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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 12-01-2008 and ending 11-30-2009

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
THE LYDA HILL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
1601 ELM STREET No 5000

Room/suite

City or town, state, and ZIP code
DALLAS, TX 752014738

A Employer identification number
75-2708838

B Telephone number (see the instructions)
(214) 922-1000

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was 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 ☐

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) \$ 8,812,362

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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) (see the instructions))		(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 (attach schedule)	1,666,400			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,538	5,538		
	4 Dividends and interest from securities.	15,419	15,419		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	406,879			
	b Gross sales price for all assets on line 6a _____ 800,882				
	7 Capital gain net income (from Part IV , line 2)		406,879		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	17,927	17,927		
	12 Total. Add lines 1 through 11	2,112,163	445,763		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	354	354		0
	b Accounting fees (attach schedule)	3,022	1,511		1,511
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see the instructions)	51,613	23,091		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	12,126	8,468		3,658
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	67,115	33,424		5,169
	25 Contributions, gifts, grants paid	354,157			354,157
	26 Total expenses and disbursements. Add lines 24 and 25	421,272	33,424		359,326
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,690,891			
	b Net investment income (if negative, enter -0-)		412,339		
	c Adjusted net income (if negative, enter -0-)				

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

Cat No 11289X

Form 990-PF (2008)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,261,851	3,680,928	3,680,928
	3	Accounts receivable 868			
		Less allowance for doubtful accounts	3,355	868	868
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,223,095	2,116,887	2,967,566
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	237,490	238,818	2,163,000	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)	43,304	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,769,095	6,037,501	8,812,362	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	966,948	966,948	
	29	Retained earnings, accumulated income, endowment, or other funds	3,802,147	5,070,553	
	30	Total net assets or fund balances (see the instructions)	4,769,095	6,037,501	
31	Total liabilities and net assets/fund balances (see the instructions)	4,769,095	6,037,501		

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	4,769,095
2	Enter amount from Part I, line 27a	2	1,690,891
3	Other increases not included in line 2 (itemize)	3	534
4	Add lines 1, 2, and 3	4	6,460,520
5	Decreases not included in line 2 (itemize)	5	423,019
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,037,501

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)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	
a	See Additional Data Table			
b				
c				
d				
e				
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) 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	
a	See Additional Data Table			
b				
c				
d				
e				
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 }		2 406,879
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) (see the instructions) If (loss), enter -0- in Part I, line 8	{		3

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 the 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	287,380	6,727,032	0 042720
2006	136,343	6,001,554	0 022718
2005	41,053	3,600,295	0 011403
2004	80,299	3,326,693	0 024138
2003	50,000	1,755,852	0 028476
2	Total of line 1, column (d).		2 0 129455
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 0 025891
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5.		4 8,703,052
5	Multiply line 4 by line 3.		5 225,331
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 4,123
7	Add lines 5 and 6.		7 229,454
8	Enter qualifying distributions from Part XII, line 4.		8 359,326
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 the instructions)					
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	4,123		
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 ☒ and enter 1% of Part I, line 27b					
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)					
3 Add lines 1 and 2.				3	4,123
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)					
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	4,123		
6 Credits/Payments		7	20,778		
a 2008 estimated tax payments and 2007 overpayment credited to 2008 6a 20,778					
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	20,778		
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	19		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .		10	16,636		
11 Enter the amount of line 10 to be Credited to 2009 estimated tax 4,160 Refunded		11	12,476		

Part VII-A Statements Regarding Activities				
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?		1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		1b		No
<i>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.</i>				
c Did the foundation file Form 1120-POL for this year?.		1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0				
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0				
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	Yes	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		5		No
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?		6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) CO, 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? <i>If "No," attach explanation .</i>		8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>		9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		10		No

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 page 20 of the instructions)	11a		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Web site address ▶n/a				
14	The books are in care of ▶FRANK MACKEY		Telephone no ▶(214) 922-1000	
	Located at ▶1601 ELM STREET SUITE 5000 DALLAS TX		ZIP +4 ▶752014738	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here			▶
	and enter the amount of tax-exempt interest received or accrued during the year	▶	15	

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?	Yes	No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	Yes	No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes	No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes	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)?	Yes	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)	Yes	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 the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶			
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		No
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?			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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 the instructions)	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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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.).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? (see instructions).

☐ 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 the instructions)?

5b

☐

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?

☐ 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?

6b

☐ Yes ☒ No

b

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

No

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

b

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

7b

☐

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 (see the instructions).

(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 Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see the instructions). 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

Part VIII Information About Officers and Contractors Continued

3 Five highest-paid independent contractors for professional services—(see the instructions). 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		
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See the instructions	
3	
Total Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,970,357
b	Average of monthly cash balances.	1b	3,314,301
c	Fair market value of all other assets (see the instructions).	1c	2,550,928
d	Total (add lines 1a, b, and c).	1d	8,835,586
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	8,835,586
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see the instructions).	4	132,534
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,703,052
6	Minimum investment return. Enter 5% of line 5.	6	435,153

Part XI

Distributable Amount (see page 25 of the 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	435,153
2a	Tax on investment income for 2008 from Part VI, line 5.	2a	4,123
b	Income tax for 2008 (This does not include the tax from Part VI).	2b	2,166
c	Add lines 2a and 2b.	2c	6,289
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	428,864
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	428,864
6	Deduction from distributable amount (see the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	428,864

Part XII

Qualifying Distributions (see page 25 of the 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	359,326
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	359,326
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 (see page 26 of the instructions)	5	4,123
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	355,203

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1	Distributable amount for 2008 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2007			
a	Enter amount for 2007 only. 315,846			
b	Total for prior years 20____, 20____, 20____ 0			
3	Excess distributions carryover, if any, to 2008			
a	From 2003.			
b	From 2004.			
c	From 2005.			
d	From 2006.			
e	From 2007.			
f	Total of lines 3a through e. 0			
4	Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 359,326			
a	Applied to 2007, but not more than line 2a 315,846			
b	Applied to undistributed income of prior years (Election required—see the instructions). 0			
c	Treated as distributions out of corpus (Election required—see the instructions). 0			
d	Applied to 2008 distributable amount. 43,480			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2008 0			
(If an amount 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 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 the instructions. 0			
e	Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount—see the instructions. 0			
f	Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008. 385,384			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions). 0			
8	Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions). 0			
9	Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a. 0			
10	Analysis of line 9			
a	From 2004.			
b	From 2005.			
c	From 2006.			
d	From 2007.			
e	From 2008.			

Part XIV

Private Operating Foundations (see the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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	Prior 3 years			(e) Total
		(a) 2008	(b) 2007	(c) 2006	(d) 2005	
b	85% of line 2a					
c	Qualifying distributions from Part XII, 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. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for 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(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see the instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

Lyda Hill

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

Frank Mackey
1601 Elm Street Suite 5000
DALLAS, TX 752014738
(214) 922-1084

b

The form in which applications should be submitted and information and materials they should include

Letter Form - No Specifications Required

c

Any submission deadlines

NONE NONE

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

A publicly supported organization within the meaning of IRC Section 509(a)(1)

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	354,157
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	5,538	
4 Dividends and interest from securities.			14	15,419	
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.	480000	17,927			
8 Gain or (loss) from sales of assets other than inventory	480000	5,826	18	401,053	
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). .		23,753		422,010	0
13 Total. Add line 12, columns (b), (d), and (e).			13		445,763

[illegible]

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?

a

Transfers from the reporting organization to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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 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.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here

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.

Signature of officer or trustee

2010-05-06

Date

Title

Paid Preparer's Use Only

Preparer's Signature

VANCE K MAULTSBY

Date

Check if self-employed ☒

Preparer's SSN or PTIN (See **Signature** in the instructions.)

Firm's name (or yours if self-employed), address, and ZIP code

HUSELTON MORGAN & MAULTSBY PC
12222 MERIT DRIVE SUITE 1180
DALLAS, TX 75251

EIN

Phone no.

(972) 404-1010

Form 990-PF (2008)

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, and 990-PF.
▶ See separate instructions.

OMB No 1545-0047

2008

Name of organization THE LYDA HILL FOUNDATION	Employer identification number 75-2708838
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (**Note.** *Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.*)

General Rule—

☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules—

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer “No” on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE LYDA HILL FOUNDATION	Employer identification number 75-2708838
---	---

Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	LYDA HILL 1601 Elm Street Suite 5000 DALLAS, TX 75201 	\$ 1,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>2</u>	IYDA HILL 1601 Elm Street Suite 5000 dALLAS, TX 75201 	\$ 666,400	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE LYDA HILL FOUNDATION	Employer identification number 75-2708838
--	--

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

Additional Data

Software ID: 08000094
Software Version: 2008.05060
EIN: 75-2708838
Name: THE LYDA HILL FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines a - d

(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)
390 SHS HONEYWELL	P	2004-03-17	2009-06-19
632 UNITS MAGELLAN MIDSTREAM PARTNERS LP	P	2007-02-09	2009-10-23
3,000 UNITS ENERGY TRANSFER EQUITY	P	2008-06-26	2009-10-31
PUTNAM FAIR FUND	P	1999-07-01	2009-03-20
ESCROW-CHICAGO TITLE OF COLORADO	D	1981-09-01	2009-04-08
SMOOTHERS CIRCLE PROPERTY	D	1989-07-01	2009-08-03
FROM K-1 ENERGY TRANSFER EQUITY, LP	P		
FROM K-1 ENERGY TRANSFER EQUITY, LP	P		
3,000 UNITS ENERGY TRANSFER EQUITY	P	2008-06-26	2009-10-31
3,000 UNITS ENERGY TRANSFER EQUITY	P	2008-06-26	2009-10-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines e - h

(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)
12,613		12,738	-125
24,493		24,809	-316
90,031		73,220	16,811
5			5
7,340		2,450	4,890
666,400		280,858	385,542
			29
			43
			5,826
			-5,826

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-125
			-316
			16,811
			5
			4,890
			385,542
			29
			43
			5,826
			-5,826

Form 990PF PartVIII Line 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
Lyda Hill	President/Director 0 50	0	0	0
1601 Elm Street Suite 5000 Dallas, TX 752014738				
MARY JALONICK	director 0 10	0	0	0
900 JACKSON STREET SUITE 705 dallas, TX 752024447				
Nancy Lewis	Director 1 00	0	0	0
1601 Elm Street Suite 5000 Dallas, TX 752014738				
Leslie Carlson	VICE PRESIDENT 0 10	0	0	0
5031 North Mesa Rd Suite 100 Castle Rock, CO 80108				
Frank Mackey	VP/SEC/TREAS 1 00	0	0	0
1601 Elm Street Suite 5000 Dallas, TX 752014738				

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient	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
Name and address (home or business)				
a Paid during the year				
DALLAS MUSEUM OF ART 1717 NORTH HARWOOD ST DALLAS, TX 75201	None	501(c)(3) Public Cha	SUPPORT ART MUSEUM PROGRAMS	4,700
FRIENDS OF THE DALLAS POLICE 3232 MCKINNEY AVE SUITE 855 Dallas, TX 75204	None	501(c)(3) Public Cha	SUPPORT PROGRAMS THAT INCREASE PUBLIC AWARENESS	6,000
FRIENDS OF THE KATY TRAIL 3523 MCKINNEY AVE ROOM PMB 441 DALLAS, TX 75204	None	501(c)(3) Public Cha	SUPPORT THE KATY TRAIL	2,500
HOLLINS UNIVERSITY PO BOX 9629 ROANOKE, VA 24020	None	501(c)(3) Public Cha	SUPPORT SCHOOL PROGRAMS	39,000
KERA 3000 HARRY HINES BLVD DALLAS, TX 75201	None	501(c)(3) Public Cha	SUPPORT OF TELEVISION SERVICES	1,500
LEE PARK AND ARLINGTON HALL PO BOX 190872 DALLAS, TX 75219	None	501(c)(3) Public Cha	SUPPORT OF PARKS AND RECREATION	1,000
METHODIST HEALTH SYSTEM FOUNDATION 1441 N BECKLEY AVE DALLAS, TX 75203	None	501(c)(3) Public Cha	SUPPORT OF HEALTH CARE SERVICES	9,500
SOUTHERN METHODIST UNIVERSITY 6425 BOAZ LANE DALLAS, TX 75205	None	501(c)(3) Public Cha	SUPPORT SCHOOL PROGRAMS	2,000
THE HOCKADAY SCHOOL 11600 WELCH ROAD DALLAS, TX 75229	None	501(c)(3) Public Cha	SUPPORT SCHOOL PROGRAMS	55,000
THE MONTANA LAND RELIANCE PO Box 355 HELENA, MT 59624	None	501(c)(3) Public Cha	SUPPORT CONSERVATION WORK OF PRIVATE LANDS	5,000
TRINITY RIVER AUDUBON CENTER 2904 SWISS AVE DALLAS, TX 75204	None	501(c)(3) Public Cha	SUPPORT OF THE TRINITY RIVER PROJECT	5,000
TURTLE CREEK ASSOCIATION PO BOX 192765 DALLAS, TX 75219	None	501(c)(3) Public Cha	SUPPORT OF AREA ENHANCEMENTS AND IMPROVEMENTS	1,000
US OLYMPIC COMMITTEE 1 OLYMPIC PLAZA COLORADO SPRINGS, CO 80909	None	501(c)(3) Public Cha	SUPPORT OF OLYMPIC PROGRAMS	1,500
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390	None	501(c)(3) Public Cha	SUPPORT RESEARCH AND TRAIN PHYSICIANS	750
VISITING NURSE ASSOCIATION 1440 WEST MOCKINGBIRD LANE DALLAS, TX 75247	None	501(c)(3) Public Cha	SUPPORT OF COMMUNITY ASSISTANCE	10,700
Total  3a				354,157

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient	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
Name and address (home or business)				
a Paid during the year				
WOMEN'S COUNCIL OF THE DALLAS ARBORETUM & BOTANICAL GARDEN 8617 GARLAND ROAD DALLAS, TX 75218	None	501(c)(3) Public Cha	SUPPORT PROGRAMS AT THE ARBORETUM	2,600
SALVATION ARMY PO BOX 970219 DALLAS, TX 75219	NONE	501(c)(3) Public Cha	Support Community Assistance Program	450
DALLAS LIFE FOUNDATION 1100 CADIZ STREET DALLAS, TX 75215	NONE	501(c)(3) Public Cha	Support Community Assistance Program	1,800
GRAMEEN FOUNDATION 50 F STREET NW 8TH FLOOR WASHINGTON, DC 20001	NONE	501(c)(3) Public Cha	Support Community Assistance Program	1,100
WOUNDED WARRIOR PROJECT PO BOX 758519 TOPEKA, KS 66675	NONE	501(c)(3) Public Cha	Support Community Assistance Program	1,700
SPINA BIFIDA ASSOCIATION OF NORTH TEXAS 705 West Avenue B Suite 409 Garland, TX 75040	NONE	501(c)(3) Public Cha	Support Community Assistance Program	1,550
CHILDREN'S MIRACLE NETWORK 4525 S 2300 E Salt Lake City, UT 84117	NONE	501(c)(3) Public Cha	Support Community Assistance Program	1,100
MERCY STREET 3801 Holystone Street Dallas, TX 75212	NONE	501(c)(3) Public Cha	Support Community Assistance Program	1,650
VAIL VALLEY FOUNDATION PO Box 309 Vail, CO 81658	NONE	501(c)(3) Public Cha	Support Community Assistance Program	2,910
BAYLOR HEALTH CARE SYSTEM FOUNDATION 3600 Gaston Avenue Suite 100 Dallas, TX 75246	NONE	501(c)(3) Public Cha	Support research, educational and training programs	1,000
JEWISH FAMILY SERVICE 5402 Arapaho Road Dallas, TX 75248	NONE	501(c)(3) Public Cha	Support Community Assistance Program	200
THE SALVATION ARMY WOMEN'S AUXILIARY PO BOX 970219 DALLAS, TX 75219	NONE	501(c)(3) Public Cha	Support Community Assistance Program	9,650
THE NATURE CONSERVANCY 2424 Spruce Street Boulder, CO 80302	NONE	501(c)(3) Public Cha	Support Community Nature Conservation Organization Program	5,500
DALLAS ZOOLOGICAL SOCIETY 650 S RL Thornton Freeway Dallas, TX 75203	NONE	501(c)(3) Public Cha	Support Community Assistance Program	2,361
OUR FRIEND'S PLACE 2501 Oak Lawn Suite 500 Dallas, TX 75219	NONE	501(c)(3) Public Cha	Support Community Assistance Program	500
Total  3a				354,157

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient	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
Name and address (home or business)				
a Paid during the year				
THE MINEROLOGICAL RECORD INC 4631 Paseo Tubutama Tucson,AZ 85750	NONE	501(c)(3) Public Cha	Support Scientific/Educational Organization Program	1,000
M D ANDERSON CANCER CENTER 6900 Fannin - 6th Floor Houston,TX 77030	NONE	501(c)(3) Public Cha	Support Clinical Research Prevention Education Program	23,960
FAMILY LEGACY MISSIONS 5005 W Royal Lane Suite 252 Irving,TX 75063	NONE	501(c)(3) Public Cha	Support Missions and Orphan Relief Services	100
BHCSF CELEBRATING WOMEN 3600 Gaston Avenue Suite 100 Dallas,TX 75246	NONE	501(c)(3) Public Cha	Support research, educational and training programs	49,300
FOUNDATION FOR BRAIN HEALTH ADVANCES 5500 Caruth Haven Lane Dallas,TX 75225	NONE	501(c)(3) Public Cha	Support Research for Brain Health Advances	24,350
DALLAS HISTORICAL SOCIETY PO Box 150038 Dallas,TX 753150038	NONE	501(c)(3) Public Cha	Support Public Programming and educational outreach for schools	8,535
PHILANTROPY ROUNDTABLE 1150 17th Street NW Suite 503 Washington,DC 20036	NONE	501(c)(3) Public Cha	Support Effective Philanthropy for Scientific Research	500
SPECIAL CARE & CAREER SERVICES 4350 Sigma Rd 100 Farmers Branch,TX 75244	NONE	501(c)(3) Public Cha	Support Human Services for Individuals with Disabilities	110
METROPOLITAN MUSEUM OF ART 1000 Fifth Avenue New York,NY 101300420	NONE	501(c)(3) Public Cha	Support Art Education Program	40
LEE PARK CONSERVANCY PO Box 190872 Dallas,TX 75219	NONE	501(c)(3) Public Cha	Support Natural Resource Conservation and Protection	1,000
MUSEUM OF GEOMETRIC AND MADI ART 3109 Carlisle Street Dallas,TX 75204	NONE	501(c)(3) Public Cha	Support Display of 20th & 21st C Geometric Art & Educate Community	1,000
THE DALLAS FOUNDATION 900 Jackson Street Suite 705 Dallas,TX 75202	NONE	501(c)(3) Public Cha	Support Community Foundation - grants	3,100
AMERICAN LUNG ASSOCIATION 8150 Brookriver Dr Ste 102 Dallas,TX 75247	NONE	501(c)(3) Public Cha	Support Community Health Educational Programs and Advocacy	200
AMERICAN RED CROSS 4800 Harry Hines Blvd Dallas,TX 75236	NONE	501(c)(3) Public Cha	Support Community Humanitarian Organization Program	20,000
TRINITY TRUST FOUNDATION 1444 Oak Lawn Suite 200 Dallas,TX 75207	NONE	501(c)(3) Public Cha	Support Community/Neighborhood Program	33,333
Total  3a				354,157

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient	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
Name and address (home or business)				
a Paid during the year				
BROTHER BILL'S HELPING HAND 5227 Meaders Lane Dallas, TX 75229	NONE	501(c)(3) Public Cha	Support Community Human Service Program	8,333
THE MUSEUM OF MODERN ART 11 West 53 Street New York, NY 10019	None	501(c)(3) Public Cha	Support Community Art Education Program	75
Total ▶ 3a				354,157

TY 2008 Accounting Fees Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,022	1,511		1,511

TY 2008 General Explanation Attachment**Name:** THE LYDA HILL FOUNDATION**EIN:** 75-2708838

Identifier	Return Reference	Explanation
	PART VII-B, QUESTION 3A	TAXPAYER OWNS 3 8% OF THE VOTING STOCK OF HEADS UP TECHNOLOGIES, INC THE TAXPAYER AND ALL DISQUALIFIED PERSONS TOGETHER HOLD NO MORE THAN 20% OF THE VOTING STOCK OF HEADS UP TECHNOLOGIES, INC

TY 2008 Investments Corporate
Stock Schedule

Name: THE LYDA HILL FOUNDATION
EIN: 75-2708838

Name of Stock	End of Year Book Value	End of Year Fair Market Value
American Express	37,429	29,281
AT&T	52,146	58,756
Bank of America Corp	34,605	12,125
BP PLC	11,130	12,008
Chevron Corp.	12,884	18,730
Dow Chemical Co.	39,662	27,780
El Paso Corporation	41,032	19,120
Emerson Electric Co.	10,386	14,079
Energy Transfer Equity	0	0
Exxon Mobil Corp	12,212	21,020
Frontier Communications	24,956	15,800
General Electric Co.	32,143	16,020
Goodrich Petroleum Corp	36,194	22,130
Heads Up Technology	259,250	1,149,750
Hewlett Packard Co.	26,123	29,436
Honeywell Intl Inc	0	0
Hornbeck Offshore Services, Inc.	24,773	13,686
JP Morgan Chase & Co.	39,292	38,241
Magellan Midstream Holdings, LP	0	0
Nabors Industries, Ltd.	49,742	20,650
National-Oilwell Varco, Inc.	16,773	9,636
Nucor Corp	40,041	21,205
Pepsico, Inc.	38,909	37,332
Qualcomm, Inc.	27,218	31,500
Reata Pharmaceuticals	1,159,354	1,274,461
Reliance Steel & Aluminum Co.	35,667	24,528
Southwest Airlines Co.	30,041	18,400
Unilever PLC	24,925	31,892

TY 2008 Investments - Other Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
7.095 Acres of Land	AT COST	238,818	2,163,000

TY 2008 Legal Fees Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	354	354		0

TY 2008 Other Assets Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CASH VALUE OF LIFE INSURANCE	43,304	0	0

TY 2008 Other Decreases Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Description	Amount
NET ASSET ADJ BETWEEN FMV/BOOK VALUE-SMOOCHER PROPERTY CONTRIBUTED & SOLD	423,019

TY 2008 Other Expenses Schedule**Name:** THE LYDA HILL FOUNDATION**EIN:** 75-2708838

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursement s for Charit able Purposes
LIFE INSURANCE	-1,217	0		-1,217
STORMWATER FEES	156	156		0
INSURANCE	1,086	0		1,086
OFFICE EXPENSE	127	0		127
INVESTMENT FEES	-6	0		-6
ASSOCIATION DUES	2,029	0		2,029
MAINTENANCE	1,217	0		1,217
UTILITIES	422	0		422
FROM K-1 ENERGY TRANSFER EQUITY, LP	6,907	6,907		0
FROM K-1 MAGELLAN MIDSTREAM HOLDINGS, LP	1,353	1,353		0
FROM K-1 MAGELLAN MIDSTREAM PARTNERS, LP	52	52		0

TY 2008 Other Income Schedule**Name:** THE LYDA HILL FOUNDATION**EIN:** 75-2708838

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
FROM K-1 ENERGY TRANSFER EQUITY, LP - ORDINARY INCOME RECAPTURE	13,762	13,762	13,762
FROM K-1 MAGELLAN MIDSTREAM PARTNERS, LP - ORDINARY INCOME RECAPTURE	4,165	4,165	4,165

TY 2008 Other Increases Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Description	Amount
PRIOR YEAR PTP LOSSES ALLOWED ON SALE	534

TY 2008 Taxes Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AD VALOREM TAXES	23,091	23,091		0
FEDERAL TAXES	28,522	0		0