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INTERNAL REVENUE SERVICE

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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

2009

Department of the Treasury
Internal Revenue Service

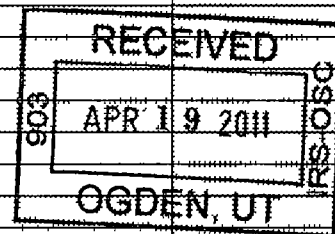
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning **JUN 1, 2009**, and ending **MAY 31, 2010**

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation HILLCREST FOUNDATION		A Employer identification number 75-6007565
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite BANK OF AMERICA, PO BOX 831041		B Telephone number 214-209-1965
	City or town, state, and ZIP code DALLAS, TX 75283-1041		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"/>
Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 124,363,401.			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)
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		3,111,861.	3,111,861.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,341,691.			
b Gross sales price for all assets on line 6a		26,276.			
7 Capital gain net income (from Part IV, line 2)			2,341,691.		
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		233,928.	233,928.		STATEMENT 2
12 Total. Add lines 1 through 11		5,687,480.	5,687,480.		
13 Compensation of officers, directors, trustees, etc		566,813.	425,110.		141,703.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		37,319.	11,942.		25,377.
c Other professional fees STMT 4		10,415.	9,374.		1,041.
17 Interest					
18 Taxes STMT 5		33,692.	33,692.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications		72.	0.		72.
23 Other expenses STMT 6		25,132.	0.		25,132.
24 Total operating and administrative expenses. Add lines 13 through 23		673,443.	480,118.		193,325.
25 Contributions, gifts, grants paid		6,093,500.			6,093,500.
26 Total expenses and disbursements. Add lines 24 and 25		6,766,943.	480,118.		6,286,825.
27 Subtract line 26 from line 12		<1,079,463.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			5,207,362.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,213,947.	5,837,488.	5,837,488.
	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 9	108,783,819.	107,293,163.	118,525,913.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	113,997,766.	113,130,651.	124,363,401.
	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 ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	113,497,766.	112,630,651.	
	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	113,997,766.	113,130,651.		
31 Total liabilities and net assets/fund balances	113,997,766.	113,130,651.		

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	113,997,766.
2 Enter amount from Part I, line 27a	2	<1,079,463.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	212,348.
4 Add lines 1, 2, and 3	4	113,130,651.
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	113,130,651.

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 SHORT TERM GAIN/LOSS	P		
b LONG TERM GAIN/LOSS	P		
c CAPITAL GAINS DIVIDENDS			
d			
e			

(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)
a			2,371,947.
b			<56,532.>
c 26,276.			26,276.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			2,371,947.
b			<56,532.>
c			26,276.
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	2,341,691.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	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))
2008	4,198,217.	119,660,346.	.035084
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

2 Total of line 1, column (d)	2	.229187
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	.045837
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	123,698,803.
5 Multiply line 4 by line 3	5	5,669,982.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	52,074.
7 Add lines 5 and 6	7	5,722,056.
8 Enter qualifying distributions from Part XII, line 4 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	8	6,286,825.

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 or determination letter _____ (attach copy of letter if necessary-see instructions)		1	52,074.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> 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 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	52,074.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	52,074.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 107,105.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 20,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	127,105.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	75,031.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c 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 2009 or the taxable year beginning in 2009 (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 ► N/A	13	X	
14	The books are in care of ► BANK OF AMERICA Telephone no ► (214) 209-2005 Located at ► BANK OF AMERICA PLAZA, 12TH FLOOR, DALLAS, TX ZIP+4 ► 75283-0241			
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 N/A		

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		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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
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)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
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 2009 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 2009.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2009?		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**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, 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?

N/A

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.

(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 10		566,813.	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 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	105,143,973.
b Average of monthly cash balances	1b	3,653,568.
c Fair market value of all other assets	1c	16,785,000.
d Total (add lines 1a, b, and c)	1d	125,582,541.
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	125,582,541.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,883,738.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	123,698,803.
6 Minimum investment return. Enter 5% of line 5	6	6,184,940.

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	6,184,940.
2a Tax on investment income for 2009 from Part VI, line 5	2a	52,074.	
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	52,074.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	6,132,866.
4 Recoveries of amounts treated as qualifying distributions		4	0.
5 Add lines 3 and 4		5	6,132,866.
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	6,132,866.

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	6,286,825.
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	6,286,825.
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	52,074.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,234,751.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				6,132,866.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,555,165.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 6,286,825.				
a Applied to 2008, but not more than line 2a			1,555,165.	
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 2009 distributable amount				4,731,660.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				1,401,206.
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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 STATEMENT 12				
Total			3a	6093500.
b Approved for future payment				
SEE STATEMENT 13				
Total			3b	4600000.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
4023 OAK LAWN	1,373.	0.	1,373.
ACCRUED INTEREST PAID	<10,571.>	0.	<10,571.>
CAPITAL GAIN DISTRIBUTIONS	26,276.	26,276.	0.
DOMESTIC DIVIDENDS	722,333.	0.	722,333.
FOREIGN DIVIDENDS	293,851.	0.	293,851.
FOREIGN INTEREST	34,361.	0.	34,361.
INTEREST	1,618,026.	0.	1,618,026.
US GOVT INTEREST	452,488.	0.	452,488.
TOTAL TO FM 990-PF, PART I, LN 4	3,138,137.	26,276.	3,111,861.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	4,249.	4,249.	
4023 OAK LAWN ASSOCIATES	229,679.	229,679.	
TOTAL TO FORM 990-PF, PART I, LINE 11	233,928.	233,928.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	37,319.	11,942.		25,377.	
TO FORM 990-PF, PG 1, LN 16B	37,319.	11,942.		25,377.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	10,415.	9,374.		1,041.
TO FORM 990-PF, PG 1, LN 16C	10,415.	9,374.		1,041.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	33,692.	33,692.		0.
TO FORM 990-PF, PG 1, LN 18	33,692.	33,692.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	25,132.	0.		25,132.
TO FORM 990-PF, PG 1, LN 23	25,132.	0.		25,132.

FOOTNOTES			STATEMENT 7
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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	8
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DESCRIPTION	AMOUNT
TIMING DIFFERENCES (SEE STATEMENT 7)	212,348.
TOTAL TO FORM 990-PF, PART III, LINE 3	212,348.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME SECURITIES	COST	41,814,278.	43,753,206.
INVESTMENT IN 4023 OAK LAWN	COST	15,239,247.	16,785,000.
EQUITY SECURITIES	COST	49,904,532.	57,578,122.
ALTERNATIVE INVESTMENTS	COST	335,106.	409,585.
TOTAL TO FORM 990-PF, PART II, LINE 13		107,293,163.	118,525,913.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

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	566,813.	0.	0.
SANDRA ESTESS P.O. BOX 830241 DALLAS, TX 75283	CO-TRUSTEE 5.00	0.	0.	0.
D. 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.
GEORGE W. BRAMBLETT, JR. P.O. BOX 830241 DALLAS, TX 75283	CO-TRUSTEE 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		566,813.	0.	0.

FORM 990-PF

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

STATEMENT 11

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

214-209-1965

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.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN FOUNDATION FOR THE BLIND CENTER ON VISION LOSS 11030 ABLES LANE DALLAS, TX 75229	REPURPOSE STORAGE FACILITY		10,000.
AMERICAN HEART ASSOCIATION INC 8200 BROOKRIVER DRIVE, SUITE N100 DALLAS, TX 75247	CULTURAL HEALTH INITIATIVES PROGRAMS		50,000.
AMERICAN RED CROSS, DALLAS AREA CHAPTER 4800 HARRY HINES BLVD DALLAS, TX 75235-7717	PURCHASE DISASTER OPERATIONS VEHICLE		50,000.
ARC OF DALLAS 12700 HILLCREST, SUITE 200 DALLAS, TX 75230	HUMANITARIAN GRANT		3,000.
ARC OF DALLAS 12700 HILLCREST, SUITE 200 DALLAS, TX 75230	HUMANITARIAN GRANT		2,000.
ARTHRITIS FOUNDATION SOUTH CENTRAL REGION, INC. 4300 MACARTHUR AVE, SUITE 245 DALLAS, TX 75209-6626	PURCHASE TECHNOLOGY EQUIPMENT		20,000.
AUSTIN COLLEGE 900 N GRAND AVE SHERMAN, TX 75090-4440	CONSTRUCT SCIENCE CENTER		200,000.
BAYLOR HEALTH CARE SYSTEM FOUNDATION 3600 GASTON AVENUE, SUITE 100 DALLAS, TX 75246-1800	CONSTRUCT EMERGENCY DEPARTMENT AT BAYLOR MEDICAL CENTER		250,000.

HILLCREST FOUNDATION

75-6007565

BEA'S KIDS 14673 MIDWAY ROAD ADDISON, TX 75001-3171	SUPPORT TUTORING AND MENTORING PROGRAMS	10,000.
BEN RICHEY BOYS RANCH P.O. BOX 6839 ABILENE, TX 79608-6839	CAPITAL CAMPAGIN	50,000.
BIG THOUGHT 2501 OAK LAWN AVENUE, STE 550 DALLAS, TX 75219-4082	TECHNOLOGY EQUIPMENT	43,700.
BOY SCOUTS OF AMERICA CIRCLE TEN COUNCIL 8605 HARRY HINES BLVD DALLAS, TX 75235-3014	CONSTRUCTION AT CAMP WISDOM	100,000.
BOYS & GIRLS CLUBS OF GREATER DALLAS 4816 WORTH ST DALLAS, TX 75246-1154	UPGRADE COMPUTERS FOR THE TEEN COMPUTER LABS	25,000.
BROTHER BILL'S HELPING HAND PO BOX 565846 DALLAS, TX 75356-5846	CONSTRUCT NEW BUILDING TO EXPAND THE FOOD PANTRY AND MEDICAL PRACTICE	100,000.
BROTHER BILL'S HELPING HAND PO BOX 565846 DALLAS, TX 75356-5846	HUMANITARIAN GRANT	2,000.
BUCKNER CHILDREN AND FAMILY SERVICES 600 N. PEARL STREET, SUITE 2260 DALLAS, TX 75201	HUMANITARIAN GRANT	5,000.
C. C. YOUNG MEMORIAL HOME 4847 W LAWATHER DR, STE100 DALLAS, TX 75214	UPDATE ELECTRONIC MEDICATION SYSTEMS	82,000.
CAMP FIRE USA, LONE STAR COUNCIL 4411 SKILLMAN STREET DALLAS, TX 75206-5437	PURCHASE MINI-BUSES	50,000.

HILLCREST FOUNDATION

75-6007565

CAPTAIN HOPE'S KIDS P.O. BOX 540548 DALLAS, TX 75354-0548	PROVIDE EMERGENCY NEEDS FOR HOMELESS CHILDREN	15,000.
CAPTAIN HOPE'S KIDS P.O. BOX 540548 DALLAS, TX 75354-0548	HUMANITARIAN GRANT	3,000.
CATHOLIC CHARITIES OF DALLAS, INC. 9461 LBJ FREEWAY, SUITE 100 DALLAS, TX 75243	HUMANITARIAN GRANT - BRADY CENTER	1,000.
CELEBRATION SHOP, INC. DBA HUGWORKS 752 MARY DRIVE HURST, TX 76053	SUPPORT THERAPEUTIC MUSIC ENTERTAINMENT	20,000.
CENTRAL DALLAS FOOD PANTRY DBA CENTRAL DALLAS MINISTRIES P.O. BOX 710385 DALLAS, TX 75371-0385	HUMANITARIAN GRANT	3,000.
CENTRAL DALLAS FOOD PANTRY DBA CENTRAL DALLAS MINISTRIES P.O. BOX 710385 DALLAS, TX 75371-0385	HUMANITARIAN GRANT	2,000.
CHILD PROTECTIVE SERVICES COMMUNITY PARTNERS INC. 1215 SKILES ST DALLAS, TX 75204	HUMANITARIAN GRANT	2,000.
CHILDREN'S MEDICAL CENTER OF DALLAS 1935 MEDICAL DISTRICT DRIVE DALLAS, TX 75235-7701	RENOVATION AND EXPANSION	200,000.
CHILDREN'S MEDICAL CENTER OF DALLAS 1935 MEDICAL DISTRICT DRIVE DALLAS, TX 75235-7701	HUMANITARIAN GRANT	5,000.
CHRISTIAN COMMUNITY ACTION 200 S MILL ST LEWISVILLE, TX 75057-3944	SUPPORT CAPITAL CAMPAIGN	50,000.

HILLCREST FOUNDATION

75-6007565

COMMUNITIES IN SCHOOLS DALLAS
REGION
8700 N STEMMONS FWY STE 125
DALLAS, TX 75247-3725

HUMANITARIAN GRANT

2,000.

CONTACT CRISIS LINE
P.O. BOX 800742 DALLAS, TX
75380-0742

SOFTWARE PURCHASE

25,000.

DALLAS ARBORETUM & BOTANICAL
SOCIETY, INC.
8617 GARLAND RD DALLAS, TX
75218-3914

DISCOVERY CARTS AT
ADVENTURE GARDEN

150,000.

DALLAS BAPTIST UNIVERSITY
3000 MOUNTAIN CREEK PARKWAY
DALLAS, TX 75211-6700

HENRY BLACKABY HALL

250,000.

DALLAS CENTER FOR THE PERFORMING
ARTS FOUNDATION INC.
2100 ROSS AVENUE, SUITE 650
DALLAS, TX 75201

NEW FACILITY

300,000.

DALLAS CENTER FOR THE PERFORMING
ARTS FOUNDATION INC.
2100 ROSS AVENUE, SUITE 650
DALLAS, TX 75201

NEW FACILITY

300,000.

DALLAS CHILDRENS THEATER INC
5938 SKILLMAN ST DALLAS, TX
75231-7608

CAPITAL CAMPAIGN

50,000.

DALLAS CONCILIO OF HISPANIC
SERVICE ORGANIZATIONS
700 S. ZANG BLVD. STE. 300
DALLAS, TX 75208

MOVING AND FURNISHINGS
EXPENSES

20,000.

DALLAS COUNTY DEPARTMENT OF
HEALTH AND HUMAN SERVICES
2377 STEMMONS FREEWAY, SUITE
200, LB 16 DALLAS, TX

HUMANITARIAN GRANT

2,000.

DALLAS FURNITURE BANK
P.O. BOX 815788 DALLAS, TX
75381-5788

HUMANITARIAN GRANT

5,000.

HILLCREST FOUNDATION

75-6007565

DALLAS HISTORICAL SOCIETY P.O. BOX 150038 DALLAS, TX 75315-0038	SCHOLARSHIP PROGRAM	50,500.
DALLAS LIFE 1100 CADIZ ST DALLAS, TX 75215-1012	HUMANITARIAN GRANT	5,000.
EDUCATIONAL FIRST STEPS 2804 SWISS AVE DALLAS, TX 75204-5955	PROGRAM SUPPORT	42,000.
EPISCOPAL SCHOOL OF DALLAS INC 4100 MERRELL RD DALLAS, TX 75229-6217	STEPHEN B SWANN ATHLETIC AND WELLNESS CENTER	50,000.
FAMILY GATEWAY INC. 2910 SWISS AVENUE DALLAS, TX 75204	CAPITAL REPAIRS	50,000.
FAMILY GATEWAY INC. 2910 SWISS AVENUE DALLAS, TX 75204	HUMANITARIAN GRANT	1,000.
FAMILY PLACE INC P.O. BOX 7999 DALLAS, TX 75209-9998	FAITH AND LIBERTY'S PLACE FAMILY CENTER	25,000.
FAMILY PLACE INC P.O. BOX 7999 DALLAS, TX 75209-9998	HUMANITARIAN GRANT	3,000.
FERRIS BAPTIST CHURCH 809 E. 8TH STREET FERRIS, TX 75125	HUMANITARIAN GRANT	3,000.
FINE ARTS CHAMBER PLAYERS 3630 HARRY HINES BLVD DALLAS, TX 75219-3201	MUSIC EDUCATIONAL OUTREACH PROGRAM	15,000.

HILLCREST FOUNDATION75-6007565

FIRST UNITED METHODIST CHURCH 1928 ROSS AVENUE DALLAS, TX 75201	HUMANITARIAN GRANT	2,000.
FIRST UNITED METHODIST CHURCH 1928 ROSS AVENUE DALLAS, TX 75201	HUMANITARIAN GRANT	1,000.
FOUNDATION FOR THE EDUCATION OF YOUNG WOMEN 15303 DALLAS PKWY STE 999 ADDISON, TX 75001-4677	EDUCATIONAL ENHANCEMENT INITIATIVE	40,000.
FRAZIER BEREAN BAPTIST CHURCH P.O. BOX 380264 DUNCANVILLE, TX 75138-0264	HUMANITARIAN GRANT	2,000.
GIRL SCOUTS OF NORTHEAST TEXAS 6001 SUMMERSIDE DRIVE DALLAS, TX 75252	TECHNOLOGY UPGRADES	30,000.
GIRLS INC. OF METROPOLITAN DALLAS 2040 EMPIRE CENTRAL DRIVE DALLAS, TX 75235	HUMANITARIAN GRANT	5,000.
GLADNEY CENTER FOR ADOPTION 6300 JOHN RYAN DR FORT WORTH, TX 76132-4122	HUMANITARIAN GRANT	5,000.
GOODWILL INDUSTRIES OF DALLAS, INC 3020 N WESTMORELAND RD DALLAS, TX 75212	HUMANITARIAN GRANT	1,000.
GOODWILL INDUSTRIES OF DALLAS, INC 3020 N WESTMORELAND RD DALLAS, TX 75212	HUMANITARIAN GRANT	2,000.
GRACE ACADEMY OF DALLAS 11306A INWOOD ROAD DALLAS, TX 75229	TECHNOLOGICAL IMPROVEMENTS	50,000.

HILLCREST FOUNDATION

75-6007565

GRAND PRAIRIE UNITED CHARITIES INC. 1417 DENSMAN STREET GRAND PRAIRIE, TX 75051-2378	HUMANITARIAN GRANT	3,000.
GRAND PRAIRIE WELLNESS CENTER INC 1710 SMALL ST GRAND PRAIRIE, TX 75050-6041	PROVIDE URGENT AND PREVENTIVE MEDICAL CARE	20,000.
GREATER DALLAS VETERANS FOUNDATION 4400 WILLIAMSBURG RD DALLAS, TX 75220	HUMANITARIAN GRANT	8,000.
GREATER DALLAS VETERANS FOUNDATION 4400 WILLIAMSBURG RD DALLAS, TX 75220	HUMANITARIAN GRANT	2,000.
GREATER DALLAS VETERANS FOUNDATION 4400 WILLIAMSBURG RD DALLAS, TX 75220	SUPPORT VETERAN'S DAY PARADE	5,000.
HANDFUL OF CORN COMMUNITY DEVELOPMENT CORPORATION P.O. BOX 41614 DALLAS, TX 75241	HUMANITARIAN GRANT	2,000.
HEARD NATURAL SCIENCE MUSEUM AND WILDLIFE SANCTUARY ONE NATURE PLACE MCKINNEY, TX 75069	BOARDWALK AND FLOATING DOCK	50,000.
HEART HOUSE PO BOX 823162 DALLAS, TX 75382-3162	SUPPORT NEW PROGRAM SITE	32,500.
HIGHLAND HILLS UNITED METHODIST CHURCH 6006 FLAGSTAFF DALLAS, TX 75241	HUMANITARIAN GRANT	3,000.
HOLY TRINITY CENTER 3826 GILBERT AVENUE DALLAS, TX 75219	HUMANITARIAN GRANT	2,000.

HILLCREST FOUNDATION		75-6007565
HOPE CENTER FOUNDATION 1900 N AKARD ST DALLAS, TX 75201-2300	CONFERENCE CENTER	100,000.
HOPE COTTAGE, INC. 4209 MCKINNEY AVENUE DALLAS, TX 75205-4509	HUMANITARIAN GRANT	2,000.
HOPE COTTAGE, INC. 4209 MCKINNEY AVENUE DALLAS, TX 75205-4509	PREPARING TO PARENT PROGRAM	20,000.
INTERFAITH HOUSING COALITION 5600 ROSS AVE. DALLAS, TX 75206	SUPPORT TEEN PROGRAM	40,000.
INSTITUTE OF NAUTICAL ARCHAEOLOGY FOUNDATION P O DRAWER HG COLLEGE STATION, TX 77841	DENBIGH SHIPWRECK PROJECT PHASE IV	50,000.
JEWISH FAMILY SERVICE OF DALLAS INCORPORATED 5402 ARAPAHO ROAD DALLAS, TX 75248-6905	HUMANITARIAN GRANT	2,000.
JUBILEE PARK & COMMUNITY CENTER CORPORATION 907 BANK STREET DALLAS, TX 75223	TECHNOLOGY INITIATIVE	50,300.
JULIETTE FOWLER HOMES 1234 ABRAMS RD DALLAS, TX 75214-4850	REMODELING PROJECT	40,000.
JUNE SHELTON SCHOOL AND EVALUATION CENTER 15720 HILLCREST RD DALLAS, TX 75248-4161	OUTREACH/RESEARCH DEPARTMENT	100,000.
KIPP TRUTH ACADEMY 3200 S LANCASTER RD DALLAS, TX 75216-4555	RENOVATIONS	75,000.

HILLCREST FOUNDATION

75-6007565

LADIES OF CHARITY OF DALLAS P.O. BOX 595666 DALLAS, TX 75359-0666	HUMANITARIAN GRANT	2,000.
MERCY STREET 3801 HOLYSTONE STREET DALLAS, TX 75212	HUMANITARIAN GRANT	2,000.
METHODIST HEALTH SYSTEM FOUNDATION P.O. BOX 655999 DALLAS, TX 75265-5999	ADDRESS CRITICAL NEEDS OF PRE-TERM BABIES	100,000.
METROCARE SERVICES 1380 RIVER BEND DRIVE DALLAS, TX 75247-4914	RENOVATE CHILDREN'S MENTAL HEALTH CLINIC	100,000.
MOSAIC 2245 MIDWAY ROAD, SUITE 300 CARROLLTON, TX 75006-4958	HUMANITARIAN GRANT	4,000.
MUSEUM OF NATURE AND SCIENCE P.O. BOX 150349 DALLAS, TX 75315-0349	EXPANSION PROJECT CAMPAIGN	160,000.
NEIGHBORHOOD SERVICE COUNCIL INC 7700 SPRING VALLEY ROAD DALLAS, TX 75254-2840	SUPPORT AFTER SCHOOL PROGRAM	15,000.
NEXUS RECOVERY CENTER INCORPORATED 8733 LA PRADA DR DALLAS, TX 75228-5036	CONSTRUCT NEW ADOLESCENT DORMITORY	250,000.
NORTH DALLAS SHARED MINISTRIES, INC. 2875 MERRELL RD DALLAS, TX 75229-4697	HUMANITARIAN GRANT	2,000.
NORTH TEXAS FOOD BANK 4500 S COCKRELL HILL RD DALLAS, TX 75236-2028	HUMANITARIAN GRANT	5,000.

HILLCREST FOUNDATION

75-6007565

NORTH TEXAS FOOD BANK 4500 S COCKRELL HILL RD DALLAS, TX 75236-2028	HUMANITARIAN GRANT	5,000.
NORTH TEXAS PUBLIC BROADCASTING INC 3000 HARRY HINES BLVD DALLAS, TX 75201-1012	READ WITH ME PROGRAM	20,000.
NOTRE DAME OF DALLAS SCHOOLS, INC. 2018 ALLEN STREET DALLAS, TX 75204-2604	PURCHASE MINIVAN	25,000.
OFFENDER PREPARATION & EDUCATION NETWORK INC. PO BOX 472223 GARLAND, TX 75047-2223	UPDATE OFFICE EQUIPMENT AND SOFTWARE	7,500.
OPEN ARMS, INC. DBA BRYAN'S HOUSE P.O. BOX 35868 DALLAS, TX 75235	HUMANITARIAN GRANT	2,000.
PLAN FUND 2801 SWISS AVENUE STE 120 DALLAS, TX 75204-5925	COMPREHENSIVE ENTREPRENEUR PROGRAM	15,000.
PLANNED LIVING ASSISTANCE NETWORK OF NORTH TEXAS INC. 13151 EMILY RD STE 240 DALLAS, TX 75240-8980	CAPITAL - PURCHASE PROPERTY	250,000.
PRESTONWOOD BAPTIST CHURCH 6801 W PARK BLVD PLANO, TX 75093-6389	HUMANITARIAN GRANT	2,000.
PROJECT TRANSFORMATION 547 E JEFFERSON BLVD DALLAS, TX 75203-2791	SUMMER DAY CAMP PROGRAMMING	30,000.
PROMISE HOUSE, INC. 224 W PAGE AVE DALLAS, TX 75208-6631	HUMANITARIAN GRANT	7,500.

HILLCREST FOUNDATION		75-6007565
PROVIDENCE CHRISTIAN SCHOOL OF TEXAS 5002 W LOVERS LN DALLAS, TX 75209-3142	CAPITAL CAMPAIGN	100,000.
RANCHING HERITAGE ASSOCIATION PO BOX 43201 LUBBOCK, TX 79409-3201	EXPANSION PROJECT	10,000.
SAFEHAVEN OF TARRANT COUNTY 6815 MANHATTAN BLVD, SUITE 105 FT WORTH, TX 76120	NEW CARPETING	34,000.
SALESMANSHIP CLUB YOUTH AND FAMILY CENTERS INC. 106 E 10TH ST DALLAS, TX 75203-2236	HUMANITARIAN GRANT	2,000.
SAMMONS CENTER FOR THE ARTS 3630 HARRY HINES BLVD DALLAS, TX 75219-3201	CAPITAL IMPROVEMENTS	50,000.
SENIOR CITIZENS OF GREATER DALLAS INC 3910 HARRY HINES BLVD DALLAS, TX 75219	BUILDING PURCHASE AND RENOVATION	250,000.
SHAKESPEARE FESTIVAL OF DALLAS 3630 HARRY HINES BLVD, STE 400 DALLAS, TX 75219-3201	SHAKESPEARE ON THE GO! EDUCATIONAL PROGRAM	30,000.
SHARING THE BREAD CEDAR HILL FOOD PANTRY P.O. BOX 2694 CEDAR HILL, TX 75106	HUMANITARIAN GRANT	2,000.
SHELTER MINISTRIES OF DALLAS DBA AUSTIN STREET CENTRE P.O. BOX 710729 DALLAS, TX 75371-0729	HUMANITARIAN GRANT	10,000.
SHELTER MINISTRIES OF DALLAS DBA GENESIS WOMEN'S SHELTER 4411 LEMMON AVENUE, SUITE 201 DALLAS, TX 75219	HUMANITARIAN GRANT	5,000.

HILLCREST FOUNDATION		75-6007565
SHOE BANK INC 205 BECKY LN ROCKWALL, TX 75087-5217	HUMANITARIAN GRANT	2,500.
SHOE BANK INC 205 BECKY LN ROCKWALL, TX 75087-5217	HUMANITARIAN GRANT	2,500.
SOUPMOBILE, INC. 3017 COMMERCE ST DALLAS, TX 75226-1627	HUMANITARIAN GRANT	2,000.
SOUTHERN METHODIST UNIVERSITY P.O. BOX 750402 DALLAS, TX 75275	CONSTRUCT NEW CARUTH HALL OF ENGINEERING AND AMPHITHEATER	400,000.
SPECIAL CARE & CAREER SERVICES 4350 SIGMA, SUITE 100 FARMERS BRANCH, TX 75244-4416	TECHNOLOGY IMPROVEMENTS	50,000.
ST ANTHONY FOUNDATION 3732 MYRTLE ST DALLAS, TX 75215-3849	BUILDING NEW CLASSROOM BUILDING	25,000.
ST. JOHN'S EPISCOPAL SCHOOL 848 HARTER ROAD DALLAS, TX 75218	RENOVATE/EXPAND MIDDLE SCHOOL SCIENCE WING	100,000.
ST. MONICA CATHOLIC SCHOOL 4140 WALNUT HILL LANE DALLAS, TX 75229	LIBRARY MEDIA CENTER RENOVATION	50,000.
ST. SIMON'S AFTER-SCHOOL P.O. BOX 700324 DALLAS, TX 75370	PROGRAM SUPPORT	20,000.
TARRANT AREA FOOD BANK 2600 CULLEN STREET FORT WORTH, TX 76107-1302	HUMANITARIAN GRANT	5,000.

HILLCREST FOUNDATION

75-6007565

TEXAS HOME ACCESS FUND 16250 KNOLL TRAIL, SUITE 210 DALLAS, TX 75248	PROGRAM SUPPORT	50,000.
TEXAS SOCIETY TO PREVENT BLINDNESS 3610 FAIRMOUNT STREET DALLAS, TX 75219	PURCHASE MINIVAN	27,000.
TEXAS WINDS MUSICAL OUTREACH, INC. 7038 HUNTERS RIDGE DRIVE DALLAS, TX 75248	SUPPORT MUSICAL OUTREACH PROGRAM	25,000.
TEXAS WINDS MUSICAL OUTREACH, INC. 7038 HUNTERS RIDGE DRIVE DALLAS, TX 75248	SUPPORT MUSICAL OUTREACH PROGRAM	25,000.
THE SALVATION ARMY DFW METROPLEX 8787 N. STEMMONS FREEWAY, SUITE 800 DALLAS, TX 75247	HUMANITARIAN GRANT	3,000.
THE STEWPOT OF FIRST PRESBYTERIAN CHURCH 408 PARK AVENUE DALLAS, TX 75201	HUMANITARIAN GRANT	4,000.
THE STEWPOT OF FIRST PRESBYTERIAN CHURCH 408 PARK AVENUE DALLAS, TX 75201	HUMANITARIAN GRANT	3,500.
TRINITY RIVER MISSION INC 2060 SINGLETON BLVD, SUITE 104 DALLAS, TX 75212	HUMANITARIAN GRANT	3,000.
TYLER STREET COMMUNITY SERVICES 927 W. TENTH STREET DALLAS, TX 75208	HUMANITARIAN GRANT	3,000.
UNITED CEREBRAL PALSY OF METROPOLITAN DALLAS INC. 8802 HARRY HINES BLVD DALLAS, TX 75235-1716	INSTALL SECURITY SYSTEM	40,000.

HILLCREST FOUNDATION

75-6007565

UNIVERSITY OF THE INCARNATE WORD 4301 BROADWAY, # 303 SAN ANTONIO, TX 78209	RENOVATE SCHOOL OF NURSING	50,000.
VISITING NURSE ASSOCIATION OF TEXAS 1440 W. MOCKINGBIRD LANE DALLAS, TX 75247	HUMANITARIAN GRANT	3,000.
VISITING NURSE ASSOCIATION OF TEXAS 1440 W. MOCKINGBIRD LANE DALLAS, TX 75247	GENERATOR FOR THE PATRICK AND BEATRICE HAGGERTY CENTER	100,000.
VOGEL ALCOVE CHILDCARE CENTER FOR THE HOMELESS 7557 RAMBLER RD STE 262 DALLAS, TX 75231-2318	HUMANITARIAN GRANT	3,000.
VOGEL ALCOVE CHILDCARE CENTER FOR THE HOMELESS 7557 RAMBLER RD STE 262 DALLAS, TX 75231-2318	HUMANITARIAN GRANT	2,000.
VOLUNTEER CENTER OF NORTH TEXAS 2800 LIVE OAK STREET DALLAS, TX 75204-5750	PURCHASE TRUCK	53,000.
WILKINSON CENTER P.O. BOX 720248 DALLAS, TX 75372-0248	HUMANITARIAN GRANT	3,000.
WILKINSON CENTER P.O. BOX 720248 DALLAS, TX 75372-0248	INFORMATION TECHNOLOGY INFRASTRUCTURE	20,000.
WOMENS MUSEUM AN INSTITUTE FOR THE FUTURE 3800 PARRY AVE DALLAS, TX 75226-1752	EDUCATIONAL PROGRAMS FOR WOMEN AND CHILDREN	25,000.
YMCA OF METROPOLITAN DALLAS 601 N AKARD ST DALLAS, TX 75201-3303	ENTRANCE TO CAMP GRADY SPRUCE	50,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

6,093,500.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AUSTIN COLLEGE 900 N GRAND AVE SHERMAN, TX 75090-4440	CONSTRUCT SCIENCE CENTER		600,000.
DALLAS CENTER FOR THE PERFORMING ARTS FOUNDATION 2100 ROSS AVENUE, SUITE 650 DALLAS, TX 75201	NEW FACILITY		300,000.
GLEANNING NETWORK OF TEXAS, THE P.O. BOX 7103 DALLAS , TX 75209-0103	CONNECTIONS GLEANNING PROJECT		10,000.
SOUTHERN METHODIST UNIVERSITY P.O. BOX 750402 DALLAS, TX 75275	CONSTRUCT NEW CARUTH HALL OF ENGINEERING AND AMPHITHEATER		800,000.
TEXAS HORSE PARK 1444 OAK LAWN AVE, SUITE 200 DALLAS, TX 75207	CONSTRUCT EQUESTRIAN FACILITIES		200,000.
TEXAS WINDS MUSICAL OUTREACH (NORTH TEXAS WINDS) 7038 HUNTERS RIDGE DRIVE DALLAS, TX 75248	SUPPORT MUSICAL OUTREACH PROGRAM		25,000.
METHODIST HEALTH SYSTEM FOUNDATION P.O. BOX 655999 DALLAS, TX 75265-5999	PROVIDE CARE TO PREMATURE INFANTS		100,000.
PROVIDENCE CHRISTIAN SCHOOL 5002 W LOVERS LN DALLAS, TX 75209-3142	CAPITAL CAMPAIGN		100,000.

HILLCREST FOUNDATION		75-6007565
DALLAS BAPTIST UNIVERSITY 3000 MOUNTAIN CREEK PARKWAY DALLAS, TX 75211-6700	HENRY BLACKABY HALL	250,000.
KIPP TRUST ACADEMY 3200 S LANCASTER RD DALLAS, TX 75216-4555	RENOVATIONS	75,000.
MUSEUM OF NATURE AND SCIENCE P.O. BOX 150349 DALLAS, TX 75315-0349	EXPANSION PROJECT CAMPAIGN	340,000.
CHILDREN'S MEDICAL CENTER OF DALLAS 1935 MEDICAL DISTRICT DRIVE DALLAS , TX 75235-7701	RENOVATION AND EXPANSION OF CHILDREN'S CENTER FOR CANCER AND BLOOD	800,000.
PARKLAND FOUNDATION 2777 N. STEMMONS FREEWAY, SUITE 1700 DALLAS, TX 75207	I STAND FOR PARKLAND CAPITAL CAMPAIGN	1,000,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B		4,600,000.

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

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).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	HILLCREST FOUNDATION	75-6007565
	Number, street, and room or suite no. If a P.O. box, see instructions. BANK OF AMERICA, PO BOX 831041	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DALLAS, TX 75283-1041	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of **DALLAS, TX 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, 2011**

5 For calendar year ☐, or other tax year beginning **JUN 1, 2009**, and ending **MAY 31, 2010**

6 If the tax year entered in line 5 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	\$	127,105.
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	\$	127,105.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, 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 ☐