

Return of Private Foundation

8949117000401-3

OMB No. 1545-0052

or Section 4947(a)(2) Charitable Trust Treated as a Private Foundation
(See separate instructions.)

1992

Department of the Treasury
Internal Revenue Service

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

For the calendar year 1992, or fiscal year beginning

, 1992, and ending

, 19

Name of organization: **THRILL HILL FOUNDATION**

Number, street, and room (or P.O. box number): **10345 WEST OLYMPIC BOULEVARD**

City or town, state, and ZIP code: **LOS ANGELES, CA 90064-2524**

Employer identification number: **95-4150461**

State registration number (See instruction F): **1424584**

Check type of organization: Section 501(c)(3) exempt private foundation

Fair market value of assets at end of year (from Part II, col. (c), line 1): **905,411**

Accounting method: Cash Accrual

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 (attach schedule)				STATEMENT 1 STATEMENT 2
2	Contributions from split-interest trusts				
3	Interest on savings and temporary cash investments	33,290.	33,290.	33,290.	
4	Dividends and interest from securities	5,429.	5,429.	5,429.	
5a	Gross rents				
b	Net rental income/(loss)				
c	Gain or (loss) from sale of assets not on hand	REMOVED			
7	Capital gain net income (From Part IV, line 2)		0.	0.	
8	Net short-term capital gain			0.	
9	Income modifications				
10a	Gross sales minus returns and allowances				
b	Less: Cost of goods sold	FRESNO, CA			
c	Gross profit or (loss)				
11	Other income				
12	Total (add lines 1 through 11)	38,719.	38,719.	38,719.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	646.			
b	Accounting fees				
c	Other professional fees STMT 4	15.	15.	15.	
17	Interest				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications	25.			
23	Other expenses STMT 6	25.			
24	Total operating and administrative expenses (add lines 13 through 23)	2,859.	2,152.	2,152.	
25	Contributions, gifts, grants paid	151,000.			
26	Total expenses and disbursements (add lines 24 and 25)	153,859.	2,152.	2,152.	
27a	Excess of revenue over expenses and disbursements (line 12 minus line 26)	(-115,140.)			
b	Net investment income (if negat., enter -0-)		36,567.		
c	Adjusted net income (if negative enter -0-)			36,567.	

Please attach check or money order here.

REMOVED

Part I Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,020,551.	905,411.	905,411.
	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			
	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 (completed by all filers)	1,020,551.	905,411.	905,411.	
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	1,020,551.	905,411.		
31 Total fund balances or net assets	1,020,551.	905,411.		
32 Total liabilities and fund balances/net assets	1,020,551.	905,411.		

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	1,020,551.
2 Enter amount from Part I, line 27a	2	-115,140.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	905,411.
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	905,411.

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

1a Exempt contributing foundations described in section 4940(a)(2), check here 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 and enter 1% of Part I, line 27b 1 365.

c All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter -% of line 27b

2 Tax under section 511 (domestic section 4947(f)(1) trusts and taxable foundations only. Others enter "-0-") 2 0.

3 Add lines 1 and 2 3 366.

4 Tax under subchapter A (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -) 4 0.

5 Tax on investment income (line 3 minus line 4 (but not less than "-0-")) 5 366.

6 Credits/Payments:

a 1992 estimated tax payments and 1991 overpayment credited to 1992 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 erroneously withheld 6d

7 Total credits and payments (add lines 6a through d)

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 1993 estimated tax ▶

Part VII Statements Regarding Activities

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

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? 1a 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. 1b X

c Did the organization file Form 1120-POL for this year? 1c 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? N/A 4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
 If "Yes," attach the statement required by General Instruction T. 5

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 1992 or taxable year beginning in 1992 (see instructions for Part XIV)? If "Yes," complete Part 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 VII Statements Regarding Activities (continued)

10b If the answer is "Yes" to any questions 10a(1) through (6), were the acts engaged in, excepted acts as described in Regulations sections 53.4941(d)-1 and 42? N/A

10c Did the organization engage in a prior year in one 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 1992? 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)):

a At the end of tax year 1992, did the organization have any undistributed income (lines 6d and 6c, Part XIII) for tax year(s) beginning before 1992? If "Yes," list the years: 11a X

b 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

c If the provisions of section 4942(a)(2) are being applied to ANY of the years listed in 11a, list the years here: 11b

12 Taxes on excess business holdings (section 4943):

a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 12a X

b If "Yes," did it have excess business holdings in 1992 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 1992.) N/A

13 Taxes on investments that jeopardize charitable purposes (section 4944):

a Did the organization invest during the year any amount in a manner that would jeopardize your charitable purposes? 13a X

b 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 1992? 13b X

14 Taxes on taxable expenditures (section 4945) and political expenditures (section 4955):

a During the year did the organization pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? 14a(1) X

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? 14a(2) X

(3) Provide a grant to an individual for travel, study, or other similar purposes? 14a(3) X

(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)? 14a(4)

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 14a(5)

b 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 92-45, 1992-40 I.R.B. 29? N/A

c 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

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

15 Did any persons become substantial contributors during the tax year? 15 X

If "Yes," attach a schedule listing their names and addresses.

16 During this tax year, did the organization maintain any part of your accounting/tax records on a computerized system? 16 X

17a Did anyone request to see either the organization's annual return or its exemption application (or both)? 17a X

b 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) 232-0477**
 Located at **10345 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 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 of years, 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	(d) Expense account, other allowances	(e) Compensation (If not paid, enter -0-)
MICHAEL RUTMAN - 10345 OLYMPIC BLVD., LOS ANGELES, CA 90064	PRESIDENT AS REQUIRED	0.	0.	0.
JON LANDAU - 10345 OLYMPIC BLVD., LOS ANGELES, CA 90064	VICE PRES AS REQUIRED	0.	0.	0.
GERALD BRESLAUER - 10345 OLYMPIC BLVD., LOS ANGELES, CA 90064	SECRETARY AS REQUIRED	0.	0.	0.

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 employees paid more than \$30,000	(b) Title and time devoted to position	(c) Contributions to employee benefit plans	(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 persons 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 (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	
b Average of monthly cash balances	1b	963,269.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	963,269.
e Reduction claimed for blockage or other factors (attach detailed explanation) ▶	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Line 1d minus line 2	3	963,269.
4 Cash deemed held for charitable activities - Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,449.
5 Net-value of noncharitable-use assets - Line 3 minus line 4 (Enter in Part V, line 4.)	5	948,820.
6 Minimum investment return (enter 5% of line 5)	6	47,441.

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	47,441.
2a Tax on investment income for 1992 from Part VI, line 5	2a	366.
b Income tax under subtitle A, for 1992	2b	
c Line 2a plus line 2b	2c	366.
3 Distributable amount before adjustments (line 1 minus line 2c)	3	47,075.
4a Recoveries of amounts treated as qualifying distributions	4a	0.
b Income distributions from section 4947(a)(2) trusts	4b	0.
c Line 4a plus line 4b	4c	0.
5 Line 3 plus line 4c	5	47,075.
6 Deduction from distributable amount	6	
7 Distributable amount as adjusted (line 5 minus line 6) (Also enter in Part XII, line 1.)	7	47,075.

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	151,000.
b Program-related investments - total of lines 1-3 of 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 in Part V, line 8 and Part XIII, line 4.)	4	151,000.
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	366.
6 Adjusted qualifying distributions (line 4 minus line 5)	6	150,634.

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(a) reduction of tax in those years.

Part XIII Undistributed income (see instructions)

	(a) Corpus	(b) Years prior to 1991	(c) 1991	(d) 1992
1 Distributable amount for 1992 from Part XI, line 7				47,075.
2 Undistributed income, if any, as of the end of 1991:				
a Enter amount for 1991 only			0.	
b Total for prior years: 1991, 1990, 1989		0.		
3 Excess distributions carryover, if any, to 1992:				
a From 1987				
b From 1988				
c From 1989				
d From 1990	46,973.			
e From 1991				
f Total of lines 3a through e	46,973.			
4 Qualifying distributions for 1992 from Part XII, line 4: \$ 151,000.				
a Applied to 1991, 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 1992 distributable amount				47,075.
e Remaining amount distributed out of corpus	103,925.			
5 Excess distributions carryover applied to 1992 (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.	150,898.			
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 1991 (line 2a minus line 4a). Taxable amount - see instr.			0.	
f Undistributed income for 1992 (line 1 minus lines 4d and 5). This amount must be distributed in 1993				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 1987 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 1993 (line 6a minus lines 7 and 8)	150,898.			
10 Analysis of line 9:				
a Excess from 1988				
b Excess from 1989				
c Excess from 1990	46,973.			
d Excess from 1991				
e Excess from 1992	103,925.			

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 1992, 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).

	Tax year		Prior 3 years		
	(a) 1992	(b) 1991	(c) 1990	(d) 1989	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X (for 1991 and 1992; previously Part IX)					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 (for 1991 and 1992; previously Part XIII, line 6)					
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 (line 2c minus line 2d)					
3 Complete 3a, b, or c for the alternative test relied on:					
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 1991 and 1992; previously Part IX, line 6)					
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 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 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				
LIBERTY HILL FOUNDATION		NONE		1,000.
WORLD HUNGER YEAR		NONE		25,000.
JEFF PORCARO MEMORIAL FUND		NONE		5,000.
COMMUNITY CHURCH OF NEW				
YORK CITY		NONE		10,000.
PHILADELPHIA FOOD BANK		NONE		10,000.
RAINBOW KITCHEN COMMUNITY		NONE		10,000.
PROJECT VOTE		NONE		25,000.
T.J. MARTEL FOUNDATION		NONE		25,000.
GRAHAM WINDHAM		NONE		10,000.
FIRST AME CHURCH		NONE		10,000.
L.A. REGIONAL FOOD BANK		NONE		10,000.
PATIENT ASSISTANCE FUND		NONE		10,000.
Total				▶ 3a 151,000.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

DECLARATION OF PUBLICATION

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

CINDY ROSE, CPA

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

AVAILABILITY OF ANNUAL RETURN
THRILL HILL FOUNDATION

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):

05/12/93

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

05/12/93

Christina B. K. Jones
signature

CUSTOMER# 005630
CONTROL # 00197654

CUST REF#



NOTICE OF AVAILABILITY OF ANNUAL RETURN
Pursuant to Section 6104(d) of the Internal Revenue Code, notice is hereby given that the annual return for the year ending December 31, 1992, 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 from 8:30 a.m. to 5:30 p.m.
The principal manager of the foundation is Michael R. Utman.
CINDY ROSE, CPA
BRESLAUER, JACOBSON, RUTMAN & SHERMAN, INC.
10345 W. Olympic Blvd.
Los Angeles, CA 90064
FDN 001094
May 12
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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MERCANTILE NATIONAL BANK	301.
CITY NATIONAL BANK	342.
U.S. TREASURY BILLS	32,647.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	33,290.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THE PIERPONT MM FUND	5,429.		5,429.
TOTAL TO FM 990-PF, PART I, LINE 4	5,429.		5,429.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	646.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16A	646.			

FORM 990 PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT COUNSELING	15.	15.	15.	0.
TO FORM 990-PF, PG 1, LN 16C	15.	15.	15.	

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	20.	0.	0.	0.
OFFICE SUPPLIES	5.	0.	0.	0.
TO TO FORM 990-PF, PG 1, LN 23	25.			