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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 12-01-2010 , and ending 11-30-2011

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
THE LYDA HILL FOUNDATION

A Employer identification number
75-2708838

Number and street (or P O box number if mail is not delivered to street address)
2001 ROSS AVENUE SUITE 4600

Room/suite

B Telephone number (see page 10 of the instructions)
(214) 922-1100

City or town, state, and ZIP code
DALLAS, TX 75201

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 10,013,174

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	75,093			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,024	1,024		
	4	Dividends and interest from securities.	96,939	96,939		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	1,053,711			
	b	Gross sales price for all assets on line 6a 2,263,828				
	7	Capital gain net income (from Part IV, line 2) . . .		1,053,711		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,226,767	1,151,674		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).	20	20		0
	b	Accounting fees (attach schedule).	500	250		250
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	21,134	21,134		0
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,690	511		1,179
	24	**Total operating and administrative expenses.** Add lines 13 through 23	23,344	21,915		1,429
	25	Contributions, gifts, grants paid	3,322,577			3,322,577
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,345,921	21,915		3,324,006
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-2,119,154			
	b	**Net investment income** (if negative, enter -0-)		1,129,759		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		20,000	20,000
	2	Savings and temporary cash investments	2,910,100	1,980,069	1,980,069
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	4,160	4,160	4,160
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,187,478	977,360	5,845,945
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	242,480	243,475	2,163,000
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,344,218	3,225,064	10,013,174
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	966,948	966,948	
	29	Retained earnings, accumulated income, endowment, or other funds	4,377,270	2,258,116	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,344,218	3,225,064	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,344,218	3,225,064	

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	5,344,218
2	Enter amount from Part I, line 27a	2	-2,119,154
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	3,225,064
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	3,225,064

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)
1 a	1,200 SHS VEECO INSTRUMENTS, INC	P	2010-11-03	2011-04-29
b	REATA PHARMACEUTICALS, INC - ROP	P	2006-09-25	2010-12-06
c	UNITEDHEALTH GROUP - LITIGATION SETTLEMENT	P	2011-01-04	2011-01-04
d	MILLS CORP - LITIGATION SETTLEMENT	P	2011-02-08	2011-02-08
e	MBNA - LITIGATION SETTLEMENT	P	2011-10-10	2011-10-10

	(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	58,728		50,763	7,965
b	2,204,915		1,159,354	1,045,561
c	86			86
d	46			46
e	53			53

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				7,965
b				1,045,561
c				86
d				46
e				53

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	1,053,711
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	577,454	8,475,929	0 068129
2008	355,203	8,703,052	0 040814
2007	287,380	6,727,032	0 042720
2006	136,343	6,001,554	0 022718
2005	41,053	3,600,295	0 011403

2	**Total** of line 1, column (d).	2	0 185784
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 037157
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	8,267,725
5	Multiply line 4 by line 3.	5	307,204
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	11,298
7	Add lines 5 and 6.	7	318,502
8	Enter qualifying distributions from Part XII, line 4.	8	3,324,006

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	11,298
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	11,298
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	11,298
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	4,160		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	4,160
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	142
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	7,280
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶	**Refunded** ▶		11	

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CO, TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW LYDAHILLFOUNDATION ORG

14 The books are in care of ▶FRANK MACKEY Telephone no ▶(214) 922-1100

Located at ▶2001 ROSS AVENUE SUITE 4600 DALLAS TX ZIP+4 ▶75201

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 |

			Yes	No
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		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 ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☑ Yes ☐ 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.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ **Yes** ☑ **No**

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **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? ☐ **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** | | **No**

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? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,281,619
b	Average of monthly cash balances	1b	2,944,783
c	Fair market value of all other assets (see page 24 of the instructions)	1c	2,167,227
d	**Total** (add lines 1a, b, and c)	1d	8,393,629
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	8,393,629
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	125,904
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,267,725
6	**Minimum investment return.** Enter 5% of line 5	6	413,386

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	413,386
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 11,298		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	11,298
3	Distributable amount before adjustments Subtract line 2c from line 1	3	402,088
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	402,088
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	402,088

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	3,324,006
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	3,324,006
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	11,298
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,312,708

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII **Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				402,088
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			231,726	
b Total for prior years 20___, 20___, 20___		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 ▶ $ 3,324,006				
a Applied to 2009, but not more than line 2a			231,726	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2010 distributable amount.				402,088
e Remaining amount distributed out of corpus	2,690,192			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,690,192			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	2,690,192			
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. . . . 2,690,192				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

LYDA HILL

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

FRANK MACKEY
2001 ROSS AVENUE SUITE 4600
DALLAS,TX 75201
(214) 922-1084

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

LETTER FORM - NO SPECIFICATIONS REQUIRED

c Any submission deadlines

NONE NONE

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

A PUBLICLY SUPPORTED ORGANIZATION WITHIN THE MEANING OF IRC SECTION 509(A)(1)

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				3,322,577
b *Approved for future payment*				
THE NATURE CONSERVANCY WORLDWIDE HEADQUARTERS 4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON,VA 22203	NONE	501(C)(3) PUBLIC CHA	SUPPORT FOR OCEANS AND COSTS PRIORITY	2,000,000
PEW CHARITABLE TRUST 2005 MARKET STREET SUITE 1700 PHILADELPHIA,PA 19103	NONE	501(C)(3) PUBLIC CHA	FDA 21ST CENTURY SCIENCE	5,155,183
PEW CHARITABLE TRUST 2005 MARKET STREET SUITE 1700 PHILADELPHIA,PA 19103	NONE	501(C)(3) PUBLIC CHA	MAKING THE DINNER TABLE SAFE	2,022,746
Total . . . . ▶ **3b**				9,177,929

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	1,024	
4 Dividends and interest from securities. . . .			14	96,939	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	1,053,711	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		1,151,674	0

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 1,151,674

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting 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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

****** | 2012-03-01 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
BRYAN B FUNK			
Firm's name ▶ WEAVER AND TIDWELL LLP		Firm's EIN ▶	
Firm's address ▶ 12221 MERIT DRIVE SUITE 1400 DALLAS, TX 75251		Phone no (972) 490-1970	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491083006072

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

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

Organization type (check one)

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

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

General Rule—

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on lin H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
THE LYDA HILL FOUNDATION

Employer identification number
75-2708838

Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LYDA HILL 2001 ROSS AVENUE SUITE 4600 DALLAS, TX 75201	$ 75,093	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
THE LYDA HILL FOUNDATION

Employer identification number
75-2708838

Part II **Noncash Property** (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
THE LYDA HILL FOUNDATION

Employer identification number
75-2708838

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete columns **(a)** through **(e) and** the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Additional Data

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

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
LYDA HILL 2001 ROSS AVENUE SUITE 4600 DALLAS, TX 75201	PRESIDENT/DIRECTOR 0 50	0	0	0
MARY JALONICK 3963 MAPLE AVENUE SUITE 390 DALLAS, TX 75219	DIRECTOR 0 10	0	0	0
NANCY LEWIS 2001 ROSS AVENUE SUITE 4600 DALLAS, TX 75201	DIRECTOR 1 00	0	0	0
LESLIE CARLSON 5031 NORTH MESA RD SUITE 100 CASTLE ROCK, CO 80108	VICE PRESIDENT 0 10	0	0	0
FRANK MACKEY 2001 ROSS AVENUE SUITE 4600 DALLAS, TX 75201	VP/SEC/TREAS 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CHILDREN'S MIRACLE NETWORK 4525 S 2300 E SALT LAKE CITY,UT 84117	NONE	501(C)(3) PUBLIC CHA	SUPPORT COMMUNITY ASSISTANCE PROGRAM	1,200
FRIENDS OF THE DALLAS POLICE 3232 MCKINNEY AVE SUITE 855 DALLAS,TX 75204	NONE	501(C)(3) PUBLIC CHA	SUPPORT PROGRAMS THAT INCREASE PUBLIC AWARENESS	5,000
GRAMEEN FOUNDATION 50 F STREET NW 8TH FLOOR WASHINGTON,DC 20001	NONE	501(C)(3) PUBLIC CHA	SUPPORT COMMUNITY ASSISTANCE PROGRAM	1,200
LEE PARK CONSERVANCY PO BOX 190872 DALLAS,TX 75219	NONE	501(C)(3) PUBLIC CHA	SUPPORT NATURAL RESOURCE CONSERVATION AND PROTECTION	10,000
SM WRIGHT FOUNDATION 2201 MAIN STREET SUITE 805 DALLAS,TX 75201	NONE	501(C)(3) PUBLIC CHA	SUPPORT UNDERPRIVILEGED FAMILIES	300
THE IDEA FUND OF COMMUNITIES FDN OF TX 5500 CARUTH HAVEN LN DALLAS,TX 75225	NONE	501(C)(3) PUBLIC CHA	SUPPORT ACHIEVING CHARITABLE GOALS	14,400
TRINITY TRUST FOUNDATION 1444 OAK LAWN SUITE 200 DALLAS,TX 75207	NONE	501(C)(3) PUBLIC CHA	SUPPORT OF THE TRINITY RIVER PROJECT BRIDGE OPENING	100,000
UT MD ANDERSON CANCER CENTER 1515 HOLCOMBE BLVD HOUSTON,TX 77030	NONE	501(C)(3) PUBLIC CHA	SUPPORT CANCER RESEARCH	1,000
VISITING NURSE ASSOCIATION 1440 WEST MOCKINGBIRD LANE DALLAS,TX 75247	NONE	501(C)(3) PUBLIC CHA	SUPPORT OF COMMUNITY ASSISTANCE	23,500
WOUNDED WARRIOR PROJECT PO BOX 758519 TOPEKA,KS 66675	NONE	501(C)(3) PUBLIC CHA	SUPPORT COMMUNITY ASSISTANCE PROGRAM	1,800
HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA SUITE 320 ALEXANDRIA,VA 22314	NONE	501(C)(3) PUBLIC CHA	SUPPORT EBBY HALLIDAY SCHOLARSHIP FUND	1,000
SMILE TRAIN 41 MADISON AVE 28TH FLOOR NEW YORK,NY 10010	NONE	501(C)(3) PUBLIC CHA	SUPPORT CHILDREN BORN WITH A CLEFT	1,650
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT STREET BOULDER,CO 80301	NONE	501(C)(3) PUBLIC CHA	SUPPORT THE UTEACH PROGRAM	371,660
NORTH TEXAS FOOD BANK 4500 S COCKRELL HILL ROAD DALLAS,TX 75236	NONE	501(C)(3) PUBLIC CHA	SUPPORT HUNGER RELIEF	450
CULTURAL OFFICE OF THE PIKES PEAK REGION PO BOX 190872 COLORADO SPRINGS,CO 80901	NONE	501(C)(3) PUBLIC CHA	SUPPORT ARTS AND CULTURE IN PIKES PEAK REGION	1,000
Total . . . . ▶ **3a**				3,322,577

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
YOUNG LIFE PO BOX 520 COLORADO SPRINGS,CO 80901	NONE	501(C)(3) PUBLIC CHA	SUPPORT CAMPS TO HELP KIDS MAKE A DIFFERENCE IN THEIR COMMUNITIES	1,900
CHILD CARE GROUP 8585 NORTH STEMMONS FREEWAY STE 500 DALLAS,TX 75247	NONE	501(C)(3) PUBLIC CHA	SUPPORT CHILD CARE, DEVELOPMENT AND EDUCATION	9,580
THE WOMEN'S MUSEUM 3800 PARRY AVENUE DALLAS,TX 75226	NONE	501(C)(3) PUBLIC CHA	SUPPORT COMMUNICATION OF WOMEN'S CONTRIBUTIONS TO SOCIETY	1,000
SMU MEADOWS SCHOOL OF THE ARTS 6101 BISHOP DALLAS,TX 75205	NONE	501(C)(3) PUBLIC CHA	SUPPORT ARTS	5,000
FRIENDS OF THE PIONEERS MUSEUM 1401 RECREATION WAY COLORADO SPRINGS,CO 80905	NONE	501(C)(3) PUBLIC CHA	SUPPORT EXHIBITS, PROGRAMS AND RESTORATION PROJECTS	1,000
DALLAS MUSEUM OF ART 1717 N HARWOOD ST DALLAS,TX 75201	NONE	501(C)(3) PUBLIC CHA	SUPPORT ARTS	2,000
CHEYENNE VILLAGE 6275 LEHMAN DRIVE COLORADO SPRINGS,CO 80918	NONE	501(C)(3) PUBLIC CHA	SUPPORT ADULTS WITH DEVELOPMENTAL DISABILITIES	4,350
THE MINERALOGICAL RECORD INC 7413 N MOWRY PLACE TUCSON,AZ 85741	NONE	501(C)(3) PUBLIC CHA	SUPPORT PUBLICATION	10,000
UNION GOSPEL MISSION 3211 IRVING BLVD 102 DALLAS,TX 75247	NONE	501(C)(3) PUBLIC CHA	SUPPORT HOMELESS SHELTER	550
CHILDREN'S MEDICAL CENTER 2777 STEMMONS FREEWAY SUITE 700 DALLAS,TX 75207	NONE	501(C)(3) PUBLIC CHA	SUPPORT HEALTHCARE FOR CHILDREN	1,750
PIKES PEAK FUNDERS FORUM CO CENTER FOR NONPROFIT EXCELLENCE 518 N NEVADA AVE COLORADO SPRINGS,CO 80903	NONE	501(C)(3) PUBLIC CHA	SUPPORT EDUCATION SESSIONS TO MAKE MORE EFFECTIVE GRANT-MAKERS	400
PIKES PEAK HOSPICE FOUNDATION 825 E PIKES PEAK AVE SUITE 600 COLORADO SPRINGS,CO 80903	NONE	501(C)(3) PUBLIC CHA	SUPPORT HOSPICE CARE	1,000
THE LOUISE B RAGGIO ENDOWED LECTURE IN WOMEN'S STUDIES - SMU PO BOX 750460 DALLAS,TX 75275	NONE	501(C)(3) PUBLIC CHA	SUPPORT LEGAL ADVOCACY	1,000
PEW CHARITABLE TRUST 2005 MARKET STREET SUITE 1700 PHILADELPHIA,PA 19103	NONE	501(C)(3) PUBLIC CHA	SUPPORT COMMUNITY SERVICE AND PUBLIC POLICY	1,000,000
GEORGE W BUSH FOUNDATION PO BOX 600610 DALLAS,TX 75206	NONE	501(C)(3) PUBLIC CHA	SUPPORT GLOBAL HEALTH, EDUCATION POLICY, ECONOMIC GROWTH AND HUMAN FREEDOM	1,000,000
Total . . . . ▶ **3a**				3,322,577

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
REASONING MIND INC 3050 POST OAK BLVD SUITE 1200 HOUSTON, TX 77056	NONE	501(C)(3) PUBLIC CHA	SUPPORT MATH EDUCATION	200,000
MASS CARE TASK FORCE FUND AT COMMUNITIES FOUNDATION OF TEXAS 5500 CARUTH HAVEN LN DALLAS, TX 75225	NONE	501(C)(3) PUBLIC CHA	SUPPORT DISASTER RELIEF PLANNING	500,000
NORTH TEXAS BROADCASTING 3000 HARRY HINES BLVD DALLAS, TX 75201	NONE	501(C)(3) PUBLIC CHA	SUPPORT OF TELEVISION SERVICES	25,000
PENROSE - ST FRANCIS HEALTH FOUNDATION 2222 N NEVADA AVENUE COLORADO SPRINGS, CO 80907	NONE	501(C)(3) PUBLIC CHA	SUPPORT HEALTH AND WELL-BEING	23,487
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE SUITE 700 ARLINGTON, VA 22202	NONE	501(C)(3) PUBLIC CHA	SUPPORT FOUNDATIONS AND PHILANTHROPY	400
Total . . . . ▶ **3a**				3,322,577

TY 2010 Accounting Fees Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	500	250		250

TY 2010 General Explanation Attachment

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Identifier	Return Reference	Explanation
FOUNDATION HELD MORE THAN 2% DIRECT INTEREST IN A BUSINESS ENTERPRISE	PART VII-B, QUESTION 3A	TAXPAYER OWNS 3 8% OF THE VOTING STOCK OF HEADS UP TECHNOLOGIES, INC THE TAXPAYER AND ALL DISQUALIFIED PERSONS TOGETHER HOLD NO MORE THAN 20% OF THE VOTING STOCK OF HEADS UP TECHNOLOGIES, INC

TY 2010 Investments Corporate Stock Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHEVRON CORP.	12,884	24,676
DOW CHEMICAL CO.	39,662	27,710
EL PASO CORPORATION	41,032	50,020
EXXON MOBIL CORP	12,212	22,523
FRONTIER COMMUNICATIONS	24,956	11,440
GENERAL ELECTRIC CO.	83,722	63,640
HEADS UP TECHNOLOGY, INC.	259,250	1,149,750
HEWLETT PACKARD CO.	26,123	16,770
JP MORGAN CHASE & CO.	39,292	27,873
NATIONAL-OILWELL VARCO, INC.	33,758	43,020
PEPSICO, INC.	38,909	38,400
QUALCOMM, INC.	27,218	38,360
REATA PHARMACEUTICALS	0	4,020,719
SOUTHWEST AIRLINES CO.	30,041	16,760
UNILEVER PLC	24,925	36,320
APPLE INC.	49,813	61,152
INVESCO LTD.	47,466	40,500
STARWOOD HOTELS & RESORTS	49,971	42,912
UNITED PARCEL SERVICE	80,942	86,100
UNITED STATES STEEL	55,184	27,300
VEECO INSTRUMENTS INC.	0	0

TY 2010 Investments - Other Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
7.095 ACRES OF LAND	AT COST	243,475	2,163,000

TY 2010 Legal Fees Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	20	20		0

TY 2010 Other Expenses Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	131	131		0
MAINTENANCE	380	380		0
OFFICE	1,179	0		1,179

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TY 2010 Taxes Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AD VALOREM TAXES	21,134	21,134		0