

5/16/96

SURROGATE'S COURT
COUNTY OF NEW YORK

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File No. 2197/1951

Account Of

Alvin J. Burnett and the Estate
of Archibald A. Hill, Deceased,
as Trustees Under The Last Will Of

AFFIDAVIT FOR AN
ACCOUNT OF THE HILL
FOUNDATION, INC., AN
ASSET OF THE TRUST

JESSICA M. HILL,
Deceased.

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TO THE SURROGATE'S COURT OF THE COUNTY OF NEW YORK:

Alvin J. Burnett, being duly sworn, deposes and says that:

(1) I am the Petitioner in the above captioned proceeding.

(2) I have prepared and attach hereto an account of the transactions in the Hill Foundation, Inc., a closely held corporation which is an asset of the Trust for the period commencing July 2, 1962 and ending July 31, 1995 in order to satisfy an objection to the Trust's account.

(3) The following parties have appeared in this proceeding:

NAME AND POST OFFICE ADDRESS <u>Name/Address</u>	RELATIONSHIP	NATURE OF INTEREST
Alvin J. Burnett 3131 East Alameda Avenue Denver, CO 80209	None	Petitioner; Trustee
Estate of Archibald Anderson Hill c/o Alvin J. Burnett, Executor 3131 East Alameda Avenue Denver. CO 80209	Nephew	Petitioner; Trustee; Life Income Beneficiary
Muriel Lydia Wright 1211 West 22-1/2 Street Austin, TX 78705	None	Sole Beneficiary Of Estate Of Archibald A. Hill And Entitled To Entire Balance Of Income Due Archibald Hill Estate

Association of Childhood
Education Int'l None
11141 Georgia Avenue,
Suite 200
Wheaton, MD 20902

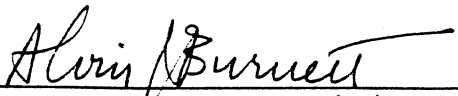
Beneficiary Of Remaining
Principal And Income
Since Death Of Archibald
A. Hill

New York State Attorney General
2 World Trade Center None
New York, NY 10048

Representative of
Charitable Beneficiaries

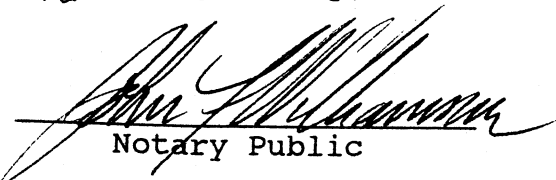
That all of the above-named persons are of full age and of sound mind. There are no other persons than those above mentioned interested in this proceeding.

(4) Your Petitioner is desirous of rendering to said Surrogate's Court the attached Hill Foundation, Inc. Account and prays that the Trust's account as supplemented by the Hill Foundation, Inc. Account be judicially settled and allowed.



Alvin J. Burnett, Petitioner

Sworn to before me this
16th day of May, 1996



Notary Public

JOHN F. WILLIAMSON, ESQ.
Notary Public, State of New York
No. 02W14289250
Qualified in Dutchess County
Commission Expires November 30, 19*97*

THE HILL FOUNDATION, INC.

ACCOUNT OF PROCEEDINGS
COVERING THE PERIOD FROM
07/02/62 THROUGH 07/31/95

THIS IS A FIRST AND FINAL ACCOUNTING

SUMMARY STATEMENT

CHARGES

AMOUNT SHOWN BY SCHEDULE A (TOTAL PRINCIPAL RECEIVED)	\$25,403.58	
AMOUNT SHOWN BY SCHEDULE A-1 (GROSS INCREASES ON SALES, ETC.)	0.00	
AMOUNT SHOWN BY SCHEDULE A-2 (TOTAL INCOME RECEIVED)	\$2,160,345.53	
TOTAL CHARGES		\$2,185,749.11

CREDITS

AMOUNT SHOWN BY SCHEDULE B (GROSS DECREASES ON SALES, ETC.)	\$26,770.54	
AMOUNT SHOWN BY SCHEDULE C (ADMINISTRATION EXPENSES PAID)	1,268,800.56	
AMOUNT SHOWN BY SCHEDULE D (DISTRIBUTIONS TO OR FOR THE ACCOUNT OF THE BENEFICIARIES)	7,825.00	
TOTAL CREDITS		1,303,396.10
LEAVING A BALANCE OF AS SHOWN BY SCHEDULE E		\$882,353.01

SCHEDULE A-2

STATEMENT SHOWING TOTAL INCOME RECEIVED

TRIBOROUGH BRIDGE & TUNNEL
AUTHORITY, 7.625% DUE 1/1/2014

10/31/91	INTEREST ON	\$100,000.		
	ON PURCHASE		\$2,541.67-	
01/03/92	INTEREST ON	\$100,000.	3,812.50	
07/02/92	INTEREST ON	\$100,000.	3,812.50	
01/05/93	INTEREST ON	\$100,000.	3,812.50	
07/02/93	INTEREST ON	\$100,000.	3,812.50	
01/04/94	INTEREST ON	\$100,000.	3,812.50	
07/01/94	INTEREST ON	\$100,000.	3,812.50	
01/03/95	INTEREST ON	\$100,000.	3,812.50	
07/03/95	INTEREST ON	\$100,000.	3,812.50	\$27,958.33

U.S.A. TREASURY BILLS,
DUE 8/6/81

08/06/81	INTEREST ON	\$10,000.		
	ON REDEMPTION		\$379.00	379.00

U.S.A. TREASURY BILLS,
DUE 11/5/81

08/06/81	INTEREST ON	\$10,000.		
	ON REDEMPTION		\$396.20	396.20

U.S.A. TREASURY BILLS,
DUE 1/28/82

01/28/82	INTEREST ON	\$10,000.		
	ON REDEMPTION		\$259.00	259.00

SCHEDULE A-2 (CONTINUED)

NORWEST ADJUSTABLE U.S.
GOVERNMENT FUND CLASS A

05/04/94	INCOME ON	35,317.861	UNITS	\$875.12
06/07/94	INCOME ON	35,407.342	UNITS	1,356.20
07/07/94	INCOME ON	35,547.735	UNITS	1,449.12
08/03/94	INCOME ON	35,698.215	UNITS	1,557.40
09/07/94	INCOME ON	35,860.107	UNITS	1,557.01
10/05/94	INCOME ON	36,022.127	UNITS	1,600.87
11/07/94	INCOME ON	36,190.109	UNITS	1,469.25
12/07/94	INCOME ON	36,344.93	UNITS	1,593.93
01/06/95	INCOME ON	36,514.678	UNITS	1,810.16
02/06/95	INCOME ON	36,708.485	UNITS	1,674.37
03/06/95	INCOME ON	36,887.946	UNITS	1,777.74
04/05/95	INCOME ON	37,078.691	UNITS	1,918.93
05/03/95	INCOME ON	37,284.364	UNITS	1,696.63
06/06/95	INCOME ON	37,466.016	UNITS	1,820.33

22,157.06

BIRCH TREE GROUP LTD.-
ROYALTY INCOME

07/18/80	INCOME RECEIVED			\$5,104.04
01/23/81	INCOME RECEIVED			10,651.88
07/22/81	INCOME RECEIVED			5,555.10
01/06/82	INCOME RECEIVED			5,360.70
07/12/82	INCOME RECEIVED			8,559.72
01/04/83	INCOME RECEIVED			19,632.07
07/11/83	INCOME RECEIVED			15,893.86
01/13/84	INCOME RECEIVED			19,300.50
07/10/84	INCOME RECEIVED			22,680.41
01/18/85	INCOME RECEIVED			24,058.85
07/11/85	INCOME RECEIVED			19,156.45
01/09/86	INCOME RECEIVED			23,788.37
07/09/86	INCOME RECEIVED			29,473.02
01/07/87	INCOME RECEIVED			28,407.46
07/08/87	INCOME RECEIVED			25,376.47
01/07/88	INCOME RECEIVED			35,594.06
07/18/88	INCOME RECEIVED			55,692.61
01/10/89	INCOME RECEIVED			40,832.18
01/24/89	INCOME RECEIVED			33,567.21
06/15/89	INCOME RECEIVED			17,287.31
03/15/90	INCOME RECEIVED			48,057.74

SCHEDULE A-2 (CONTINUED)

BIRCH TREE GROUP LTD.-
ROYALTY INCOME (CONTINUED)

06/14/90	INCOME RECEIVED	55,599.77	
08/24/90	INCOME RECEIVED	66,405.73	616,035.51

INTEREST ON TAX REFUNDS

12/18/68	INCOME RECEIVED	\$1.60	
01/20/69	INCOME RECEIVED	1.52	
04/07/72	INCOME RECEIVED	1.94	5.06

SUMMY-BIRCHARD COMPANY-
ROYALTY INCOME

08/29/62	INCOME RECEIVED	\$638.03	
02/11/63	INCOME RECEIVED	1,150.42	
08/02/63	INCOME RECEIVED	120.25	
02/15/64	INCOME RECEIVED	409.47	
03/09/64	INCOME RECEIVED	175.72	
08/03/64	INCOME RECEIVED	833.24	
11/05/64	INCOME RECEIVED	354.70	
03/22/65	INCOME RECEIVED	1,209.43	
09/13/65	INCOME RECEIVED	2,143.16	
04/11/66	INCOME RECEIVED	1,260.39	
09/01/66	INCOME RECEIVED	1,229.87	
02/20/67	INCOME RECEIVED	1,174.62	
09/11/67	INCOME RECEIVED	1,689.56	
03/06/68	INCOME RECEIVED	955.31	
08/12/68	INCOME RECEIVED	1,101.87	
12/18/68	INCOME RECEIVED	13,870.68	
02/18/69	INCOME RECEIVED	1,093.78	
09/10/69	INCOME RECEIVED	1,901.69	
01/22/70	INCOME RECEIVED	1,375.93	
07/06/70	INCOME RECEIVED	2,825.42	
01/05/71	INCOME RECEIVED	3,086.04	
07/06/71	INCOME RECEIVED	1,389.86	
01/04/72	INCOME RECEIVED	2,496.23	
07/10/72	INCOME RECEIVED	6,183.43	
01/16/73	INCOME RECEIVED	2,378.74	
03/28/73	INCOME RECEIVED	6,492.82	

SCHEDULE A-2 (CONTINUED)

SUMMY-BIRCHARD COMPANY-
ROYALTY INCOME (CONTINUED)

07/03/73	INCOME RECEIVED		
01/09/74	INCOME RECEIVED	3,758.60	
07/15/74	INCOME RECEIVED	7,082.20	
08/19/74	INCOME RECEIVED	2,961.92	
12/20/74	INCOME RECEIVED	5,701.55	
06/23/75	INCOME RECEIVED	3,521.98	
07/18/75	INCOME RECEIVED	1,746.49	
01/05/76	INCOME RECEIVED	1,960.40	
07/06/76	INCOME RECEIVED	3,518.70	
01/07/77	INCOME RECEIVED	6,398.54	
06/06/77	INCOME RECEIVED	4,679.55	
01/10/78	INCOME RECEIVED	2,483.78	
07/06/78	INCOME RECEIVED	7,119.46	
01/16/79	INCOME RECEIVED	3,583.97	
07/30/79	INCOME RECEIVED	4,750.14	
01/16/80	INCOME RECEIVED	5,605.77	
		3,405.20	125,818.91

TIME WARNER- ROYALTY INCOME

12/06/94	INCOME RECEIVED	\$81,780.01	
03/03/95	INCOME RECEIVED	60,325.15	142,105.16

WARNER CHAPPELL- ROYALTY INCOME

08/21/89	INCOME RECEIVED	\$33,926.77	
11/28/89	INCOME RECEIVED	24,725.11	
12/03/90	INCOME RECEIVED	87,994.57	
02/25/91	INCOME RECEIVED	38,559.39	
05/28/91	INCOME RECEIVED	34,630.03	
09/06/91	INCOME RECEIVED	66,477.59	
12/04/91	INCOME RECEIVED	80,636.93	
03/10/92	INCOME RECEIVED	59,336.74	
05/22/92	INCOME RECEIVED	53,653.79	
09/16/92	INCOME RECEIVED	65,490.43	
12/04/92	INCOME RECEIVED	58,660.71	
02/26/93	INCOME RECEIVED	38,514.81	
05/24/93	INCOME RECEIVED	75,463.24	
08/20/93	INCOME RECEIVED	52,971.35	

SCHEDULE A-2 (CONTINUED)

WARNER CHAPPELL- ROYALTY INCOME (CONTINUED)

12/07/93	INCOME RECEIVED	79,244.67	
03/04/94	INCOME RECEIVED	52,577.23	
06/20/94	INCOME RECEIVED	94,718.15	
08/31/94	INCOME RECEIVED	55,294.77	
05/30/95	INCOME RECEIVED	74,166.88	1,127,043.16

TOTAL

\$2,160,345.53

TOTAL SCHEDULE A-2

\$2,160,345.53