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# INTERNAL REVENUE SERVICE

3001100 3075066

Form **990-PF**

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

OMB No 1545-0052

**2008**

Department of the Treasury  
Internal Revenue Service

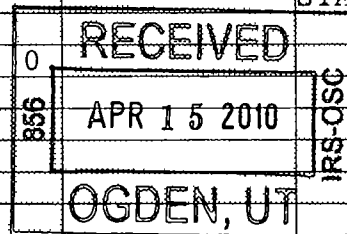
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning **JUN 1, 2008**, and ending **MAY 31, 2009**

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type See Specific Instructions	Name of foundation <b>HILLCREST FOUNDATION</b>		A Employer identification number <b>75-6007565</b>
	Number and street (or P O box number if mail is not delivered to street address) <b>BANK OF AMERICA, PO BOX 831041</b>		B Telephone number <b>214-209-1965</b>
	City or town, state, and ZIP code <b>DALLAS, TX 75283-1041</b>		C If exemption application is pending, check here <input type="checkbox"/>
			D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>117,017,505.</b> (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,390,360.	3,390,360.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<16088426.>			STATEMENT 1
	b Gross sales price for all assets on line 6a	251,809.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	<767,385.>	<767,385.>		STATEMENT 3	
12 Total Add lines 1 through 11	<13465451.>	2,622,975.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	545,914.	409,436.		136,479.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	44,475.	14,232.		30,243.
	c Other professional fees STMT 5	31,588.	28,429.		3,159.
	17 Interest				
	18 Taxes STMT 6	48,451.	48,451.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	2,625.	0.		2,625.
	23 Other expenses STMT 7	25,911.	0.		25,911.
	24 Total operating and administrative expenses Add lines 13 through 23	698,964.	500,548.		198,417.
	25 Contributions, gifts, grants paid	3,999,800.			3,999,800.
26 Total expenses and disbursements Add lines 24 and 25	4,698,764.	500,548.		4,198,217.	
27 Subtract line 26 from line 12	<18164215.>				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0 )		2,122,427.			
c Adjusted net income (if negative, enter -0-)			N/A		



LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions

Form **990-PF** (2008)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	2,355,101.	5,213,947.	5,213,947.
	2 Savings and temporary cash investments			
	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			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	129,312,396.	108,783,819.	111,803,558.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	131,667,497.	113,997,766.	117,017,505.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ DEPOSIT)	65,000.	0.	
	23 Total liabilities (add lines 17 through 22)	65,000.	0.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	131,102,497.	113,497,766.	
	25 Temporarily restricted			
	26 Permanently restricted	500,000.	500,000.	
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	131,602,497.	113,997,766.	
	31 Total liabilities and net assets/fund balances	131,667,497.	113,997,766.	

## 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 30 (must agree with end-of-year figure reported on prior year's return)	1	131,602,497.
2 Enter amount from Part I, line 27a	2	<18,164,215.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	559,484.
4 Add lines 1, 2, and 3	4	113,997,766.
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 30	6	113,997,766.

**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.)
<b>1a SHORT TERM GAIN/LOSS</b>				
<b>b LONG TERM GAIN/LOSS</b>				
<b>c CAPITAL GAINS DIVIDENDS</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>			<16,802,675.>	
<b>b</b>			462,440.	
<b>c</b> 251,809.			251,809.	
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>			<16,802,675.>	
<b>b</b>			462,440.	
<b>c</b>			251,809.	
<b>d</b>				
<b>e</b>				
<b>2 Capital gain net income or (net capital loss)</b>		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2         </div> </div>		<16,088,426.>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b>		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c)            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3         </div> </div>		N/A

**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 foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation 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 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))
2007	7,434,399.	152,211,183.	.048843
2006	7,218,864.	139,955,598.	.051580
2005	6,791,353.	144,709,133.	.046931
2004	6,625,213.	141,718,444.	.046749
2003	6,282,594.	130,985,951.	.047964
<b>2 Total of line 1, column (d)</b>			2 .242067
<b>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</b>			3 .048413
<b>4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5</b>			4 119,660,346.
<b>5 Multiply line 4 by line 3</b>			5 5,793,116.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			6 21,224.
<b>7 Add lines 5 and 6</b>			7 5,814,340.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			8 4,198,217.

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 Based on Investment Income (Section 4940(a), 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 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	42,449.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
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	42,449.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	42,449.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	107,554.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	107,554.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	65,105.
11	Enter the amount of line 10 to be <b>Credited to 2009 estimated tax</b> <input type="checkbox"/> 65,105. <b>Refunded</b> <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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 foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation 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 foundation 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 foundation 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?		
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 in 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 foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>BANK OF AMERICA</b> Telephone no <b>(214) 209-2005</b> Located at <b>BANK OF AMERICA PLAZA, 12TH FLOOR, DALLAS, TEXAS</b> ZIP+4 <b>75283-0241</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b> <b>N/A</b>			

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>N/A</b>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions ) <b>N/A</b>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>N/A</b>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation 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 foundation had excess business holdings in 2008 ) <b>N/A</b>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation 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 before the first day of the tax year beginning in 2008?	4b	X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(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)?

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		545,914.	0.	0.

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) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**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 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 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	93,700,932.
b	Average of monthly cash balances	1b	10,996,653.
c	Fair market value of all other assets	1c	16,785,000.
d	Total (add lines 1a, b, and c)	1d	121,482,585.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	121,482,585.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,822,239.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	119,660,346.
6	Minimum investment return. Enter 5% of line 5	6	5,983,017.

**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	5,983,017.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	42,449.
b	Income tax for 2008 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	42,449.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,940,568.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,940,568.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,940,568.

**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	4,198,217.
b	Program-related investments - total from 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 here and on Part V, line 8, and Part XIII, line 4	4	4,198,217.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,198,217.

**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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				5,940,568.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006	187,186.			
e From 2007				
f Total of lines 3a through e	187,186.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 4,198,217.				
a Applied to 2007, 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 2008 distributable amount				4,198,217.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	187,186.			187,186.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		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 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				1,555,165.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

## Form 990-PF (2008)

**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
<p><i>a Paid during the year</i></p> <p>SEE SCHEDULE ATTACHED</p>				3999800.
<b>Total</b>			▶ <b>3a</b>	3999800.
<p><i>b Approved for future payment</i></p> <p>SEE SCHEDULE ATTACHED</p>				3915000.
<b>Total</b>			▶ <b>3b</b>	3915000.



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

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

[illegible]

**2a** Is the foundation 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
NOT APPLICABLE		

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.

Sign Here	<i>Kara Abston</i> Signature of officer or trustee		MAR 21 2010 Date	<i>Trustee</i> Title	
	Paid Preparer's Use Only	Preparer's signature <i>Virginia DeBrow CPA</i>	Date 3/11/10	Check if self-employed <input type="checkbox"/>	Preparer's identifying number
	Firm's name (or yours if self-employed) address and ZIP code SAVILLE DODGEN & COMPANY 700 N. PEARL STREET, SUITE 1100 DALLAS, TEXAS 75201		EIN <input type="checkbox"/>		Phone no (214) 922-9727

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHORT TERM GAIN/LOSS					
	0.	0.	0.	0.	<16,802,675.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG TERM GAIN/LOSS					
	0.	0.	0.	0.	462,440.

CAPITAL GAINS DIVIDENDS FROM PART IV	251,809.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<16,088,426.>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
4023 OAK LAWN	2,495.	0.	2,495.
ACCRUED INTEREST PAID	<20,147.>	0.	<20,147.>
CAPITAL GAIN DISTRIBUTIONS	251,809.	251,809.	0.
DOMESTIC DIVIDENDS	1,737,774.	0.	1,737,774.
FOREIGN DIVIDENDS	228,658.	0.	228,658.
FOREIGN INTEREST	46,803.	0.	46,803.
INTEREST	994,184.	0.	994,184.
US GOVT INTEREST	400,593.	0.	400,593.
TOTAL TO FM 990-PF, PART I, LN 4	3,642,169.	251,809.	3,390,360.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	39,999.	39,999.	
4023 OAK LAWN ASSOCIATES	<807,384.>	<807,384.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<767,385.>	<767,385.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	44,475.	14,232.		30,243.
TO FORM 990-PF, PG 1, LN 16B	44,475.	14,232.		30,243.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	31,588.	28,429.		3,159.
TO FORM 990-PF, PG 1, LN 16C	31,588.	28,429.		3,159.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	48,451.	48,451.		0.
TO FORM 990-PF, PG 1, LN 18	48,451.	48,451.		0.



FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER CHARITABLE EXPENSES	1,603.	0.		1,603.	
INSURANCE	24,308.	0.		24,308.	
TO FORM 990-PF, PG 1, LN 23	25,911.	0.		25,911.	

FOOTNOTES	STATEMENT	8
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TIMING DIFFERENCES ARE DUE TO THE REPORTING OF THE PARTNERSHIP ACTIVITY ON THE FINANCIAL STATEMENTS. THE MODIFIED CASH BASIS FINANCIAL STATEMENTS REPORT FISCAL YEAR CASH ACTIVITY OF THE PARTNERSHIPS THAT FLOW THROUGH TO HILLCREST FOUNDATION. THE RETURN OF THE PRIVATE FOUNDATION REPORTS THE APPROPRIATE CALENDAR YEAR FLOW THROUGH ACTIVITY OF THE PARTNERSHIPS.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
TIMING DIFFERENCES (SEE STATEMENT 8)	559,484.
TOTAL TO FORM 990-PF, PART III, LINE 3	559,484.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS & STOCKS	COST	93,344,173.	95,018,558.
INVESTMENT IN 4023 OAK LAWN	COST	15,439,646.	16,785,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		108,783,819.	111,803,558.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BANK OF AMERICA P.O. BOX 830241 DALLAS, TX 75283	CORP-TRUSTEE 20.00	545,914.	0.	0.
SANDRA ESTESS P.O. BOX 830241 DALLAS, TX 75283	CO-TRUSTEE 5.00	0.	0.	0.
DR. HAROLD BYRD, JR. P.O. BOX 830241 DALLAS, TX 75283	CO-TRUSTEE 5.00	0.	0.	0.
W.W. CARUTH, III P.O. BOX 830241 DALLAS, TX 75283	CO-TRUSTEE 5.00	0.	0.	0.
CHARLES P. STOREY P.O. BOX 830241 DALLAS, TX 75283	CO-TRUSTEE 5.00	0.	0.	0.

HILLCREST FOUNDATION

75-6007565

GEORGE W. BRAMBLETT, JR.

CO-TRUSTEE

P.O. BOX 830241 DALLAS, TX 75283

5.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

545,914.

0.

0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BANK OF AMERICA, TRUST DIVISION, P.O. BOX 830241, DALLAS, TX 75283-0241

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

WRITTEN PROPOSAL STATING HISTORY AND GENERAL PURPOSE OF ORGANIZATION WITH A  
COPY OF INTERNAL REVENUE SERVICE EXEMPTION.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

ORGANIZATIONS MUST BE LOCATED IN THE STATE OF TEXAS AND THE PURPOSE OF  
GRANT MUST BE FOR THE RELIEF OF POVERTY OR FURTHERANCE OF EDUCATION OR  
HEALTH.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

<b>Part II</b>	<b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed)	
Type or print  File by the extended due date for filing the return See instructions	Name of Exempt Organization <b>HILLCREST FOUNDATION</b>	Employer identification number <b>75-6007565</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>BANK OF AMERICA, PO BOX 831041</b>	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions <b>DALLAS, TX 75283-1041</b>	

Check type of return to be filed (File a separate application for each return)

- ☐ Form 990   
 ☐ Form 990-EZ   
 ☐ Form 990-T (sec 401(a) or 408(a) trust)   
 ☐ Form 1041-A   
 ☐ Form 5227   
 ☐ Form 8870  
☐ Form 990-BL   
☒ Form 990-PF   
☐ Form 990-T (trust other than above)   
☐ Form 4720   
☐ Form 6069

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868**

**BANK OF AMERICA - BANK OF AMERICA PLAZA, 12TH FLOOR,**  
**DALLAS, TEXAS - 75283-0241**  
 Telephone No **(214) 209-2005** FAX No \_\_\_\_\_

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **APRIL 15, 2010**

5 For calendar year \_\_\_\_\_, or other tax year beginning **JUN 1, 2008**, and ending **MAY 31, 2009**

6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension  
**ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION IN ORDER TO FILE AN ACCURATE RETURN**

8a	If this application is for Form 990-BL, 990-PF, 990 T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	110,215.
c	<b>Balance Due</b> Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

### Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature \_\_\_\_\_ Title \_\_\_\_\_ Date \_\_\_\_\_

HILLCREST FOUNDATION  
SCHEDULE OF CONTRIBUTIONS  
FOR THE YEAR ENDED MAY 31, 2009

Payee Organization	Amount
Aids Interfaith Network, Inc. Transportation services to persons afflicted with AIDS	\$ 15,000
Alleys House Mentors for young mothers program	15,000
America Can Building repairs	25,000
Attitudes & Attire Technology	10,000
Austin Street Center Purchase property	10,000
Battered Women's Foundation Program support	50,000
Baylor University, Louise Herrington School of Nursing Program Support	50,000
Big Brothers Big Sisters of North Texas Mentoring Hall of Fame	50,000
Bishop Dunne Catholic School Facility improvements	56,000
Boys & Girls Clubs of Greater Dallas Replace Vans	50,000
Brother Bill's Helping Hand Food for the Poor	2,000
Bryan's House Food for the Poor	2,000
Buckner Children and Family Services Food for the Poor	10,000
Captain Hope's Kids Food for the Poor	3,000

Catholic Charities of Dallas Purpose bobtail truck	42,000
Child Care Group Classroom materials, supplies and computers	35,000
Citizens Development Center Renovations	50,000
Community Partners of Dallas Rainbow Room	30,000
Creative Arts Center of Dallas Update equipment	25,000
Dallas Chamber Music Society Support complimentary/reduced ticket program	10,000
Dallas Children's Advocacy Center Capital Campaign	250,000
Dallas Christian College Expand library, new technology, upgrade chapel	50,000
Dallas Contemporary Building Capital Campaign	25,000
Dallas County Department of Human Services Food for the Poor	2,000
Dallas Mission for Life, Inc. Renovations	25,000
Dallas Symphony Association Youth Concert Series	25,000
Ferris Baptist Fellowship Food for the Poor	3,000
Focus Learning Academy Science lab and school equipment	50,000
Foundation for Thought & Ethics Publish Never Before in History: America's Inspired Birth	25,000

Frazier Berean Baptist Church Food for the Poor	2,000
Frontiers of Flight Museum Interactive Technology needs for Early Flyers Exhibit	30,000
Good Shepherd Episcopal School Capital Campaign	50,000
Grand Prairie United Charities Food for the Poor	3,000
Greater Dallas Veterans Support Veteran's Day Parade as fitting tribute to the military	5,000
H.I S Bridgebuilders Supplies and Equipment	10,000
Handful of Corn Community Food for the Poor	2,000
Healing Hands Ministries Dental supplies	30,000
Heroes for Children Support Laptops for Love Program	20,000
Holy Trinity Center Food for the Poor	2,000
Humanities Texas, Inc. Restoration of the historic Byrne-Reed house	25,000
Interfaith Housing Coalition Purchase vehicle for Teen Program	40,000
Jewish Community Center Dallas Food for the Poor	2,000
Jewish Family Service of Dallas Food for the Poor	25,000
Jewish Family Services Technology upgrade	2,000



Junior League of Dallas Grants for Innovative Teaching	25,000
Lifenet Community Behavioral Healthcare Renovations and new equipment	50,000
Literacy Instructions for Texas Support GED Direct Program	40,000
Los Barrios Unidos Community Patient examination treatment tables	30,000
Mental Health America of Greater Dallas Support WHO Program	20,000
Mercy Street Food for the Poor	2,000
Methodist Health System Foundation Address critical needs of pre-term babies and provide care to premature infants	100,000
Metro Dallas Homeless Alliance Assist homeless persons in Dallas	75,000
Mosaic Family Services, Inc Purchase new ac unit and water heater	25,000
Network of Community Ministries Clinic equipment	40,000
North Dallas Crime Commission Reality based training program for Dallas Police Officers	70,000
North Dallas Shared Ministries Facility Improvement and Food for the Poor	22,000
North Texas Food Bank Food for the Poor	9,000
Oak Hill Academy Construct Science Center	100,000
Open Arms, Inc. Summer Day Camp	20,000
Pastoral Counseling and Education Center Replace roof	90,000

Phoenix Houses of Texas, Inc. Renovate Feinberg Academy	100,000
Providence Christian School Capital Campaign	100,000
Reconciliation Outreach Ministry Children and Youth Center	50,000
Services of Hope Entities, Inc. Support Bridging the Gap Program	25,000
Sisters of Our Lady of Charity Food for the Poor	3,000
Sky Ranch Rebuild Trinity Building Center	250,000
Southern Dallas Development Corporation Economic Development of Southern Dallas	10,000
Southern Methodist University Multi pledge to construct new Caruth Hall of Engineering and Amphitheater	400,000
Southwest Academy Learning Center Technology Equipment	50,000
Southwestern Diabetic Foundation Equipment for Camp Sweeney	50,000
St John's Episcopal School Renovate/expand Middle School science wing	100,000
St. Paul United Methodist Church Food for the Poor	2,000
St. Philip's School and Community Center Campus extension project	100,000
Suicide and Crisis Center Support 24 hour crisis line	25,000
Tarrant Area Food Bank Food for the Poor	5,000
Texas A&M Health Science Center Online community education in geriatrics	50,000

Texas Ballet Theater Educational Outreach Program	25,000
The Brady Center Food for the Poor	1,000
The Dallas Women's Forum Installation of central heat and air	50,000
The Exchange Club Center for the Prevention of Child Abuse of DFW Healthy Families Program	50,000
The Graduate Institute of Applied Linguistics Reaffirmation of Accreditation	63,800
The Learning Center of North Texas, Inc. Schools Attuned Program	50,000
The Senior Source Building purchase and renovation, furnishing and fixtures to expand services and improve quality of life for older adults	250,000
The Stewpot Food for the Poor	4,000
The Twelfth Step Ministry, Inc Program Support	10,000
The Winston School Purchase new technology	50,000
Tyler Street Community Services Food for the Poor	3,000
University of Dallas Replace laboratory exhaust vents	45,000
Vogel Alcove Food for the Poor	2,000

Voice of Hope Ministries	25,000
Passenger van and playground equipment	
Wednesday's Child Benefit Corporation	40,000
Purchase winter coats for Winter Hugs Coat Project	
Young Life, North Central Texas Region	50,000
Support Young Life Summer Camp Program	
TOTAL CONTRIBUTIONS	<u>\$ 3,999,800</u>

HILLCREST FOUNDATION  
SCHEDULE OF CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT  
FOR THE YEAR ENDED MAY 31, 2009

Payee Organization	Amount
Austin College Educational Purpose	\$ 800,000
Baylor Healthcare System Medical Purpose	250,000
Dallas Center for the Performing Arts Foundation Social Purpose	600,000
Greater Dallas Veterans Foundation Social Purpose	5,000
Methodist Health System Foundation Medical Purpose	200,000
Providence Christian School Educational Purpose	200,000
Senior Source, Senior Citizens of Dallas County Social Purpose	250,000
Southern Methodist University Educational Purpose	1,200,000
St. John Episcopal School Educational Purpose	100,000
Texas Horse Park Social Purpose	200,000
Texas Wind Musical Outreach (North Texas Winds) Social Purpose	50,000
The Gleaning Network of Texas Social Purpose	10,000
University of the Incarnate Word Educational Purpose	50,000
<b>TOTAL CONTRIBUTIONS</b>	<b><u>\$ 3,915,000</u></b>