notice is not attached, the return will be considered incomplete.)

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 of officer or trustee: *Jessie Landau* Date: 5/4/94 Title: VICE PRESIDENT

Preparer's signature: *[Signature]* Date: 4-29-94 Check if self-employed

Firm's name (or yours if self-employed) and address: BREZNAUER, JACOBSON, RUTMAN & CHAPMAN, 10345 W. OLYMPIC BLVD., LOS ANGELES, CALIFORNIA E.I. No. 95-3980165 ZIP code 90064-2524

DECLARATION OF PUBLICATION

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

CINDY ROSE, C.P.A.

BRESLAUER, JACOBSON, RUTMAN
& CHAPMAN
10345 W. Olympic Blvd.
Los Angeles, CA 90064

AVAILABILITY OF ANNUAL RETURN

THRILL HILL FOUNDATION

FDN 001084

The undersigned says:

I am over the age of 18 years and a citizen of the United States. I am not a party to and have no interest in this matter. I am a principal clerk of the co-publishers of the Metropolitan News-Enterprise, a newspaper of general circulation in the City of Los Angeles, the County of Los Angeles, and the State of California, as adjudicated in Los Angeles Superior Court Case No. 601165. The notice, a true copy of which is attached, was published on the following date(s):

02/15/94

I declare under penalty of perjury that the foregoing is true and correct.
Executed at Los Angeles, California on

02/15/94



signature

CUSTOMER# 005630
CONTROL # 00235096



CUST REF#

**NOTICE OF AVAILABILITY
OF ANNUAL RETURN**

Pursuant to Section 17049 of the Internal Revenue Code, notice is hereby given that the annual return for the year ending December 31, 1993 of the THRILL HILL FOUNDATION, a private foundation, is available for public inspection by any interested citizen who requests it at the foundation's principal office located at 10345 Olympic Blvd., Los Angeles, CA 90064. Telephone (310) 282-0477 beginning on the date of this publication and for 180 days thereafter during normal business hours 8:30 A.M. to 5:30 P.M.

The principal manager of the foundation is Michael Rutman.

Attn: Cindy Rose, CPA
BRESLAUER, JACOBSON, RUTMAN
& CHAPMAN
10345 W. Olympic Blvd.
Los Angeles, CA 90064
FDN 001084

CN235096 005630 Feb 15

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FORM 990-PF CONTRIBUTIONS OF \$5000 OR MORE STATEMENT 1

CONTRIBUTOR'S NAME	CONTRIBUTOR'S ADDRESS		
BRUCE SPRINGSTEEN	10345 WEST OLYMPIC BOULEVARD, LOS ANGELES, CALIFORNIA 90064-2524		
PROPERTY DESCRIPTION	DATE OF GIFT	FAIR MARKET VALUE	AMOUNT OF GIFT
CASH	VARIOUS		1,000,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
CITY NATIONAL BANK	151.
U.S. TREASURY BILLS	30,905.
JP MORGAN	28.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	31,084.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THE PIERPONT MM FUND	2,754.		2,754.
TOTAL TO FM 990-PF, PART I, LINE 4	2,754.		2,754.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT COUNSELING	295.	295.	295.	0.
TO FORM 990-PF, PG 1, LN 16C	295.	295.	295.	

FORM 990-PF TAXES STATEMENT 5

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	15.	15.	15.	0.
TO FORM 990-PF, PG 1, LN 23	15.	15.	15.	

FORM 990-TF LIST OF OFFICERS, DIRECTORS, TRUSTEES, ETC. STATEMENT 7

NAME AND ADDRESS	TITLE	AVERAGE HOURS PER WEEK	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCT	COMPEN-SATION
MICHAEL RUTMAN - 10345 WEST OLYMPIC BLVD., LOS ANGELES, CA 90064	PRESIDENT	AS REQUIRED		0. 0.	0.
JON LANDAU - 10345 WEST OLYMPIC BLVD., LOS ANGELES, CA 90064	VICE PRES	AS REQUIRED		0. 0.	0.
GERALD BRESLAUER - 10345 WEST OLYMPIC BLVD., LOS ANGELES, CA 90064	SECRETARY	AS REQUIRED		0. 0.	0.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 8

NAME OF CONTRIBUTOR	ADDRESS
BRUCE SPRINGSTEEN	10345 WEST OLYMPIC BOULEVARD, LOS ANGELES, CALIFORNIA 90064-2524

FRESNO
SERVICE
CENTER

