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INTERNAL REVENUE SERVICE

Form **990-PF**

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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

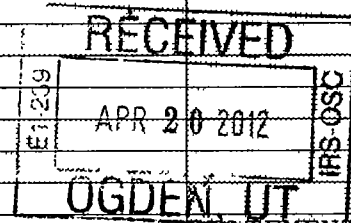
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning **JUN 1, 2010**, and ending **MAY 31, 2011**

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

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) BANK OF AMERICA, PO BOX 831041	Room/suite	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"/>
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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 174,513,335. (Part I, column (d) must be on cash basis.)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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		3,382,024.	3,382,024.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,974,465.			
b Gross sales price for all assets on line 6a 52,420,557.					
7 Capital gain net income (from Part IV, line 2)			4,974,465.		
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		185,388.	185,388.		STATEMENT 2
12 Total. Add lines 1 through 11		8,541,877.	8,541,877.		
13 Compensation of officers, directors, trustees, etc		593,678.	445,259.		148,420.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		44,593.	14,270.		30,323.
c Other professional fees STMT 4		252,040.	226,836.		25,204.
17 Interest					
18 Taxes STMT 5		131,544.	41,544.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		23,826.	21,154.		2,672.
24 Total operating and administrative expenses Add lines 13 through 23		1,045,681.	749,063.		206,619.
25 Contributions, gifts, grants paid		5,248,500.			5,248,500.
26 Total expenses and disbursements Add lines 24 and 25		6,294,181.	749,063.		5,455,119.
27 Subtract line 26 from line 12		2,247,696.			
a Excess of revenue over expenses and disbursements			7,792,814.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	



14
15

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
Assets	1 Cash - non-interest-bearing	5,837,488.	2,983,727.	2,983,727.
	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			
11 Investments - land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 8	107,293,163.	112,893,683.	171,529,608.
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)		113,130,651.	115,877,410.	174,513,335.
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			
	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		112,630,651.	115,377,410.
	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		113,130,651.	115,877,410.
	31 Total liabilities and net assets/fund balances		113,130,651.	115,877,410.

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	113,130,651.
2 Enter amount from Part I, line 27a	2	2,247,696.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	563,755.
4 Add lines 1, 2, and 3	4	115,942,102.
5 Decreases not included in line 2 (itemize) ▶ NONTAXABLE/NONDEDUCTIBLE ITEMS	5	64,692.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	115,877,410.

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 CAPITAL GAIN/LOSS		P		
b CAPITAL GAINS DIVIDENDS				
c				
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 52,404,295.		47,446,092.	4,958,203.	
b 16,262.			16,262.	
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			4,958,203.	
b			16,262.	
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 4,974,465.
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))
2009	6,234,751.	123,698,803.	.050403
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

2 Total of line 1, column (d)	2	.232841
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	.046568
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	144,427,168.
5 Multiply line 4 by line 3	5	6,725,684.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	77,928.
7 Add lines 5 and 6	7	6,803,612.
8 Enter qualifying distributions from Part XII, line 4	8	5,455,119.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	155,856.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	155,856.
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	155,856.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	145,031.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	52,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	197,031.	
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	41,175.	
11 Enter the amount of line 10 to be Credited to 2011 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (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

N/A

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)	SEE STATEMENT 9	SEE STATEMENT 10	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?			13	X	
Website address ► N/A						
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			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?			16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►						X

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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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	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 ►		
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 2010 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 2010.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

Form 990-PF (2010)

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**

If "Yes" to 6b, file Form 8870

X**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 11		593,678.	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

Form 990-PF (2010)

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	127,130,702.
b	Average of monthly cash balances	1b	2,710,864.
c	Fair market value of all other assets	1c	16,785,000.
d	Total (add lines 1a, b, and c)	1d	146,626,566.
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	146,626,566.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,199,398.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	144,427,168.
6	Minimum investment return. Enter 5% of line 5	6	7,221,358.

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	7,221,358.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	155,856.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	155,856.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,065,502.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,065,502.
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	7,065,502.

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	5,455,119.
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	5,455,119.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,455,119.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				7,065,502.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,401,206.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 5,455,119.				
a Applied to 2009, but not more than line 2a			1,401,206.	
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 2010 distributable amount				4,053,913.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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	0.			
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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				3,011,589.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

1 Information Regarding Foundation Managers:

- NONE

- NONE

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

SEE STATEMENT 12

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

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

		Yes	No
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 foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
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 foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
NOT APPLICABLE		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

**Sign
Here**

Janet Coarchesne, VP

4/12/12

TRUSTEE

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name
VIRGINIA DEBROW,
CPA

Preparer's signature

V. DeBrow CPA

Date

4/2/12

Check ☐
self-employed

PTIN	
------	--

Firm's name ► SAVILLE DODGEN & COMPANY

Firm's EIN ▶

Firm's address ► 700 N. PEARL STREET, SUITE 1100
DALLAS, TX 75201

Phone no (214) 922-9727

Form **990-PF** (2010)

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions) (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2010 and before 7/1/2010	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\%}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2010 and before 10/1/2010	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\%}{365}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2010 and before 1/1/2011	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\%}{365}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2010 and before 4/1/2011	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{365}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2011 and before 7/1/2011	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2011 and before 10/01/2011	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2011 and before 1/1/2012	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2011 and before 2/16/2012	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{366}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33, or the comparable line for other income tax returns	38	\$		0.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
4023 OAK LAWN	1,605.	0.	1,605.	
ACCRUED INTEREST PAID	21,201.	0.	21,201.	
CAPITAL GAIN DISTRIBUTIONS	16,262.	16,262.	0.	
DOMESTIC DIVIDENDS	824,233.	0.	824,233.	
FOREIGN DIVIDENDS	446,048.	0.	446,048.	
FOREIGN INTEREST	26,021.	0.	26,021.	
INTEREST	1,596,357.	0.	1,596,357.	
US GOVERNMENT INTEREST	466,559.	0.	466,559.	
TOTAL TO FM 990-PF, PART I, LN 4	3,398,286.	16,262.	3,382,024.	

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
MISCELLANEOUS INCOME	3,290.	3,290.		
4023 OAK LAWN ASSOCIATES	182,098.	182,098.		
TOTAL TO FORM 990-PF, PART I, LINE 11	185,388.	185,388.		

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	44,593.	14,270.		30,323.
TO FORM 990-PF, PG 1, LN 16B	44,593.	14,270.		30,323.

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	252,040.	226,836.		25,204.	
TO FORM 990-PF, PG 1, LN 16C	252,040.	226,836.		25,204.	

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	41,544.	41,544.		0.	
FEDERAL TAX PREPAYMENTS	90,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	131,544.	41,544.		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	322.	0.		322.	
INSURANCE EXPENSE	23,504.	21,154.		2,350.	
TO FORM 990-PF, PG 1, LN 23	23,826.	21,154.		2,672.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
TIMING DIFFERENCES (SEE STATEMENT 7)	563,755.				
TOTAL TO FORM 990-PF, PART III, LINE 3	563,755.				

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME SECURITIES	COST	40,667,734.	43,132,514.
INVESTMENT IN 4023 OAK LAWN	COST	15,038,849.	16,785,000.
EQUITY SECURITIES	COST	55,269,470.	74,307,857.
ALTERNATIVE INVESTMENTS	COST	1,917,630.	37,304,237.
TOTAL TO FORM 990-PF, PART II, LINE 13		112,893,683.	171,529,608.

FORM 990-PF

TRANSFERS TO CONTROLLED ORGANIZATIONS
PART VII-A, LINE 11A

STATEMENT 9

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

4023 OAK LAWN LLC

20-0595524

ADDRESS

PO BOX 830241
DALLAS, TX 75283

DESCRIPTION OF TRANSFER

N/A

AMOUNT
OF TRANSFER

0.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ORGANIZATIONS

FORM 990-PF

TRANSFERS FROM CONTROLLED ORGANIZATIONS
PART VII-A, LINE 11A

STATEMENT 10

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

4023 OAK LAWN ASSOCIATES, LP

20-0595524

ADDRESS

PO BOX 830241
DALLAS, TX 75283

DESCRIPTION OF TRANSFER

N/A

AMOUNT
OF TRANSFER

1,200,000.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ORGANIZATIONS

1,200,000.

FORM 990-PF

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

STATEMENT 11

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	593,678.	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.
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		593,678.	0.	0.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

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 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ADVANCE - DALLAS, INC 2060 SINGLETON BLVD, SUITE 103 DALLAS, TX 75212	SUPPORT 2011 RELOCATION PROJECT		25,000.
AIDS ARMS, INC 351 WEST JEFFERSON BLVD, SUITE 300 DALLAS, TX 75208	CLINIC EXPANSION		50,000.
AIDS INTERFAITH NETWORK INC 501 N STEMMONS FREEWAY, SUITE 200 DALLAS, TX 75207-4340	PURCHASE TWO MINIVANS FOR THE TRANSPORTATION SERVICES PROGRAM		25,000.
ALLEY'S HOUSE 4907 SPRING AVENUE, SUITE 103 DALLAS, TX 75210	GED TUTORING PROGRAM		10,000.
AMERICAN FOUNDATION FOR THE BLIND CENTER ON VISION LOSS 11030 ABLES LANE DALLAS, TX 75229	INSTALL DRAINAGE SYSTEM		40,000.
AMERICAN RED CROSS, DALLAS AREA CHAPTER 4800 HARRY HINES BLVD DALLAS, TX 75235-7717	HUMANITARIAN GRANT		2,000.
ARC OF DALLAS 12700 HILLCREST, SUITE 200 DALLAS, TX 75230	CAREGIVER RESOURCE AND EMPOWERMENT PROGRAM		25,000.
ATTITUDES & ATTIRE PO BOX 421107 DALLAS, TX 75342	HUMANITARIAN GRANT		2,000.

HILLCREST FOUNDATION

75-6007565

AUSTIN COLLEGE 900 N GRAND AVENUE SHERMAN, TX 75090-4440	CONSTRUCT SCIENCE CENTER	200,000.
AUTISTIC TREATMENT CENTER INC 10503 METRIC DRIVE DALLAS, TX 75243-5514	RENOVATIONS TO SCHOOL'S CLASSROOMS, MULTI-PURPOSE ROOM AND PLAYGROUND	75,000.
BATTERED WOMEN'S FOUNDATION PO BOX 54888 HURST, TX 76054	EMERGENCY CARE PROGRAM FOR WOMEN VICTIMIZED BY DOMESTIC VIOLENCE	10,000.
BEA'S KIDS 12000 FORD ROAD, SUITE 240 DALLAS, TX 75234	INCREASE HOURS OF CENTER DIRECTOR AND HIRE PART-TIME TUTOR	15,000.
BISHOP LYNCH HIGH SCHOOL 9750 FERGUSON ROAD DALLAS, TX 75228-5036	TUITION ASSISTANCE FOR MINORITY STUDENTS	20,000.
BOYS & GIRLS CLUBS OF GREATER DALLAS 4816 WORTH STREET DALLAS, TX 75246-1154	TEEN TECHNOLOGY PROGRAM IN HONOR OF DANIEL J. KELLY	35,000.
BRACKETT INDEPENDENT SCHOOL DISTRICT 400 ANN STREET, PO BOX 586 BRACKETVILLE, TX 78832	PURCHASE STATION MOBILE LAPTOP CARTS AND INTERACTIVE WHITE BOARDS	20,000.
BRIDGE BREAT CENTER 3600 GASTON AVENUE, SUITE 401 DALLAS, TX 75246-1804	BREAST CANCER HEALTH SERVICES	15,000.
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	FAMILY PATHWAYS CAPITAL CAMPAIGN; CONSTRUCT APARTMENTS AND SPACE FOR ADDITIO	250,000.

BUCKNER CHILDREN AND FAMILY SERVICES 600 N. PEARL STREET, SUITE 2260 DALLAS, TX 75201	HUMANITARIAN GRANT	3,000.
CAMP SUMMIT 17210 CAMPBELL ROAD, SUITE 180W DALLAS, TX 75252	FACILITY IMPROVEMENTS AND EXPANSION OF FALL PROGRAMS PROJECT	25,000.
CAPTAIN HOPE'S KIDS PO BOX 540548 DALLAS, TX 75220	HUMANITARIAN GRANT	3,000.
CATHOLIC CHARITIES OF DALLAS, INC. 9461 LBJ FREEWAY, SUITE 100 DALLAS, TX 75243	REPLACE KITCHEN EQUIPMENT AT BRADY CENTER	75,000.
CATHOLIC CHARITIES OF DALLAS, INC. 9461 LBJ FREEWAY, SUITE 100 DALLAS, TX 75243	HUMANITARIAN GRANT	1,000.
CENTER FOR NONPROFIT MANAGEMENT 2902 FLOYD STREET DALLAS, TX 75204	SUPPORT NORTH TEXAS COMMUNITY WEALTH INITIATIVE	50,000.
CHILD AND FAMILY GUIDANCE CENTERS 8915 HARRY HINES BLVD DALLAS, TX 75235	SUPPORT INTENSIVE SERVICES FOR CHILDREN WITH MENTAL ILLNESS PROGRAM	20,000.
CHILD PROTECTIVE SERVICES COMMUNITY PARTNERS INC. 1215 SKILES STREET DALLAS, TX 75204	RAINBOW ROOM	30,000.
CHILD PROTECTIVE SERVICES COMMUNITY PARTNERS INC. 1215 SKILES STREET 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.

HILLCREST FOUNDATION

75-6007565

CHILDREN'S MEDICAL CENTER OF
DALLAS
1935 MEDICAL DISTRICT DRIVE
DALLAS, TX 75235-7701

HUMANITARIAN GRANT

3,000.

CITY SQUARE
PO BOX 710385 DALLAS, TX
75371-0385

DEVELOPMENT OF
OPPORTUNITY CENTER,
INNOVATIVE RETAIL AND
MULTI-PURPOSE ENTER

100,000.

CLAYTON DABNEY FOUNDATION FOR
KIDS WITH CANCER
6500 GREENVILLE AVENUE, SUITE
342 DALLAS, TX 75206

PURCHASE ETAPESTRY
SOFTWARE FOR
FUNDRAISING. SUPPORT
MEDICINE OF THE HEART

12,500.

COMMUNITIES IN SCHOOLS DALLAS
REGION
8700 N STEMMONS FREEWAY, SUITE
125 DALLAS, TX 75247-3725

SUPPORT STUDENT
UPGRADES-STAY IN
SCHOOLS PROJECT

25,000.

DALLAS ACADEMY
950 TIFFANY WAY DALLAS, TX
75218-2743

PURCHASE NEW BUS

30,000.

DALLAS AFTERSCHOOL NETWORK
2902 SWISS AVENUE DALLAS, TX
75204

SUPPORT AFTERSHOOL
QUALITY ADVANCEMENT
PROGRAM

20,000.

DALLAS AREA HABITAT FOR HUMANITY
2800 NORTH HAMPTON ROAD DALLAS,
TX 75212

SUPPORT DREAM DALLAS
CAPITAL INVESTMENT
PROJECT

50,000.

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

HENRY BLACKABY HALL

250,000.

DALLAS CHRISTIAN WOMEN'S JOB
CORPS INC
918 OATES DRIVE DALLAS, TX
75218-8451

JOB AND LIFE SKILLS
PROGRAM

5,000.

DALLAS HISTORICAL SOCIETY
3939 GRAND AVENUE DALLAS, TX
75210

HUMANITARIAN GRANT

15,000.

HILLCREST FOUNDATION

75-6007565

DALLAS MISSION FOR LIFE, INC DBA DALLAS LIFE 1100 CADIZ STREET DALLAS, TX 75215-1012	RENOVATIONS TO THE MEN AND WOMEN'S RESTROOMS	33,000.
DALLAS ROTARY CLUB FOUNDATION 1717 N AKARD STREET DALLAS, TX 75201-2301	SUPPORT PERSONALIZED READER PROJECT	10,000.
DALLAS SYMPHONY ASSOCIATION INC 2301 FLORA STREET, SUITE 300 DALLAS, TX 75201-2413	SUPPORT CECIL AND IDA M. GREEN YOUTH CONCERT SERIES	10,000.
DENTAL HEALTH PROGRAMS INCORPORATED 1420 W MOCKINGBIRD LANE, SUITE 500 DALLAS, TX 75247-6971	STEWOPOT EQUIPMENT UPDATE	45,000.
EDUCATION IS FREEDOM FOUNDATION 2711 N HASKELL AVENUE, SUITE 2070, BL 18 DALLAS, TX 75204	TECHNOLOGY UPGRADE	20,000.
EQUEST PO BOX 2109 WYLIE , TX 75098	PURCHASE NEW COMPUTER SYSTEM	25,000.
ESSILOR VISION FOUNDATION 13525 N STEMMONS FREEWAY DALLAS, TX 75234-5765	PURCHASE USED MOTOR HOME TO BE USED AS A MOBILE EYE CLINIC VAN	40,000.
EXODUS MINISTRIES INC 4630 MUNGER AVENUE, SUITE 110 DALLAS, TX 75204	COMPLETE REPAIRS TO APARTMENT COMPLEX FLOORING	15,000.
FERGUSON ROAD INITIATIVE PO BOX 570417 DALLAS, TX 75357-0417	REVITALIZE WHITE ROCK HILLS AND GREATER CASA VIEW AREAS	35,000.
FERRIS BAPTIST CHURCH 809 E 8TH STREET FERRIS, TX 75125	HUMANITARIAN GRANT	3,000.

FIRST UNITED METHODIST CHURCH CROSSROADS COMMUNITY SERVICES 1822 YOUNG STREET, SECOND FLOOR DALLAS, TX 75201	HUMANITARIAN GRANT	1,000.
FIRST UNITED METHODIST CHURCH CROSSROADS COMMUNITY SERVICES 1822 YOUNG STREET, SECOND FLOOR DALLAS, TX 75201	FOOD DISTRIBUTION PROGRAM	25,000.
FRAZIER BEREAN BAPTIST CHURCH PO BOX 380264 DUNCANVILLE, TX 75138-0264	HUMANITARIAN GRANT	2,000.
FREEDOM IN COMMUNITY RESTORATIVE MINISTRY 729 COUNTRY CLUB DRIVE HEATH, TX 75032-5866	SUPPORT PROJECT REACH OUT PLEASANT GROVE	10,000.
FRIENDS OF THE DALLAS POLICE 12455 WOOD MANOR CIRCLE DALLAS, TX 75234	HUMANITARIAN GRANT	2,500.
FULTON SCHOOL 1623 LAURENCE DRIVE ROCKWALL, TX 75032-7633	RENOVATE LOWER SCHOOL, NEW PLAYGROUND FOR PRESCHOOL AND FOR CAMPUS INFRASTRU	20,000.
GALAXY COUNSELING CENTER 1025 S JUPITER ROAD GARLAND, TX 75042-7708	PURCHASE DESKTOP COMPUTERS	15,000.
GIRLS INC. OF METROPOLITAN DALLAS 2040 EMPIRE CENTRAL DRIVE DALLAS, TX 75235	PURCHASE DELL NOTEBOOKS AND TRACKING SOFTWARE	50,000.
GIRLS INC. OF METROPOLITAN DALLAS 2040 EMPIRE CENTRAL DRIVE DALLAS, TX 75235	HUMANITARIAN GRANT	5,000.
GOOD SHEPHERD COMMUNITY CENTER PO BOX 561424 DALLAS, TX 75356	PROGRAM SUPPORT AT CHILDCARE AND COMMUNITY CENTER	10,000.

GRADUATE INSTITUTE FOR APPLIED LINGUISTICS 7500 W CAMP WISDOM ROAD DALLAS, TX 75236	PURCHASE NEW SOFTWARE, SUPPORT COMPREHENSIVE FUNDRAISING CAMPAIGN	150,000.
GRAND PRAIRIE UNITED CHARITIES INC. 1417 DENSMAN STREET GRAND PRAIRIE, TX 75051-2378	HUMANITARIAN GRANT	3,000.
GREATER DALLAS COUNCIL ON ALCOHOL AND DRUG ABUSE 1349 EMPIRE CENTRAL DRIVE, SUITE 800 DALLAS, TX 75247	PURCHASE GIFTWORKS PREMIUM SOFTWARE AND SUPPORT 2011 MAIL CAMPAIGN	10,000.
HANDFUL OF CORN COMMUNITY DEVELOPMENT CORPORATION PO BOX 41614 DALLAS, TX 75241	HUMANITARIAN GRANT	2,000.
HAPPY HILL FARM ACADEMY 3846 N HIGHWAY 144 GRANBURY, TX 76048	RENOVATE AND REPAIR RESIDENCES	100,000.
HOLY TRINITY CENTER 3826 GILBERT AVENUE DALLAS, TX 75219	HUMANITARIAN GRANT	1,000.
HOPE COTTAGE, INC. 4209 MCKINNEY AVENUE DALLAS, TX 75205	HUMANITARIAN GRANT	2,000.
INTERNATIONAL DALLAS COMMUNITIES 12830 HILCREST ROAD, SUITE D218 DALLAS, TX 75230-1527	PRODUCE HEALTH/EDUCATION GUIDES FOR LOW-INCOME PERSONS	10,000.
IRVING HEALTHCARE FOUNDATION 1901 N MACARTHUR BLVD IRVING, TX 75061-2220	PURCHASE AND INSTALL NEW PLANNING AND TREATMENT EQUIPMENT FOR CANCER CENTER	50,000.
JEWISH COMMUNITY CENTER OF DALLAS 7900 NORTHAVEN ROAD DALLAS, TX 75230-2737	HUMANITARIAN GRANT	2,000.

HILLCREST FOUNDATION		75-6007565
JUBILEE PARK & COMMUNITY CENTER CORPORATION PO BOX 710259 DALLAS, TX 75371	HUMANITARIAN GRANT	2,500.
JUNIOR ACHIEVEMENT OF DALLAS 1201 W EXECUTIVE DRIVE RICHARDSON, TX 75081	SUPPORT FEEDER SYSTEM: EVERY CHILD, EVERY YEAR INITIATIVE	15,000.
KIPP TRUTH ACADEMY 3200 S LANCASTER RD DALLAS, TX 75216-4555	RENOVATIONS	75,000.
LETOT CENTER CAPITAL FOUNDATION 10505 DENTON DRIVE DALLAS, TX 75220-2630	CAPITAL CAMPAIGN FOR LETOT GIRLS' RESIDENTIAL TREATMENT CENTER	250,000.
LIFENET COMMUNITY BEHAVIORAL HEALTHCARE 9708 SKILLMAN STREET DALLAS, TX 75243	PURCHASE BOBTAIL TRUCK	25,000.
LOS BARRIOS UNIDOS COMMUNITY CLINIC INC 809 SINGLETON BLVD DALLAS, TX 75212-4014	SUPPORT SATURDAY PEDIATRIC CLINIC	50,000.
MEDISEND INTERNATIONAL 9244 MARKVILLE DRIVE DALLAS, TX 75243-4404	PURCHASE AND INSTALL NEW SECURITY SYSTEM	40,000.
MERCY STREET 3801 HOLYSTONE STREET DALLAS, TX 75212	HUMANITARIAN GRANT	2,000.
METHODIST HEALTH SYSTEM FOUNDATION PO BOX 655999 DALLAS, TX 75265-5999	WOMEN'S AND CHILDREN'S SERVICE	100,000.
MI ESCUELITA PRESCHOOL PO BOX 191487 DALLAS, TX 75219-9998	TUITION ASSISTANCE FOR LOW INCOME, PREDOMINATELY HISPANIC CHILDREN	25,000.

HILLCREST FOUNDATION

75-6007565

MUSEUM OF NATURE AND SCIENCE
P.O. BOX 150349 DALLAS, TX
75315-0349

EXPANSION PROJECT
CAMPAIGN

170,000.

NORTH TEXAS FOOD BANK
4500 S COCKRELL HILL ROAD
DALLAS, TX 75236-2028

HUMANITARIAN GRANT

10,000.

OPEN ARMS, INC. DBA BRYAN'S
HOUSE
PO BOX 35868 DALLAS, TX 75235

SUPPORT SUMMER DAY
CAMP FOR CHILDREN WITH
SPECIAL NEEDS

15,000.

OPERATION OASIS
888 S GREENVILLE AVENUE, SUITE
139 DALLAS, TX 75081

FORMERLY INCARCERATED
PERSONS REENTRY
PROGRAM

20,000.

OUR FRIENDS PLACE
2501 OAK LAWN AVENUE DALLAS,
TX 75219-4019

EXTERIOR IMPROVEMENTS
TO THERAPEUTIC GROUP
HOME

10,000.

OUR LADY OF PERPETUAL HELP
SCHOOL
7625 COURTLAND AVENUE DALLAS,
TX 75235

RENOVATIONS

25,000.

PARKLAND FOUNDATION
2777 N. STEMMONS FREEWAY, SUITE
1700 DALLAS, TX 75207

I STAND FOR PARKLAND
CAPITAL CAMPAIGN

200,000.

PROMISE HOUSE, INC.
224 W PAGE AVE DALLAS, TX
75208-6631

HUMANITARIAN GRANT

2,000.

PROMISE HOUSE, INC.
224 W PAGE AVE DALLAS, TX
75208-6631

INFORMATION TECHNOLOGY
PLAN

25,000.

PROVIDENCE CHRISTIAN SCHOOL OF
TEXAS
5002 W LOVERS LN DALLAS, TX
75209-3142

CAPITAL CAMPAIGN

100,000.

READING & RADIO RESOURCE INC 2007 RANDALL STREET DALLAS, TX 75201-1500	SUPPORT VISION 2050 - BUILDING FOR THE NEXT FORTY YEARS	25,000.
RESOLANA PO BOX 225175 DALLAS, TX 75222-5175	WOMEN-CENTERED REHABILITATION CENER	10,000.
SALESMANSHIP CLUB YOUTH AND FAMILY CENTERS INC. 106 E 10TH ST DALLAS, TX 75203-2236	NEW FAMILY CENTER	250,000.
SALESMANSHIP CLUB YOUTH AND FAMILY CENTERS INC. 106 E 10TH ST DALLAS, TX 75203-2236	HUMANITARIAN GRANT	2,000.
SHARED HOUSING CENTER INC 402 N GOOD LATIMER EXPRESSWAY DALLAS, TX 75204-5814	TECHNOLOGY REPLACEMENT FOR COMPUTER LAB AND SUPPORT GREEN HAUS HOUSING PROJE	20,000.
SHARING THE BREAD CEDAR HILL FOOD PANTRY PO BOX 2694 CEDAR HILL, TX 75106	HUMANITARIAN GRANT	2,000.
SHELTER MINISTRIES OF DALLAS DBA AUSTIN STREET CENTRE PO BOX 710729 DALLAS, TX 75371-0729	HUMANITARIAN GRANT	5,000.
SHELTER MINISTRIES OF DALLAS DBA AUSTIN STREET CENTRE PO BOX 710729 DALLAS, TX 75371-0729	SUPPORT BUILDING REFURBISHMENT AND REPAIR PROGRAM	85,000.
SHOE BANK INC 205 BECKY LANE ROCKWALL, TX 75087-5217	HUMANITARIAN GRANT	5,000.
SISTERS OF OUR LADY OF CHARITY 4500 W DAVIS DALLAS, TX 75211	HUMANITARIAN GRANT	2,000.

SKY RANCH FOUNDATION 600 N PEARL STREET, SUITE 640, LB 148 DALLAS, TX 75210	SCHOLARSHIP AND TUITION ASSISTANCE PROGRAM	50,000.
SOUPMOBILE, INC. 3017 COMMERCE ST DALLAS, TX 75226-1627	PURCHASE AND OPERATE A FAMILY HOME WITH CHILDREN	20,000.
SOUPMOBILE, INC. 3017 COMMERCE ST DALLAS, TX 75226-1627	HUMANITARIAN GRANT	3,000.
SOUTHERN METHODIST UNIVERSITY PO BOX 750402 DALLAS, TX 75275	CONSTRUCT NEW CARUTH HALL OF ENGINEERING AND AMPHITH	400,000.
SOUTHWESTERN DIABETIC FOUNDATION INC PO BOX 918 GAINESVILLE, TX 76241-0918	CONSTRUCT NEW MEDICAL DORMITORIES	50,000.
SUICIDE AND CRISIS CENTER OF NORTH TEXAS 2808 SWISS AVENUE DALLAS, TX 75204	SUPPORT 24 HOUR CRISIS LINE	25,000.
TEXAS FOUNDATION FOR EDUCATIONAL ADVANCEMENT 10909 MIDWAY ROAD DALLAS, TX 75229	PURCHASE COMPUTER EQUIPMENT AND PERIPHERALS AND FURNITURE FOR NEW	20,000.
THE DALLAS OPERA 2403 FLORA STREET, SUITE 500 DALLAS, TX 75201	SCHOOL PERFORMANCES PROGRAM	10,000.
THE SALVATION ARMY DFW METROPLEX 8787 N STEMMONS FREEWAY, SUITE 800 DALLAS, TX 75247	HUMANITARIAN GRANT	3,000.
THE SENIOR SOURCE 3910 HARRY HINES BOULEVARD DALLAS, TX 75219	HUMANITARIAN GRANT	5,000.

THE STEWPOT OF FIRST PRESBYTERIAN CHURCH 408 PARK AVENUE DALLAS, TX 75201	HUMANITARIAN GRANT	5,000.
TRINITY CHRISTIAN ACADEMY 17001 ADDISON ROAD ADDISON, TX 75001-5027	UPDATE LANGUAGE LEARNING SYSTEM AND BUILD A RING ROAD AROUND CAMPUS	30,000.
TRINITY RIVER MISSION INC 2060 SINGLETON BLVD, SUITE 104 DALLAS, TX 75212	TECHNOLOGY IMPROVEMENTS TO SUPPORT ALL PROGRAMS FOR K TO 12 GRADES	50,000.
TRINITY RIVER MISSION INC 2060 SINGLETON BLVD, SUITE 103 DALLAS, TX 75212	HUMANITARIAN GRANT	3,000.
TYLER STREET CHRISTIAN ACADEMY 915 W 9TH STREET DALLAS, TX 75205-5010	TECHNOLOGY UPGRADE PROGRAM	20,000.
TYLER STREET COMMUNITY SERVICES 927 W TENTH STREET DALLAS, TX 75208	HUMANITARIAN GRANT	3,000.
UNION GOSPEL MISSION 3211 IRVING BLVD DALLAS, TX 75247	PURCHASE RIVER POINTE APARTMENTS	50,000.
UNIVERSITY OF TEXAS AT AUSTIN, MCDONALD OBSERVATORY ONE UNIVERSITY STATION C 1402 AUSTIN, TX 78712	REPLACE VIDEO CONFERENCE SYSTEM FOR VIDEOCONFERENCE OUTREACH PROGRAM	15,000.
UPLIFT EDUCATION 606 E ROYAL LANE IRVING, TX 75231-8502	RENOVATE PINNACLE PREPATORY SCHOOL	100,000.
VICKERY MEADOW LEARNING CENTER 6329 RIDGECREST ROAD DALLAS, TX 75231-8502	EARLY CHILDHOOD EDUCATION PROGRAM	25,000.

HILLCREST FOUNDATION

75-6007565

VOGEL ALCOVE CHILDCARE CENTER
FOR THE HOMELESS
7557 RAMBLER ROAD, SUITE 262
DALLAS, TX 75231-2318

HUMANITARIAN GRANT

5,000.

WEDNESDAY'S CHILD BENEFIT
CORPORATION
11882 GREENVILLE AVENUE, SUITE
113 DALLAS, TX 75243

SUPPORT WINTER
HUGS/WARM SOLES
PROGRAM

25,000.

WESLEY RANKIN COMMUNITY CENTER
INC
3100 CROSSMAN AVENUE DALLAS, TX
75212-3914

PURCHASE STARQUEST 15
PASSENGER BUS

45,000.

WHITE ROCK CENTER OF HOPE
PO BOX 180358 DALLAS, TX
75218-0358

HUMANITARIAN GRANT

2,000.

WOODALL ROGERS PARK FOUNDATION
1909 WOODALL ROGERS FREEWAY,
SUITE 403 DALLAS, TX 75201

READING & GAMES COURT

100,000.

YMCA OF METROPOLITAN DALLAS
601 N AKARD ST DALLAS, TX
75201-3303

REPLACEMENT OF
COMPUTER SYSTEM

150,000.

YMCA OF METROPOLITAN DALLAS
4144 N CENTRAL EXPRESSWAY, SUITE
580 DALLAS, TX 75204

SUPPORT NURSE-FAMILY
PARTNERSHIP PROGRAM

20,000.

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

5,248,500.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 14

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		400,000.
CHILDREN'S MEDICAL CENTER OF DALLAS 1935 MEDICAL DISTRICT DRIVE DALLAS, TX 75235-7701	RENOVATION AND EXPANSION OF CHILDREN'S CENTER FOR CA		600,000.
GLEANNING NETWORK OF TEXAS, THE P.O. BOX 7103 DALLAS, TX 75209-0103	CONNECTIONS GLEANNING PROJECT		10,000.
MUSEUM OF NATURE AND SCIENCE P.O. BOX 150349 DALLAS, TX 75315-0349	EXPANSION PROJECT CAMPAIGN		170,000.
PARKLAND FOUNDATION 2777 N. STEMMONS FREEWAY, SUITE 1700 DALLAS, TX 75207	I STAND FOR PARKLAND CAPITAL CAMPAIGN		800,000.
SALESMANSHIP CLUB YOUTH AND FAMILY CENTERS INC. 106 E 10TH ST DALLAS, TX 75203-2236	NEW FAMILY CENTER		250,000.
SOUTHERN METHODIST UNIVERSITY P.O. BOX 750402 DALLAS, TX 75275	CONSTRUCT NEW CARUTH HALL OF ENGINEERING AND AMPHITH		400,000.
TEXAS HORSE PARK 1444 OAK LAWN AVE, SUITE 200 DALLAS, TX 75207	CONSTRUCT EQUESTRIAN FACILITIES		200,000.

HILLCREST FOUNDATION

75-6007565

UPLIFT EDUCATION

100,000.

606 E ROYAL LANE IRVING, TX
75039

RENOVATE PINNACLE
PREPATORY SCHOOL

WOODALL ROGERS PARK FOUNDATION

200,000.

1909 WOODALL ROGERS FREEWAY,
SUITE 403 DALLAS, TX 75201

READING & GAMES COURT

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

3,130,000.