

Form **990-PF**

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

8949117300714-5
 OMB No. 1545-0052

1994

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 1994, or tax year beginning _____, 1994, and ending _____, 19

Use the IRS label. Name of organization: **THRILL HILL FOUNDATION**

Otherwise, please print or type. Number, street, and room for P.O. box number: **1990 BUNDY DR. SUITE 200**

See Specific Instructions. City or town, state, and ZIP code: **LOS ANGELES, CA 90025**

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) **1,509,010.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify)

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 A)				
2	Contributions from split-interest trusts				
3	Interest on savings and temporary cash investments	27,189.	27,189.	27,189.	STATEMENT 1
4	Dividends and interest from securities	18,256.	18,256.	18,256.	STATEMENT 2
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)	45,445.	45,445.	45,445.	
13	Compensation of officers, directors, trustees, etc.	0.	0.		RECEIVED 0.
14	Other employee salaries and wages				840
15	Pension plans, employee benefits				
16a	Legal fees STATEMENT 3	84.	84.		MAY 12 1995
b	Accounting fees				
c	Other professional fees STATEMENT 4	230.	230.		INT 2001 REVENUE SERVICE FRESNO, CA
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses (add lines 13 through 23)	314.	314.	314.	0.
25	Contributions, gifts, grants paid	250,050.			250,050.
26	Total expenses and disbursements (add lines 24 and 25)	250,364.	314.	314.	250,050.
27a	Excess of revenue over expenses and disbursements (line 12 minus line 26)	(-204,919.)			
b	Net investment income (if negative, enter "-0-")		45,131.		
c	Adjusted net income (if negative, enter "-0-")			45,131.	

5430 For Paperwork Reduction Act Notice, see page 1 of the instructions.

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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		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	47,222.	49,604.	49,604.
	2 Savings and temporary cash investments	1,665,172.	576,127.	576,127.
	3 Accounts receivable ▶ 352.			
	Less: allowance for doubtful accounts ▶	1,535.	352.	352.
	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 STMT 5	0.	882,927.	882,927.
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	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)	1,713,929.	1,509,010.	1,509,010.
	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.		
Net Assets or Fund Balances	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	1,713,929.	1,713,929.		
30 Retained earnings or accumulated income	0.	-204,919.		
31 Total net assets or fund balances	1,713,929.	1,509,010.		
32 Total liabilities and net assets/fund balances	1,713,929.	1,509,010.		

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	1,713,929.
2 Enter amount from Part I, line 27a	2	-204,919.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,509,010.
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	1,509,010.

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 12/31/89			(i) 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		
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(a) 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 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the organization does not qualify under section 4940(a). 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))
1993	224,665.	875,786.	.2565296
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
2 Total of line 1, column (d)			2 .6158847
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 .1231769
4 Enter the net value of noncharitable-use assets for 1994 from Part X, line 5			4 2,181,080.
5 Multiply line 4 by line 3			5 145,482.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 451.
7 Add lines 5 and 6			7 145,933.
8 Enter qualifying distributions from Part XII, line 4			8 250,050.

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 on Investment Income (Section 4940(a), 4940(b), 4940(c), 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(a) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	451.
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	451.
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	451.
6 Credits/Payments:			
a 1994 estimated tax payments and 1993 overpayment credited to 1994	6a	899.	
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)		7	899.
8 Enter any PENALTY for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 TAX DUE. If the total of lines 5 and 8 is more than line 7, enter AMOUNT OWED		9	0.
10 OVERPAYMENT. If line 7 is more than the total of lines 5 and 8, enter the AMOUNT OVERPAID		10	448.
11 Enter the amount of line 10 to be Credited to 1995 estimated tax <input checked="" type="checkbox"/> 448. 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, 12c, 13a, 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 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.		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		X
4a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		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.		X
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?	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.	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 designee) of each state as required by General Instruction G? If "No," attach explanation	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 1994 or taxable year beginning in 1994 (see instructions for Part XIV)? If "Yes," complete Part XIV		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?		X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		X
(4) Pay compensation to or pay or reimburse the expenses of a disqualified person?		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)?		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.)		X

Part VIII Statements Regarding Activities (continued)

10b	If the answer is "Yes" to 10a(1) through (6), were the acts engaged in excepted acts as described in Regulations sections 53.4941(d)-3 and 4, Notice 94-15, 1994-7 I.R.B. 59, or Notice 94-87, 1994-36 I.R.B. 187	N/A	10b	Yes	No
11	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 1994? Cases on failure to distribute income (section 4942) does not apply for years the organization was a private operating foundation as defined in section 4942(h)(3) or 4942(j)(5):		11a		X
	At the end of tax year 1994, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 1994? If "Yes," list the years: ▶		11b		
	If "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	11b		
	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		X
	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 1994 as a result of (1) any purchase by the organization or disqualified persons after May 26, 1989; (2) the lapse of the 5-year period for 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 1944.)	N/A	12b		
13	Taxes on investments that jeopardize charitable purposes (section 4944):		13a		X
	a Did the organization invest during the year any amount in a manner that would jeopardize its 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 1994?		13b		X
14	Taxes on taxable expenditures (section 4945) and political expenditures (section 4955):		14a(1)		X
	a During the year did the organization pay or incur any amount to:		14a(2)		X
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(a))?		14a(3)		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(4)		X
	(3) Provide a grant to an individual for travel, study, or other similar purposes?		14a(5)		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(6)		X
	(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(7)		X
	b If any answer is "Yes" to 14a(1) through (5), were all such transactions excepted transactions as described in Regulations section 53.4945, Notice 94-15, 1994-7 I.R.B. 59, or Notice 94-87, 1994-36 I.R.B. 187	N/A	14b		X
	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	14c		X

15	Did any persons become substantial contributors during the tax year?		15		X
	If "Yes," attach a schedule listing their names and addresses.		16		X
16	During this tax year, did the organization maintain any part of its 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 D.)	N/A	17b		
18	The books are in care of ▶ CHAPMAN BIRD & GREY	Telephone no. ▶ 310-571-4000			
	located at ▶ 1990 BUNNY DRIVE SUITE 200	ZIP code ▶ 90025			
19	Section 4947(a)(1) nonprofits charitable trusts (filing Form 990-PF in lieu of Form 1041, U.S. Income Tax Return for Estates and Trusts - 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	(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation in money and deferred compensation	(d) Expense account, other allowances	(e) Compensation (if not paid, enter -0-)
	NANCY CHAPMAN	PRESIDENT	0.	0.	0.
	1990 BUNNY DR SUITE 200 LA CA 90025	AS REQUIRED	0.	0.	0.
	JON LANDAU	VICE PRES	0.	0.	0.
	1990 BUNNY DR SUITE 200 LA CA 90025	AS REQUIRED	0.	0.	0.
	NANCY CHAPMAN	SECRETARY	0.	0.	0.
	1990 BUNNY DR SUITE 200 LA CA 90025	AS REQUIRED	0.	0.	0.
	BONNIE GREY	TREASURER	0.	0.	0.
	1990 BUNNY DR SUITE 200 LA CA 90025	AS REQUIRED	0.	0.	0.

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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 \$50,000	(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 \$50,000 0

3 Five highest-paid independent contractors for professional services. 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 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.

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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	1,199,066.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,199,066.
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	1,199,066.
4	Cash deemed held for charitable activities - Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,986.
5	Net value of noncharitable-use assets - Line 3 minus line 4. (Enter in Part V, line 4.)	5	1,181,080.
6	Minimum investment return. (Enter 5% of line 5.)	6	59,054.

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	59,054.
2a	Tax on investment income for 1994 from Part VI, line 5	2a	451.
b	Income tax under subtitle A, for 1994	2b	
c	Line 2a plus line 2b	2c	451.
3	Distributable amount before adjustments (line 1 minus line 2c)	3	58,603.
4a	Recovery 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	58,603.
6	Deduction from distributable amount	6	
7	Distributable amount as adjusted (line 5 minus line 6). (Also enter in Part XIII, line 1.)	7	58,603.

Part XII Qualifying Distributions (see instructions)

i	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 28	1a	250,050.
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	250,050.
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	451.
6	Adjusted qualifying distributions (line 4 minus line 5)	6	249,599.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 1993	(c) 1993	(d) 1994
1 Distributable amount for 1994 from Part XI, line 7				58,603.
2 Undistributed income, if any, as at the end of 1993:				
a Enter amount for 1993 only			0.	
b Total for prior years: 19__19__19__			0.	
3 Excess distributions carryover, if any, to 1994:				
a From 1989				
b From 1990				
c From 1991				
d From 1992				
e From 1993				
f Total of lines 3a through e			0.	
4 Qualifying distributions for 1994 from Part XII, line 4: $\$$ 250,050.				
a Applied to 1993, 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 1994 distributable amount				58,603.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 1994 (If an excess appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 2f, 4c, and 4e. Subtract line 5			0.	
b Prior year's undistributed income (line 2a minus line 4b)			0.	
c Enter the amount of prior year's undistributed income for which a notice of deficiency has been issued, or on which the section 4942(d) tax has been previously assessed			0.	
d Subtract line 6c from line 6a. Taxable amount - see instructions			0.	
e Undistributed income for 1993 (line 2a minus line 4d. Taxable amount - see instr.				0.
f Undistributed income for 1994 (line 1 minus lines 4d and 5). This amount must be distributed in 1995				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(d)(3)			0.	
8 Excess distributions carryover from 1989 not applied on line 5 or line 7			0.	
9 Excess distributions carryover to 1995 (line 6a minus lines 7 and 8)			191,447.	
10 Analysis of line 9:				
a Excess from 1990				
b Excess from 1991				
c Excess from 1992				
d Excess from 1993				
e Excess from 1994			191,447.	

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Part XIV

Private Operating Foundations (see instructions and Part VII, question 8)

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 1994, 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)(4)

4942(j)(3) or 4942(j)(4)

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

Tax year	(a) 1994	(b) 1993	Prior 3 years		(d) Total
			(c) 1992	(c) 1991	

b 85% of line 2a

c Qualifying distributions from Part XIII 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 (line 2c minus line 2d)

f 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 8 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(b)(5)), or royalties)

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

(5) Total support (sum of lines 617, 618, 619, and 620)

(6) Total support (sum of lines 617, 618, 619, and 620) divided by the number of years for which the support is provided

(7) Total support (sum of lines 617, 618, 619, and 620) divided by the number of years for which the support is provided

(8) Total support (sum of lines 617, 618, 619, and 620) divided by the number of years for which the support is provided

(9) Total support (sum of lines 617, 618, 619, and 620) divided by the number of years for which the support is provided

(10) Total support (sum of lines 617, 618, 619, and 620) divided by the number of years for which the support is provided

(11) Total support (sum of lines 617, 618, 619, and 620) divided by the number of years for which the support is provided

(12) Total support (sum of lines 617, 618, 619, and 620) divided by the number of years for which the support is provided

(13) Total support (sum of lines 617, 618, 619, and 620) divided by the number of years for which the support is provided

(14) Total support (sum of lines 617, 618, 619, and 620) divided by the number of years for which the support is provided

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(43) Total support (sum of lines 617, 618, 619, and 620) divided by the number of years for which the support is provided

(44) Total support (sum of lines 617, 618, 619, and 620) divided by the number of years for which the support is provided

(45) Total support (sum of lines 617, 618, 619, and 620) divided by the number of years for which the support is provided

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 during the year (but only if they have contributed more than \$5,000). (See section 501(c)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation for 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 protected 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 3a, 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 area, charitable fields, kinds of institutions, or other factors:

Part VII 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				
PHILADELPHIA RECREATION & PLANNING		NONE		45,000.
WORLD HUNGER YEAR		NONE		25,000.
CHILDREN'S DIABETES FOUNDATION		NONE		25,000.
CENTER FOR EARLY EDUCATION		NONE		10,000.
WOODY GUTHRIE FOUNDATION		NONE		10,000.
ELTON JOHN AIDS FOUNDATION		NONE		5,000.
CHILDREN'S CANCER RESEARCH		NONE		1,000.
T.J. MARTEL FOUNDATION		NONE		33,750.
GRAHAM WINDHAM		NONE		10,000.
MEDIA NETWORK INFORMATION CENTER		NONE		1,000.
DEVINE DESIGN		NONE		5,000.
UCLA FOUNDATION		NONE		2,500.
SOUTHERN POVERTY LAW CENTER		NONE		25,000.
WESTSIDE CHILDREN'S		NONE		10,000.
COMMUNITY CENTER		NONE		5,000.
KRISTEN ANN CARR FUND		NONE		1,000.
TUESDAY'S CHILD		NONE		25,000.
1736 FAMILY CRISIS CENTER		NONE		1,000.
C.A.R.E.		NONE		5,000.
THUNDER ROAD BENEFIT		NONE		4,800.
FRESH AIR FOUNDATION		NONE		
Total			▶ 3a	250,050.
b Approved for future payment				
NONE				
Total			▶ 3b	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					27,189.
4 Dividends and interest from securities					18,256.
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 or (loss) 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.	45,445.
13 TOTAL (add line 12, columns (b), (d), and (e))					45,445.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the 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.

Form 990-PF (1994) **THRILL HILL FOUNDATION**

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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 **01/19/95**
- 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 or fiduciary) is based on all information of which preparer has any knowledge.

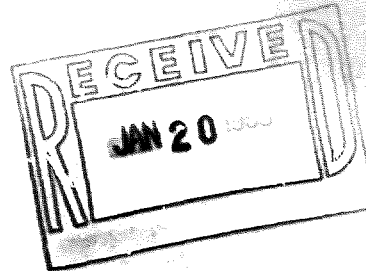
Please Sign Here	Signature of officer or trustee	Date	Title
	<i>[Signature]</i>	5/2/95	President
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>
	<i>[Signature]</i>	5/2/95	
Firm's name for years if self-employed and address			E.I. No. <input type="checkbox"/>
CHAPMAN, BIRD & GREY, INC. 1990 S. BUNDY DR. STE. 200 LOS ANGELES, CA			ZIP code 90025

DECLARATION OF PUBLICATION

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

CINDY ROSE, CPA

CHAPMAN, BIRD & GREY
1990 Bundy Dr.
No. 200
Los Angeles, CA 90025



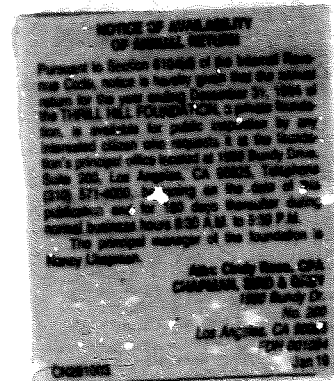
AVAILABILITY OF ANNUAL RETURN

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):

01/19/95



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

01/19/95

Christina S. K. T.
signature

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THRILL HILL FOUNDATION95-4150461FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

<u>SOURCE</u>	<u>AMOUNT</u>
U.S. TREASURY BILLS	25,380.
CITY NATIONAL BANK	1,809.
U.S. TREASURY BILLS	
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	27,189.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
THE PIERPONT MM FUND	18,256.		18,256.
TOTAL TO FM 990-PF, PART I, LINE 4	18,256.		18,256.

FORM 990-PF LEGAL FEES STATEMENT 3

<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
LEGAL FEES	84.	84.	84.	0.
TO FORM 990-PF, PG 1, LN 16A	84.	84.	84.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
INVESTMENT COUNSELING	230.	230.	230.	0.
TO FORM 990-PF, PG 1, L. 16C	230.	230.	230.	

FRESNO SERVICE CENTER

