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# INTERNAL REVENUE SERVICE

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

OMB No 1545-0052

**2011**

Form **990-PF**

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

calendar year 2011 or tax year beginning **JUN 1, 2011**, and ending **MAY 31, 2012**

Name of foundation  
**HILLCREST FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**BANK OF AMERICA, PO BOX 831041**

City or town, state, and ZIP code  
**DALLAS, TX 75283-1041**

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

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)  
**\$ 131,408,813.** (Part I, column (d) must be on cash basis.)

J Accounting method  
☒ Cash  
☐ Accrual  
☐ Other (specify)

A Employer identification number  
**75-6007565**

B Telephone number  
**214-209-1965**

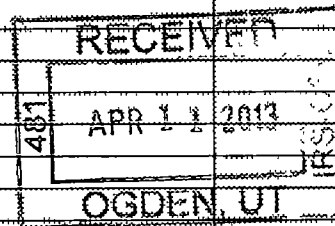
C If exemption application is pending, check here ☐

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 ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,695,641.	3,695,641.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,220,403.			
	b Gross sales price for all assets on line 6a	22,740,442.			
	7 Capital gain net income (from Part IV, line 2)		3,220,403.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	340,074.	340,074.		STATEMENT 2
	12 Total Add lines 1 through 11	7,256,118.	7,256,118.		
	13 Compensation of officers, directors, trustees, etc.	511,769.	383,827.		127,942.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	32,721.	10,471.		22,225.
	c Other professional fees STMT 4	263,089.	236,780.		26,309.
	17 Interest				
	18 Taxes STMT 5	158,116.	42,116.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	295.	295.		0.
	23 Other expenses STMT 6	163,904.	24,906.		138,994.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,129,894.	698,395.		315,470.
	25 Contributions, gifts, grants paid	4,763,500.			4,763,500.
	26 Total expenses and disbursements. Add lines 24 and 25	5,893,394.	698,395.		5,078,970.
	27 Subtract line 26 from line 12	1,362,724.			
	a Excess of revenue over expenses and disbursements		6,557,723.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)			N/A	



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LHA For Paperwork Reduction Act Notice, see instructions.

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**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	2,983,727.	4,404,644.	4,404,644.
	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			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	112,893,683.	113,074,422.	127,004,169.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	115,877,410.	117,479,066.	131,408,813.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	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.	
<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>	24 Unrestricted	115,377,410.	116,979,066.	
	25 Temporarily restricted			
	26 Permanently restricted	500,000.	500,000.	
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	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	115,877,410.	117,479,066.	
31 Total liabilities and net assets/fund balances	115,877,410.	117,479,066.		

**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	115,877,410.
2 Enter amount from Part I, line 27a	2	1,362,724.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	256,413.
4 Add lines 1, 2, and 3	4	117,496,547.
5 Decreases not included in line 2 (itemize) ▶ TIMING DIFFERENCES (SEE STATEMENT 7)	5	17,481.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	117,479,066.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a CAPITAL GAIN/LOSS</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b CAPITAL GAINS DIVIDENDS</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 22,700,239.		19,520,039.	3,180,200.
<b>b</b> 40,203.			40,203.
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
<b>a</b>			3,180,200.
<b>b</b>			40,203.
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	3,220,403.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	<b>3</b>	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))
2010	5,450,830.	144,427,168.	.037741
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

<b>2</b> Total of line 1, column (d)	<b>2</b>	.223651
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.044730
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	150,826,961.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	6,746,490.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	65,577.
<b>7</b> Add lines 5 and 6	<b>7</b>	6,812,067.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	5,078,970.

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	131,154.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	131,154.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	131,154.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	105,175.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	50,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	155,175.	
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	24,021.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 24,021. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (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)	STATEMENT 9	STMT 10	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A			13	X	
14	The books are in care of ► BANK OF AMERICA, N.A. Telephone no ► (800)-357-7094 Located at ► P.O. BOX 831041, DALLAS, TX ZIP+4 ► 75283-1041					
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 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►			16	Yes	No 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions )	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 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 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		511,769.	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 (2011)





**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	133,248,132.
b	Average of monthly cash balances	1b	3,090,686.
c	Fair market value of all other assets	1c	16,785,000.
d	Total (add lines 1a, b, and c)	1d	153,123,818.
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	153,123,818.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,296,857.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	150,826,961.
6	Minimum investment return. Enter 5% of line 5	6	7,541,348.

**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	7,541,348.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	131,154.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	131,154.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,410,194.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,410,194.
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	7,410,194.

**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	5,078,970.
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	5,078,970.
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	5,078,970.

**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 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				7,410,194.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			3,019,353.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				
<b>e</b> From 2010				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 5,078,970.				
<b>a</b> Applied to 2010, but not more than line 2a			3,019,353.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				2,059,617.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:	0.			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				5,350,577.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009				
<b>d</b> Excess from 2010				
<b>e</b> Excess from 2011				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 2 a** 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

(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(i)(3)(B)(iii)

**(3) Largest amount of support from an exempt organization**

**(4) Gross investment income**

<b>Part XV</b>	<b>Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)</b>
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### 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) )

NONE

- 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

NONE

**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 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

SEE STATEMENT 12

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

- c Any submission deadlines**

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
Name and address (home or business)				
a Paid during the year				
A W BROWN FELLOWSHIP CHARTER SCHOOL 6901 S. WESTMORELAND RD DALLAS, TX 75237-2431		PUBLIC CHARITY	PURCHASE TECHNOLOGY EQUIPMENT	50,000.
ADMIRAL NIMITZ FOUNDATION 328 E. MAIN STREET FREDERICKSBURG, TX 78624-4612		PUBLIC CHARITY	RENOVATION OF HISTORIC NAUWALD BUILDING	50,000.
ATTITUDES & ATTIRE PO BOX 421107 DALLAS, TX 75342		PUBLIC CHARITY	PRODUCE "ATTITUDE WORKS" WORKBOOKS FOR CLIENTS OF CORE PROGRAM	10,000.
AUSTIN COLLEGE 900 N GRAND AVENUE SUITE 6G SHERMAN, TX 75090-4440		PUBLIC CHARITY	CONSTRUCT SCIENCE CENTER	200,000.
BIBLICAL ARTS CENTER MIRACLE AT PENTECOST FOUNDATION PO BOX 12727 DALLAS, TX 75225-0727		PUBLIC CHARITY	INSTALLATION OF "THE STORY OF THE BIBLE: THE CHARLES RYRIE BIBLE COLLECTION" EXHIBIT	100,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				4,763,500.
b Approved for future payment				
ADMIRAL NIMITZ FOUNDATION 328 E. MAIN STREET FREDERICKSBURG, TX 78624-4612		PUBLIC CHARITY	RENOVATION OF HISTORIC NAUWALD BUILDING	100,000.
AUSTIN COLLEGE 900 N GRAND AVE SUITE 6G SHERMAN, TX 75090-4440		PUBLIC CHARITY	CONSTRUCT SCIENCE CENTER	200,000.
BOYS SCOUTS OF AMERICA CIRCLE TEN COUNCIL 8605 HARRY HINES BLVD DALLAS, TX 75235		PUBLIC CHARITY	CONSTRUCTION AND INFRASTRUCTURE PROJECTS AT CAMP WISDOM	400,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				3,620,000.





**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
BIG BROTHERS BIG SISTERS OF NORTH TEXAS 450 E JOHN CARPENTER FWY IRVING, TX 75062-3955		PUBLIC CHARITY	SUPPORT LITTLE STEPS BIG FUTURES PROGRAM	50,000.
BISHOP DUNNE CATHOLIC SCHOOL 3900 RUGGED DRIVE DALLAS, TX 75224		PUBLIC CHARITY	RENOVATE THE CAFETERIA	100,000.
BOYS SCOUTS OF AMERICA CIRCLE TEN COUNCIL 8605 HARRY HINES BLVD DALLAS, TX 75235		PUBLIC CHARITY	CONSTRUCTION AND INFRASTRUCTURE PROJECTS AT CAMP WISDOM	100,000.
BOYS & GIRLS CLUBS OF ROCKWALL COUNTY INC 901 E INTERURBAN ST. ROCKWALL, TX 75087-2531		PUBLIC CHARITY	HUMANITARIAN GRANT	4,000.
BRIGHTER TOMORROWS INC PO BOX 532151 GRAND PRAIRIE, TX 75053-2151		PUBLIC CHARITY	SUPPORT EMERGENCY SHELTER PROGRAM	25,000.
BUILDING COMMUNITY WORKSHOP 2814 MAIN ST., STE 102 DALLAS, TX 75226-1551		PUBLIC CHARITY	SUPPORT SUSTAINABLEHOUSE INITIATIVE	35,000.
CAMP FIRE USA, LONE STAR COUNCIL 4411 SKILLMAN STREET DALLAS, TX 75206-5437		PUBLIC CHARITY	SUPPORT KIDS CLUB SITES, AFTER SCHOOL PROGRAM FOR LOW-INCOME FAMILIES	25,000.
CAPTAIN HOPE'S KIDS PO BOX 540548 DALLAS, TX 75220		PUBLIC CHARITY	SUPPORT CAPTAIN HOPE'S CLOSET	15,000.
CHILDREN'S MEDICAL CENTER OF DALLAS 1935 MEDICAL DISTRICT DRIVE DALLAS, TX 75235-7701		PUBLIC CHARITY	RENOVATION AND EXPANSION OF CHILDREN'S CENTER FOR CANCER AND BLOOD DISORDERS	200,000.
CHILDRENS ADVOCACY CENTER OF COLLIN COUNTY INC 2205 LOS RIOS BLVD PLANO, TX 75074		PUBLIC CHARITY	BUILD OUT AND FURNISH NEW SATELLITE LOCATION	50,000.
Total from continuation sheets				4,353,500.

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
CITIZENS DEVELOPMENT CENTER 8800 AMBASSADOR ROW DALLAS, TX 75247		PUBLIC CHARITY	RENOVATE RESTROOMS FOR ADA COMPLIANCE	50,000.
CONSUMER CREDIT COUNSELING SERVICE OF GREATER DALLAS, INC. 8737 KING GEORGE DRIVE DALLAS, TX 75235		PUBLIC CHARITY	TECHNOLOGY ENHANCEMENT OF THE FORECLOSURE PREVENTION PROGRAM	25,000.
DALLAS CHRISTIAN COLLEGE 2700 CHRISTIAN PKWY DALLAS, TX 75234-7229		PUBLIC CHARITY	SUPPORT BLENDED COURSE "HYBRID" DELIVERY INITIATIVE - UPDATE TECHNOLOGY AND CLASSROOMS/LABS	25,000.
DALLAS CHRISTIAN SCHOOL 1515 REPUBLIC PARKWAY DALLAS, TX 75150		PUBLIC CHARITY	SUPPORT CHARGERTECH INITIATIVE	50,000.
DALLAS CITY HOMES INC 729 N. BISHOP AVENUE DALLAS, TX 75208-4340		PUBLIC CHARITY	CAPITAL IMPROVEMENTS TO CORPORATE OFFICE	20,000.
DALLAS COMMUNITY LIGHTHOUSE PO BOX 495787 GARLAND, TX 75049		PUBLIC CHARITY	SUPPORT KIDS CAMPUS TUTORING PROGRAM	20,000.
DALLAS COUNTY COMMUNITY COLLEGE DISTRICT FOUNDATION INC 1601 S. LANAR ST DALLAS, TX 75215-1816		PUBLIC CHARITY	SUPPORT STEM SUMMITS AND TRAINING PROGRAM FOR STEM FACULTY FELLOWS	50,000.
DALLAS COUNTY HERITAGE SOCIETY DBA DALLAS HERITAGE VILLAGE 1515 S. HARWOOD ST DALLAS, TX 75215-1273		PUBLIC CHARITY	TECHNOLOGY AND COMMUNICATION UPGRADES	40,000.
DALLAS INDEPENDENT SCHOOL DISTRICT TOM C. GOOCH ELEMENTARY SCHOOL 4030 CALCULUS ROAD DALLAS, TX 75244		PUBLIC CHARITY	STEM CURRICULUM ENHANCEMENTS	25,000.
DALLAS ROTARY CLUB FOUNDATION 1717 N AKARD STREET DALLAS, TX 75201-2301		PUBLIC CHARITY	SUPPORT PERSONALIZED READER PROJECT	10,000.
Total from continuation sheets				



**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
DALLAS SERVICES 4242 OFFICE PKWY DALLAS, TX 75204-3629		PUBLIC CHARITY	INSTALL FLOORING IN DALLAS DAY SCHOOL'S INFANT ROOMS	15,000.
EAST DALLAS COMMUNITY ORGANIZATION 4210 JUNIUS STREET, 5TH FLOOR DALLAS, TX 75246-1429		PUBLIC CHARITY	UPDATE COMPUTER TECHNOLOGY	16,000.
EDUCATIONAL OPPORTUNITIES, INC. 8350 N. CENTRAL EXPRESSWAY, SUITE 775 DALLAS, TX 75206		PUBLIC CHARITY	DESIGNATE TWO NEW HILLCREST SCHOLARS TO RECEIVE SCHOLARSHIP FUNDS	55,000.
FAMILY PLACE INC PO BOX 7999 DALLAS, TX 75209-9998		PUBLIC CHARITY	REPLACE AIR CONDITIONING UNITS AT SAFE CAMPUS FOR WOMEN AND CHILDREN VICTIMS OF FAMILY VIOLENCE	30,000.
FORT HOOD AREA HABITAT FOR HUMANITY, INC. 2601 ATKINSON AVE KILLEEN, TX 76543-4020		PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
GIRL SCOUTS OF NORTHEAST TEXAS 6001 SUMMERSIDE DRIVE DALLAS, TX 75252		PUBLIC CHARITY	UPGRADE COMMUNICATION EQUIPMENT	200,000.
GOODWILL INDUSTRIES OF DALLAS, INC. 3020 N. WESTMORELAND RD DALLAS, TX 75212		PUBLIC CHARITY	EXPANSION AND REMODELING OF FACILITY	150,000.
GRACE ACADEMY OF DALLAS 11306A INWOOD ROAD DALLAS, TX 75229		PUBLIC CHARITY	SUPPORT PHASE 2 OF THE TECHNOLOGY PROGRAM	25,000.
GRACE UNITED METHODIST CHURCH THE AGAPE CENTER 4105 JUNIUS STREET GRAND PRAIRIE, TX 75246		PUBLIC CHARITY	EXPANSION AND RENOVATION OF THE CLINIC FACILITY	75,000.
GREAT LAKES ACADEMY 6000 CUSTER ROAD #7 PLANO, TX 75023		PUBLIC CHARITY	PURCHASE SMART BOARDS FOR CLASSROOMS	30,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
GREATER DALLAS VETERANS FOUNDATION 4400 WILLIAMSBURG RD DALLAS, TX 75220		PUBLIC CHARITY	HUMANITARIAN GRANT	5,000.
H.I.S. BRIDGEBUILDERS PO BOX 260434 DALLAS, TX 75026-0434		PUBLIC CHARITY	PURCHASE COMPUTERS AND DATA MANAGEMENT SOFTWARE	50,000.
HEALING HANDS MINISTRIES, INC PO BOX 741524 DALLAS, TX 75374-1524		PUBLIC CHARITY	EXPAND MEDICAL AND DENTAL SERVICES TO CHILDREN	25,000.
HOMEWARD BOUND, INC PO BOX 222194 DALLAS, TX 75222-2194		PUBLIC CHARITY	EXPAND PSYCHIATRIC CARE FOR PATIENTS	20,000.
HUMAN RIGHTS INITIATIVE OF NORTH TEXAS, INC 2801 SWISS AVENUE DALLAS, TX 75204		PUBLIC CHARITY	HUMANITARIAN GRANT	7,500.
INTERFAITH HOUSING COALITION PO BOX 720206 DALLAS, TX 75372		PUBLIC CHARITY	SUPPORT EMPLOYMENT, ALUMNI MENTORING AND EDUCATION PROGRAMS	20,000.
JUBILEE PARK & COMMUNITY CENTER CORPORATION PO BOX 710759 DALLAS, TX 75371		PUBLIC CHARITY	CONSTRUCTION OF AN EARLY HEAD START FACILITY	50,000.
JUNE SHELTON SCHOOL AND EVALUATION CENTER 15720 HILLCREST RD DALLAS, TX 75248-4161		PUBLIC CHARITY	PURCHASE PASSENGER SCHOOL BUS	30,000.
JUNIOR LEAGUE OF DALLAS 8003 INWOOD ROAD DALLAS, TX 75209		PUBLIC CHARITY	GRANTS FOR INNOVATIVE TEACHING	25,000.
JUNIOR PLAYERS GUILD 4054 MCKINNEY AVE, STE 14 DALLAS, TX 75204-8231		PUBLIC CHARITY	PROVIDE FREE AFTER-SCHOOL AND SUMMER ARTS EDUCATION PROGRAMS	15,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
JUVENILE DIABETES RESEARCH FOUNDATION GREATER DALLAS CHAPTER 9400 N. CENTRAL EXPRESSWAY, SUITE 1201 DALLAS, TX 75231		PUBLIC CHARITY	SUPPORT "NON-INVASIVE IMAGING OF PANCREATIC BETA-CELLS USING NOVEL GLP-1 CONSTRUCTS" RESEARCH	100,000.
KID NET FOUNDATION PO BOX 140085 DALLAS, TX 75214		PUBLIC CHARITY	SUPPORT CASE MANAGEMENT AND PROFESSIONAL SERVICES IN RESIDENTIAL THERAPEUTIC PROGRAM	15,000.
LITERACY INSTITUTION FOR TEXAS 2121 MAIN STREET, SUITE 100 DALLAS, TX 75201-4360		PUBLIC CHARITY	PROGRAM SUPPORT AND PURCHASE DESKTOP COMPUTERS	30,000.
MENTAL HEALTH AMERICA OF GREATER DALLAS 624 N. GOOD-LATIMER, SUITE 200 DALLAS, TX 75204		PUBLIC CHARITY	SUPPORT WHO PROGRAM CURRICULUM	20,000.
MINISTRY WITH THE AGING INC 1500 N. GARRETT AVE, STE 200 DALLAS, TX 75206-7831		PUBLIC CHARITY	REPLACE WINDOWS AND DOORS IN CATHEDRAL GARDENS, LOW INCOME HOUSING FACILITY	30,000.
MOSAIC 2245 MIDWAY ROAD, SUITE 300 CARROLLTON, TX 75006		PUBLIC CHARITY	PURCHASE EXTENDED CAB BOX TRUCK AND PURCHASE INDUSTRIAL SHREDDER	25,000.
MOSAIC FAMILY SERVICES INC 4144 N. CENTRAL EXPRESSWAY, SUITE 530 DALLAS, TX 75204		PUBLIC CHARITY	PURCHASE EDUCATIONAL SUPPLIES AND HIRE A RESIDENTIAL EDUCATION COORDINATOR FOR ONE YEAR	25,000.
MOUNT ST. MICHAEL CATHOLIC SCHOOL 4500 W. DAVIS DALLAS, TX 75211		PUBLIC CHARITY	TECHNOLOGY UPGRADES	20,000.
MUSEUM OF NATURE AND SCIENCE PO BOX 151469 DALLAS, TX 75315-1469		PUBLIC CHARITY	EXPANSION PROJECT CAMPAIGN	170,000.
NAMI DALLAS, INC. 2812 SWISS AVENUE DALLAS, TX 75204		PUBLIC CHARITY	FACILITATOR/INSTRUCTOR TRAINING, NEW CLASS MATERIALS AND UPDATE CURRICULA FOR PEER SUPPORT AND	25,000.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NEIGHBORHOOD SERVICE COUNCIL INC 13959 PEYTON DRIVE DALLAS, TX 75240		PUBLIC CHARITY	SUPPORT ADVENTURE TIME AFTERSCHOOL PROGRAM	15,000.
NEIGHBORS UNITED FOR QUALITY EDUCATION DBA EAST DALLAS COMMUNITY SCHOOLS 924 WAYNE STREET DALLAS, TX 75223		PUBLIC CHARITY	CONSTRUCT NEW LEARNING LAB FACILITY	40,000.
NEW BEGINNING CENTER INC 218 N. 10TH STREET GARLAND, TX 75040		PUBLIC CHARITY	TRANSITIONAL HOUSING AND SHELTER FOR FAMILIES AFFECTED BY DOMESTIC VIOLENCE	20,000.
NORTH TEXAS PUBLIC BROADCASTING INC 3000 HARRY HINES BLVD DALLAS, TX 75201		PUBLIC CHARITY	REPLACE COMPUTER SERVER EQUIPMENT	30,000.
PARISH DAY SCHOOL OF THE EPISCOPAL CHURCH OF THE TRANSFIGURATION 4101 SIGMA RD FARMERS BRANCH, TX 75244-4439		PUBLIC CHARITY	RETROFIT AND FURNISH NEW SCIENCE, TECHNOLOGY, ENGINEERING, AND MATH CENTER	50,000.
PASTORAL COUNSELING AND EDUCATION CENTER 4525 LEMMON AVE, STE 200 DALLAS, TX 75219-2100		PUBLIC CHARITY	NEW MARKETING/WEBSITE PROGRAM	50,000.
PEGASUS MUSICAL SOCIETY DBA ORCHESTRA OF NEW SPAIN PO BOX 600227 DALLAS, TX 75230		PUBLIC CHARITY	SUPPORT FOR SCHOOL CONCERTS	30,000.
PROJECT TRANSFORMATION 547 E JEFFERSON BLVD DALLAS, TX 75203		PUBLIC CHARITY	SUPPORT SUMMER PROGRAM	25,000.
REACH, INC. 8625 KING GEORGE DRIVE, SUITE 210 DALLAS, TX 75235		PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
RECONCILIATION OUTREACH MINISTRIES 4311 BRYAN ST DALLAS, TX 75204		PUBLIC CHARITY	REBUILD AND RESTORE WALL AND ROOF OF HISTORIC BRANNON BUILDING	50,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
RECOVERY INN PO BOX 271461 DALLAS, TX 75227		PUBLIC CHARITY	SUPPORT TEMPORARY HOUSING AND SUPPORT SERVICES FOR WOMEN IN RECOVERY	20,000.
REDEEMER THEOLOGICAL SEMINARY, INC 6060 N. CENTRAL EXPRESSWAY, SUITE 700 DALLAS, TX 75206		PUBLIC CHARITY	PURCHASE BOOKS AND SHELVING FOR LIBRARY	30,000.
RETINA FOUNDATION OF THE SOUTHWEST 9900 N. CENTRAL EXPRESSWAY, SUITE 400 DALLAS, TX 75231-0920		PUBLIC CHARITY	EQUIPMENT UPDATE IN THE ALICE B. PEARSON VISUAL BIOCHEMISTRY LAB	20,000.
SALESMANSHIP CLUB YOUTH AND FAMILY CENTERS INC. 106 E. 10TH ST DALLAS, TX 75203-2236		PUBLIC CHARITY	CAPITAL CAMPAIGN FOR FAMILY SERVICE CENTER	250,000.
SANTA CLARA OF ASSISI CATHOLIC ACADEMY 321 CALUMET AVE DALLAS, TX 75211		PUBLIC CHARITY	REPLACE ROOF OVER SCHOOL AND CHURCH	30,000.
SERVICES OF HOPE INC PO BOX 227252 DALLAS, TX 75222		PUBLIC CHARITY	PURCHASE FOOD DELIVERY TRUCK AND FOOD FOR WEEKEND BACKPACK PROJECT	35,000.
SHOE BANK INC 205 BECKY LANE ROCKWALL, TX 75087-5217		PUBLIC CHARITY	PROGRAM SUPPORT	12,000.
SOUTHERN METHODIST UNIVERSITY PO BOX 750402 DALLAS, TX 75275		PUBLIC CHARITY	CONSTRUCTION OF NEW CARUTH HALL OF ENGINEERING AND AMPHITHEATER	400,000.
SOUTHERN METHODIST UNIVERSITY PO BOX 750402 DALLAS, TX 75275		PUBLIC CHARITY	ADDITIONAL FUNDS FOR THE HERRSCHER FAMILY ENDOWED FUND IN EDUCATION AND STUDENT LEADERSHIP AND	100,000.
SPECIAL OLYMPICS TEXAS INC. GREATER DALLAS AREA 400 SOUTH ZANG, SUITE 926 DALLAS, TX 75208		PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ST. MONICA CATHOLIC SCHOOL 4140 WALNUT HILL LANE DALLAS, TX 75229		PUBLIC CHARITY	INSTALL INTERACTIVE WHITEBOARDS IN CLASSROOMS	25,000.
ST. SIMON'S AFTER-SCHOOL PO BOX 700324 DALLAS, TX 75370		PUBLIC CHARITY	PAY STIPEND FOR TEACHERS, PURCHASE HEALTHY SNACKS AND PROGRAM SUPPLIES	49,000.
ST. VINCENT DE PAUL THRIFT STORE OF DALLAS 3052 W. NORTHWEST HIGHWAY DALLAS, TX 75220		PUBLIC CHARITY	ROOF REPLACEMENT PROJECT	40,000.
TARRANT AREA FOOD BANK 2600 CULLEN STREET FORT WORTH, TX 76107		PUBLIC CHARITY	SUPPORT CAPITAL CAMPAIGN	25,000.
TEXAS HEALTH PRESBYTERIAN FOUNDATION 8440 WALNUT HILL LANE, STE 800 #LB6 DALLAS, TX 75231-3825		PUBLIC CHARITY	RENOVATION, CONSTRUCTION AND OUTFITTING THE SAFE HEALING SUITES	125,000.
TEXAS TECH FOUNDATION INC PO BOX 41081 LUBBOCK, TX 79409-1081		PUBLIC CHARITY	INSTALL SECURITY SYSTEM FOR THE TAPHONOMY LOCATION (TEXAS TECH UNIVERSITY INSTITUTE FOR FORENSIC	50,000.
TEXAS WINDS MUSICAL OUTREACH, INC. 7038 HUNTERS RIDGE DRIVE DALLAS, TX 75248		PUBLIC CHARITY	SUPPORT CONCERTS FOR NURSING HOMES	90,000.
THE COVENANT SCHOOL 7300 VALLEY VIEW LANE DALLAS, TX 75240		PUBLIC CHARITY	INSTALL ACOUSTICAL CEILING PANELS FOR THE CARSON LESLIE CENTER	50,000.
UPLIFT EDUCATION 606 E ROYAL LANE IRVING, TX 75039		PUBLIC CHARITY	RENOVATE PINNACLE PREPARATORY SCHOOL	100,000.
VOICE OF HOPE MINISTRIES PO BOX 224845 DALLAS, TX 75212		PUBLIC CHARITY	EXPAND AFTER-SCHOOL PROGRAM TO TWO ADDITIONAL SCHOOLS AND EXPAND SUMMER PROGRAM IN WEST DALLAS	50,000.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
WEST DALLAS COMMUNITY CENTERS 3918 NORTH HAMPTON ROAD DALLAS, TX 75212		PUBLIC CHARITY	EXPAND CULTURAL EXPRESSIONS PROGRAM	25,000.
WEST DALLAS INITIATIVE 2300 CANADA DRIVE DALLAS, TX 75212		PUBLIC CHARITY	OVERHAUL SCHOOL'S AIR CONDITIONING SYSTEM, HEATING AND VENTILATION	85,000.
WILKINSON CENTER PO BOX 720248 DALLAS, TX 75372		PUBLIC CHARITY	SUPPORT FOOD PANTRY	50,000.
WOODALL ROGERS PARK FOUNDATION 1909 WOODALL ROGERS FREEWAY, SUITE 403 DALLAS, TX 75201		PUBLIC CHARITY	BUILD, PROGRAM AND FURNISH THE READING & GAMES COURT	100,000.
YOUTH BELIEVING IN CHANGE, INC. 8574 STULTS RD DALLAS, TX 75243		PUBLIC CHARITY	PURCHASE ACTIVITY BUS	25,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Approved for Future Payment (Continuation)**

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
CHILDREN'S MEDICAL CENTER OF DALLAS 1935 MEDICAL DISTRICT DRIVE DALLAS, TX 75235-7701		PUBLIC CHARITY	RENOVATION AND EXPANSION OF CHILDREN'S CENTER FOR CANCER AND BLOOD DISORDERS	400,000.
DALLAS ROTARY CLUB FOUNDATION 1717 N AKARD STREET DALLAS, TX 75201-2301		PUBLIC CHARITY	PERSONALIZED READER PROJECT	10,000.
FOUNDATION FOR THE CALLIER CENTER AND COMMUNICATIONS DISORDERS 1966 INWOOD ROAD DALLAS, TX 75235		PUBLIC CHARITY	RENOVATION AND EXPANSION	300,000.
GLEANING NETWORK OF TEXAS, THE PO BOX 7103 DALLAS, TX 75209-0103		PUBLIC CHARITY	CONNECTIONS GLEANING PROJECT	10,000.
GOODWILL INDUSTRIES OF DALLAS, INC. 3020 N. WESTMORELAND RD DALLAS, TX 75212		PUBLIC CHARITY	EXPANSION AND REMODELING OF FACILITY	600,000.
JUBILEE PARK & COMMUNITY CENTER CORPORATION PO BOX 710259 DALLAS, TX 75371		PUBLIC CHARITY	CONSTRUCTION OF EARLY HEAD START FACILITY	50,000.
JUNIOR LEAGUE OF DALLAS 8003 INWOOD ROAD DALLAS, TX 75209		PUBLIC CHARITY	GRANTS FOR INNOVATIVE TEACHING	25,000.
PARKLAND FOUNDATION 2777 N. STEMMONS FREEWAY, SUITE 1700 DALLAS, TX 75207		PUBLIC CHARITY	I STAND FOR PARKLAND CAPITAL CAMPAIGN	800,000.
STATE FAIR OF TEXAS PO BOX 150009 DALLAS, TX 75315		PUBLIC CHARITY	CONSTRUCT LIVESTOCK CENTER	50,000.
TEXAS HEALTH PRESBYTERIAN FOUNDATION 8440 WALNUT HILL LANE, STE 800 #LB6 DALLAS, TX 75231-3825		PUBLIC CHARITY	RENOVATE SAFE HEALING SUITES	375,000.
<b>Total from continuation sheets</b>				<b>2,920,000.</b>



75-6007565

**3 Grants and Contributions Approved for Future Payment (Continuation)****Total from continuation sheets**

**Part XV** Supplementary Information**3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**

NAME OF RECIPIENT - NAMI DALLAS, INC.

FACILITATOR/INSTRUCTOR TRAINING, NEW CLASS MATERIALS AND UPDATE  
CURRICULA FOR PEER SUPPORT AND EDUCATIONAL PROGRAMS

NAME OF RECIPIENT - SOUTHERN METHODIST UNIVERSITY

ADDITIONAL FUNDS FOR THE HERRSCHER FAMILY ENDOWED FUND IN EDUCATION AND  
STUDENT LEADERSHIP AND EDUCATION ENDOWMENT FUND. IN MEMORY OF MRS. ANN  
HERSCHER

NAME OF RECIPIENT - TEXAS TECH FOUNDATION INC

INSTALL SECURITY SYSTEM FOR THE TAPHONOMY LOCATION (TEXAS TECH  
UNIVERSITY INSTITUTE FOR FORENSIC SCIENCE)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
4023 OAK LAWN	871.	0.	871.	
CAPITAL GAIN DISTRIBUTIONS	40,203.	40,203.	0.	
DOMESTIC DIVIDENDS	1,210,721.	0.	1,210,721.	
FOREIGN DIVIDENDS	501,871.	0.	501,871.	
FOREIGN INTEREST	25,386.	0.	25,386.	
INTEREST	1,540,987.	0.	1,540,987.	
US GOVERNMENT INTEREST	415,805.	0.	415,805.	
TOTAL TO FM 990-PF, PART I, LN 4	3,735,844.	40,203.	3,695,641.	

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
MISCELLANEOUS INCOME	1,060.	1,060.		
4023 OAK LAWN ASSOCIATES, LP	339,014.	339,014.		
TOTAL TO FORM 990-PF, PART I, LINE 11	340,074.	340,074.		

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	32,721.	10,471.		22,225.
TO FORM 990-PF, PG 1, LN 16B	32,721.	10,471.		22,225.

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	263,089.	236,780.		26,309.	
TO FORM 990-PF, PG 1, LN 16C	263,089.	236,780.		26,309.	

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	42,116.	42,116.		0.	
FEDERAL TAX	116,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	158,116.	42,116.		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	
INSURANCE	24,906.	24,906.		0.	
4023 OAK LAWN ASSOCIATES	4.	0.		0.	
GRANTMAKING EXPENSE	138,994.	0.		138,994.	
TO FORM 990-PF, PG 1, LN 23	163,904.	24,906.		138,994.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
NONTAXABLE/NONDEDUCTIBLE ITEMS	7,822.				
BOOK/TAX DIFFERENCES	248,591.				
TOTAL TO FORM 990-PF, PART III, LINE 3	256,413.				

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME SECURITIES	COST	39,671,042.	42,629,822.
INVESTMENT IN 4023 OAK LAWN	COST	14,838,450.	16,785,000.
EQUITY SECURITIES	COST	56,390,408.	65,849,209.
ALTERNATIVE INVESTMENTS	COST	2,174,522.	1,740,138.
TOTAL TO FORM 990-PF, PART II, LINE 13		113,074,422.	127,004,169.

FORM 990-PF

TRANSFERS TO CONTROLLED ENTITIES  
PART VII-A, LINE 11

STATEMENT 9

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

0.

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 ENTITIES

FORM 990-PF

LIST OF CONTROLLED ENTITIES  
PART VII-A, LINE 11

STATEMENT 10

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

4023 OAK LAWN ASSOCIATES, LP

20-0595524

ADDRESS

PO BOX 830241  
DALLAS, TX 75283

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

4023 OAK LAWN, LLC

20-0595524

ADDRESS

PO BOX 830241  
DALLAS, TX 75283

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	511,769.	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		511,769.	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.