

SURROGATE'S COURT
COUNTY OF NEW YORK

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: **File No. 2197/1951**
: **AFFIDAVIT FOR AN**
ACCOUNT OF THE
HILL FOUNDATION, INC.,
: **AN ASSET OF THE TRUST**
: **ACCOUNT OF**
Alvin J. Burnett and the Estate of Archibald A. Hill,
Deceased, as Trustees under the Last Will of
: **JESSICA M. HILL,**
: **Deceased.**
: -----X

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 attached hereto an account of the transactions in the Hill Foundation, Inc., created under the Will of Jessica M. Hill for the period commencing August 1, 1995 and ending June 30, 1998 pursuant to an Order of the Court dated June 15, 1998.

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

NAME AND POST OFFICE ADDRESS Name/Address	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
11141 Georgia Avenue
Suite 200
Wheaton, MD 20902

None

Beneficiary of Remaining
Principal and Income
Since Death of
Archibald A. Hill

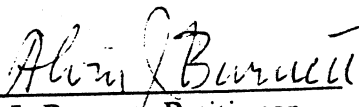
New York State Attorney General
120 Broadway
New York, New York 10016

None


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
3rd day of ~~July~~ 1998
August


Notary Public

CRAIG M. NOTTE
Notary Public, State of New York
No. 02NO5087866
Qualified in Kings County
Commission Expires Nov. 10, 1999

THE HILL FOUNDATION, INC.

ACCOUNT OF PROCEEDINGS
COVERING THE PERIOD FROM
08/01/95 THROUGH 06/30/98

THIS IS A SUBSEQUENT AND FINAL ACCOUNTING

SURROGATE'S COURT
COUNTY OF NEW YORK

ACCOUNT OF	:	File No. 2197/1951
ALVIN J. BURNETT AND THE ESTATE	:	
OF ARCHIBALD A. HILL, DECEASED,	:	
AS TRUSTEES UNDER THE LAST WILL	:	
OF JESSICA M. HILL, DECEASED.	:	

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

The undersigned does hereby render the account of proceedings as follows:

Period of account from August 1, 1995 to June 30, 1998.

This is a final account.

Schedule A
Statement of Principal Received

Schedule A-1
Statement of Increases on Sales, Liquidation or Distribution

Schedule A-2
Statement of All Income Collected

Schedule B
Statement of Decreases Due to Sales, Liquidation,
Collection, Distribution or Uncollectibility

Schedule C
Statement of Administration Expenses

Schedule C-1
Statement of Unpaid Administration Expenses

Schedule D
Statement of Distributions Made

Schedule E
Statement of New Investments, Exchanges and Stock Distributions

Schedule F
Statement of All Personal Property Remaining on Hand

Schedule G
Statement of Interested Parties

Schedule I
Statement of Other Pertinent Facts and of Cash Reconciliation

CHARGES:

Amount shown by Schedule A (Principal received)	\$	909,123.55	
Amount shown by Schedule A-1 (Gross increases)		0.00	
Amount shown by Schedule A-2 (Income collected)		848,555.15	
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Total charges	\$		1,757,678.70

CREDITS:

Amount shown by Schedule B (Gross decreases)	\$	29,024.15	
Amount shown by Schedule C (Administration expenses chargeable to principal)		358,541.62	
Amount shown by Schedule D (Distributions made)		1,370,112.93	
		<hr/>	
Total credits			1,757,678.70
Balance on hand shown by Schedule F	\$		<hr/> <u>(0.00)</u> <hr/>

Statement of All Income Collected

TRIBOROUGH BRIDGE & TUNNEL
 AUTHORITY, 7.625% DUE 1/1/2014
01/02/96 Interest Received

\$ 3,812.50 \$ 3,812.50

NORWEST ADJUSTABLE U.S.
GOVERNMENT FUND CLASS A

08/01/95 Dividend Received (7/5/95) \$ 1,896.74
 08/04/95 Dividend Received 1,632.65
 09/07/95 Dividend Received 1,724.42
 10/04/95 Dividend Received 1,649.77
 11/06/95 Dividend Received 1,563.10
 12/04/95 Dividend Received 1,688.66
 01/05/96 Dividend Received 1,781.85
 02/05/96 Dividend Received 1,600.31
 03/04/96 Dividend Received 1,629.44
 04/05/96 Dividend Received 1,653.43
 05/03/96 Dividend Received 2,658.05

19,478.50

NORWEST ADVANTAGE STABLE
INCOME FUND CLASS A

05/31/96 Dividend Received \$ 1,604.68
 06/26/96 Dividend Received 1,391.83
 06/26/96 To adjust shares and inventory
 value to reflect actual
 amounts of 7/1/96 sale. (0.01)

2,996.50

NORWEST BANK COLORADO, N.A.
MONEY MARKET ACCOUNT

08/31/95 Interest Received \$ 1,121.14
 09/30/95 Interest Received 1,079.62
 10/31/95 Interest Received 1,244.71
 11/30/95 Interest Received 1,170.35
 12/30/95 Interest Received 1,381.74
 01/31/96 Interest Received 1,856.60
 02/29/96 Interest Received 1,660.88
 03/30/96 Interest Received 1,774.81
 04/30/96 Interest Received 1,982.82
 05/31/96 Interest Received 1,926.31
 06/29/96 Interest Received 1,826.16
 07/31/96 Interest Received 484.04
 08/31/96 Interest Received 276.57
 09/30/96 Interest Received 222.97
 10/31/96 Interest Received 223.58
 11/30/96 Interest Received 209.73
 12/31/96 Interest Received 232.02
 01/31/97 Interest Received 226.03
 02/28/97 Interest Received 204.72

(Continued from previous page)

03/31/97 Interest Received	\$	227.22	
04/30/97 Interest Received		220.50	
05/31/97 Interest Received		213.72	\$ 19,766.2
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INTEREST INCOME

10/30/96 Interest Received on NYS Refund	\$	430.04	
03/10/97 Interest Received on NYS Refund		3,146.34	
11/24/97 Interest Received on NYS Refund		248.04	3,824.42
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WARNER/CHAPPELL MUSIC

ROYALTY INCOME

09/18/95 Income Received	\$	27,560.47	
12/04/95 Income Received		109,694.65	
03/04/96 Income Received		49,396.61	
06/03/96 Income Received		74,703.68	
09/10/96 Income Received		60,162.33	
02/13/97 Income Received		48,518.66	
05/22/97 Income Received		31,829.90	
06/13/97 Income Received		86,637.80	
09/12/97 Income Received		73,343.09	
12/11/97 Income Received		106,116.88	
02/27/98 Income Received		51,661.46	
06/04/98 Income Received		79,051.54	798,677.07
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Total Schedule A-2

\$ 848,555.15
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Statement of Distributions Made

Distribution Val

Association For Childhood
Education International
Distributions pursuant to
Article 13 of the Trust

07/31/96	Cash Distribution - Payment made by the Trust U/W/O Jessica M. Hill on behalf of the Hill Foundation, Inc. - Check #96. Repayment reflected in contemporaneous and subsequent transfers to the Trust.	\$	700,000.00
08/20/97	Cash Distribution - Check #1212		82,752.73
06/30/98	Cash Check #1219 - Issued to Morris & McVeigh LLP, Attorneys for the Association for Childhood Education		198,753.88
06/30/98	Cash Distribution - Check #1225		357,065.76
06/30/98	Cash United Bank of Cherry Creek - C.D. - See explanation on Sch. A. Since all of the Trust's assets were distributed to the Assoc. for Childhood Education Int'l, these funds were deemed to be included in those distributions.		31,540.56
			\$ 1,370,112.93
	Total Schedule E		\$ 1,370,112.93