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INTERNAL REVENUE SERVICE

Form **990-PF**

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

OMB No 1545-0052

2012

Open to public inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning **JUN 1, 2012**, and ending **MAY 31, 2013**

Name of foundation HILLCREST FOUNDATION		A Employer identification number 75-6007565
Number and street (or P O box number if mail is not delivered to street address) MC: TX1-492-09-21, PO BOX 831041		B Telephone number 800-357-7094
City or town, state, and ZIP code DALLAS, TX 75283-1041		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 143,498,239.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		3,524,932.	3,524,932.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,364,873.			
b Gross sales price for all assets on line 6a 40,321,044.					
7 Capital gain net income (from Part IV, line 2)			6,364,873.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		213,215.	213,215.		STATEMENT 2
12 Total. Add lines 1 through 11		10,103,020.	10,103,020.		
13 Compensation of officers, directors, trustees, etc		211,389.	126,833.		84,556.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		43,788.	0.		43,788.
b Accounting fees STMT 4		38,411.	0.		38,411.
c Other professional fees STMT 5		220,788.	197,495.		23,293.
17 Interest					
18 Taxes STMT 6		201,993.	44,993.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		373,315.	28,010.		344,933.
24 Total operating and administrative expenses. Add lines 13 through 23		1,089,684.	397,331.		534,981.
25 Contributions, gifts, grants paid		5,947,000.			5,947,000.
26 Total expenses and disbursements. Add lines 24 and 25		7,036,684.	397,331.		6,481,981.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		3,066,336.			
b Net investment income (If negative, enter -0-)			9,705,689.		
c Adjusted net income (If negative, enter -0-)				N/A	

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12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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214 INC

ENVELOPE - POSTMARK DATE APR 08 2014
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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
Assets	1	Cash - non-interest-bearing		4,404,644.	3,253,429.	3,253,429.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9			113,074,422.	117,366,277.	140,244,810.
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)			117,479,066.	120,619,706.	143,498,239.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		116,979,066.	120,119,706.	
	25	Temporarily restricted				
	26	Permanently restricted		500,000.	500,000.	
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances		117,479,066.	120,619,706.	
	31	Total liabilities and net assets/fund balances		117,479,066.	120,619,706.	

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	117,479,066.
2	Enter amount from Part I, line 27a	2	3,066,336.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	109,002.
4	Add lines 1, 2, and 3	4	120,654,404.
5	Decreases not included in line 2 (itemize) TIMING DIFFERENCES	5	34,698.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	120,619,706.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 40,147,115.		33,956,171.	6,190,944.
b 173,929.			173,929.
c			
d			
e			

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			6,190,944.
b			173,929.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	6,364,873.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2011	5,078,970.	150,826,961.	.033674
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

2 Total of line 1, column (d)	2	.205745
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	.041149
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	136,655,870.
5 Multiply line 4 by line 3	5	5,623,252.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	97,057.
7 Add lines 5 and 6	7	5,720,309.
8 Enter qualifying distributions from Part XII, line 4	8	6,481,981.

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.

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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	97,057.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	3	97,057.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	97,057.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	131,021.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	75,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	206,021.
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	108,964.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 108,964. Refunded <input checked="" type="checkbox"/> 0.	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
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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 checked="" 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 2012 or the taxable year beginning in 2012 (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

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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)	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. ► 214-209-1830 Located at ► 901 MAIN ST, 9TH FLOOR, DALLAS, TX ZIP+4 ► 75202-3714				
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 2012, 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 ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► , , ,		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 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 2012) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

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

7b

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

N/A

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

SEE STATEMENT 12

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		211,389.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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C

0.

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	117,667,461.
b	Average of monthly cash balances	1b	3,269,463.
c	Fair market value of all other assets	1c	17,800,000.
d	Total (add lines 1a, b, and c)	1d	138,736,924.
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	138,736,924.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,081,054.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	136,655,870.
6	Minimum investment return. Enter 5% of line 5	6	6,832,794.

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

1	Minimum investment return from Part X, line 6	1	6,832,794.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	97,057.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	97,057.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,735,737.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,735,737.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,735,737.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	6,481,981.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,481,981.
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	97,057.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,384,924.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				6,735,737.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			5,350,577.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 6,481,981.				
a Applied to 2011, but not more than line 2a			5,350,577.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount	0.			1,131,404.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				5,604,333.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

HILLCREST FOUNDATION

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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 2012, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(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:

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

Tax year

(a) 2012

(b) 2011

Prior 3 years

(c) 2010

(d) 2009

(e) Total

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

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 or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 13

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:

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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				
ABERG CENTER FOR LITERACY 5100 ROSS AVENUE DALLAS, TX 75206-7709		PUBLIC CHARITY	RENOVATE DAYCARE FACILITY	15,000.
ABILITY CONNECTION TEXAS 8802 HARRY HINES BLVD. DALLAS, TX 75235-1716		PUBLIC CHARITY	INSTALL SECURITY SYSTEM	20,000.
ADMIRAL NIMITZ FOUNDATION 328 E. MAIN STREET FREDERICKSBURG, TX 78624-4612		PUBLIC CHARITY	RENOVATION OF HISTORIC NAUWALD BUILDING	50,000.
ALLEY'S HOUSE 4113 JUNIUS ST. DALLAS, TX 75246		PUBLIC CHARITY	GED TUTORING PROGRAM FOR TEEN MOTHERS IN THE DALLAS AREA	20,000.
AMERICA CAN 325 W. 12TH STREET DALLAS, TX 75208-6502		PUBLIC CHARITY	GRADUATING THINKERS PROGRAM	50,000.
Total	SEE CONTINUATION SHEET(S)			5,947,000.
b Approved for future payment				
ADMIRAL NIMITZ FOUNDATION 328 E. MAIN STREET FREDERICKSBURG, TX 78624-4612		PUBLIC CHARITY	RENOVATION OF HISTORIC NAUWALD BUILDING	50,000.
BAYLOR HEALTH CARE SYSTEM FOUNDATION 3600 GASTON AVE., SUITE 100 DALLAS, TX 75246-1800		PUBLIC CHARITY	PURCHASE EQUIPMENT TO SUPPORT MAGNETICALLY GUIDED FETAL CARDIAC INTERVENTION	390,472.
BOYS SCOUTS OF AMERICA CIRCLE TEN COUNCIL 8605 HARRY HINES BLVD DALLAS, TX 75235		PUBLIC CHARITY	CONSTRUCTION AND INFRASTRUCTURE PROJECTS AT CAMP WISDOM	300,000.
Total	SEE CONTINUATION SHEET(S)			3,695,472.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
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					
4	Dividends and interest from securities			14	3,524,932.	
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			16	213,215.	
8	Gain or (loss) from sales of assets other than inventory			18	6,364,873.	
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.		10,103,020.	0.
13	Total. Add line 12, columns (b), (d), and (e)					10,103,020.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part XVII

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

- | | |
|--|---------------------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <p>Yes</p> |
| | <p>1a(1)</p> |
| | <p>1a(2)</p> |
| | |
| | <p>1b(1)</p> |
| | <p>1b(2)</p> |
| | <p>1b(3)</p> |
| | <p>1b(4)</p> |
| | <p>1b(5)</p> |
| | <p>1b(6)</p> |
| | <p>1c</p> |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

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

**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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee Nina Z. Behan Date 3-28-14 Title TRUSTEE

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name _____

VIRGINIA DEBROW,
CPA

Preparer's signature

11 DeBrew Co's

Date

3124114

Check ☐ self-employed

PTIN

P01310596

Firm's name ► **SAVILLE DODGEN & COMPANY**

Firm's EIN ▶ 90-0525804

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

Phone no. (214) 922-9727

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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
AMERICAN RED CROSS DALLAS AREA CHAPTER 4800 HARRY HINES BLVD. DALLAS, TX 75235		PUBLIC CHARITY	(\$100,000) INSTALL EQUIPMENT AND TECHNOLOGY AT 22 OFFICE LOCATIONS. (\$2,000) HUMANITARIAN	102,000.
AMY'S FRIENDS DBA NEW FRIENDS NEW LIFE PO BOX 192378 DALLAS, TX 75219		PUBLIC CHARITY	(\$40,000) SUPPORT SECOND CHANCE JOB PROGRAM. (\$2,000) HUMANITARIAN GRANT	42,000.
ATTITUDES & ATTIRE 2050 NORTH STEMMONS FREEWAY, #102 DALLAS, TX 75219		PUBLIC CHARITY	HUMANITARIAN GRANT	3,000.
AUSTIN COLLEGE 900 N GRAND AVENUE, SUITE 6G SHERMAN, TX 75090-4440		PUBLIC CHARITY	CONSTRUCT SCIENCE CENTER	200,000.
AVANCE - DALLAS, INC. 2060 SINGLETON BLVD., SUITE 103 DALLAS, TX 75212		PUBLIC CHARITY	TECHNOLOGICAL INFRASTRUCTURE PROJECT	35,000.
BATTERED WOMEN'S FOUNDATION PO BOX 54888 N. RICHLAND HILLS, TX 76180		PUBLIC CHARITY	SUPPORT EMERGENCY CARE PROGRAM	15,000.
BAYLOR HEALTH CARE SYSTEM FOUNDATION 3600 GASTON AVE., SUITE 100 DALLAS, TX 75246-1800		PUBLIC CHARITY	PURCHASE EQUIPMENT TO SUPPORT MAGNETICALLY GUIDED FETAL CARDIAC INTERVENTION	200,000.
BIBLICAL ARTS CENTER MIRACLE AT PENTECOST FOUNDATION PO BOX 12727 DALLAS, TX 75225-0727		PUBLIC CHARITY	IN HONOR OF HAROLD BYRD, JR. FOR SERVICE AS CHAIRMAN OF THE HILLCREST FOUNDATION	100,000.
BIG THOUGHT 2501 OAK LAWN AVE., SUITE 550 DALLAS, TX 75219-4082		PUBLIC CHARITY	CREATE FELLOWS LEARNING LABORATORY FOR HIGH IMPACT LEARNING INSTITUTE	25,000.
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.
Total from continuation sheets				5,792,000.

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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
BRIGHTER TOMORROWS INC PO BOX 532151 GRAND PRAIRIE, TX 75053-2151		PUBLIC CHARITY	HUMANITARIAN GRANT	1,000.
BROTHER BILL'S HELPING HAND PO BOX 565846 DALLAS, TX 75356-5846		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
BUCKNER CHILDREN AND FAMILY SERVICES 600 N. PEARL STREET, SUITE 2000 DALLAS, TX 75201		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
CAMP SUMMIT 17210 CAMPBELL RD., SUITE 180W DALLAS, TX 75252		PUBLIC CHARITY	HUMANITARIAN GRANT	1,000.
CAPTAIN HOPE'S KIDS PO BOX 540548 DALLAS, TX 75220		PUBLIC CHARITY	HUMANITARIAN GRANT	4,000.
CATHOLIC CHARITIES OF DALLAS, INC. 9461 LYNDON B. JOHNSON FWY, #128 DALLAS, TX 75243		PUBLIC CHARITY	HUMANITARIAN GRANT	3,000.
CELEBRATION SHOP, INC. DBA HUGWORKS 752 MARY DRIVE HURST, TX 76053		PUBLIC CHARITY	SUPPORT THERAPEUTIC MUSIC ENTERTAINERS AND MUSIC THERAPY PROGRAMS	20,000.
CENTER FOR NONPROFIT MANAGEMENT 2902 FLOYD ST DALLAS, TX 75204		PUBLIC CHARITY	UPDGRADE INFORMATION SYSTEM	50,000.
CHILD PROTECTIVE SERVICES COMMUNITY 1215 SKILES ST DALLAS, TX 75204		PUBLIC CHARITY	(\$35,000) SUPPORT RAINBOW ROOM, (\$2,000) HUMANITARIAN GRANT	37,000.
CHILDCAREGROUP 8585 N. STEMMONS FWY., #500S DALLAS, TX 75247-3839		PUBLIC CHARITY	PURCHASE NEW VOIP TELEPHONE SYSTEM	75,000.
Total from continuation sheets				

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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
CHILDREN'S MEDICAL CENTER OF DALLAS 1935 MEDICAL DISTRICT DRIVE DALLAS, TX 75235-7701		PUBLIC CHARITY	(\$200,000) RENOVATION AND EXPANSION OF CHILDREN'S CENTER FOR CANCER AND BLOOD DISORDERS, (\$3,000)	203,000.
CHRIST'S FOUNDRY UNITED METHODIST CHURCH PO BOX 29126 DALLAS, TX 75229		PUBLIC CHARITY	CONSTRUCT SIGN AND MESSAGE BOARD	40,000.
CITY OF GRAHAM PO BOX 1449 GRAHAM, TX 76450		PUBLIC CHARITY	RENOVATE GRAHAM MEMORIAL AUDITORIUM	200,000.
CITY SQUARE 511 N. AKARD, SUITE 302 DALLAS, TX 75201		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
COMMUNITIES FOUNDATION OF TEXAS, INC. 5500 CARUTH HAVEN LN DALLAS, TX 75225-8146		PUBLIC CHARITY	(\$150,000) 50TH ANNIVERSARY COMMEMORATION, (\$50,000) SUPPORT COMMUNICATION	200,000.
COMMUNITIES IN SCHOOLS DALLAS REGION 8700 N. STEMMONS FWY., STE. 125 DALLAS, TX 75247		PUBLIC CHARITY	HUMANITARIAN GRANT	1,000.
CORNERSTONE CROSSROADS ACADEMY, INC. 2815 S. ERVAY DALLAS, TX 75315		PUBLIC CHARITY	SUPPORT E21 TECHNOLOGY PROGRAM	25,000.
DALLAS AFTERSCHOOL NETWORK 2902 SWISS AVENUE DALLAS, TX 75204		PUBLIC CHARITY	SALARY FOR PROGRAM STAFF WHO RECRUIT VOLUNTEERS AND VISTA MEMBERS	25,000.
DALLAS BAPTIST UNIVERSITY 3000 MOUNTAIN CREEK PARKWAY DALLAS, TX 75211-6700		PUBLIC CHARITY	COMPLETION OF ANDY AND JOAN HORNER HALL	50,000.
DALLAS CASA 2815 GASTON AVENUE DALLAS, TX 75226		PUBLIC CHARITY	CONSTRUCTION OF NEW CHILDREN'S JUSTICE TRAINING CENTER	100,000.
Total from continuation sheets				

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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 CHILDRENS THEATER, INC. 5938 SKILLMAN ST. DALLAS, TX 75231-7608		PUBLIC CHARITY	PURCHASE AND INSTALL SOUND AND AUDIO EQUIPMENT AT BAKER THEATER	50,000.
DALLAS COUNTY DEPARTMENT OF HEALTH AND HUMAN SERVICES 2377 STEMMONS FWY., #200, LB 16 DALLAS, TX 75207-2710		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
DALLAS FOUNDATION, A TX NONPROFIT CORPORATION 3963 MAPLE AVENUE, SUITE 390 DALLAS, TX 75219		PUBLIC CHARITY	DALLAS COALITION FOR HIV/AIDS SERVICES	50,000.
DALLAS FURNITURE BANK PO BOX 815788 DALLAS, TX 75381-5788		PUBLIC CHARITY	(\$10,000) FURNITURE FOR FAMILIES IN NEED PROGRAM, (\$1,000) HUMANITARIAN GRANT	11,000.
DALLAS HISTORICAL SOCIETY HALL OF STATE FAIR PARK PO BOX 150038 DALLAS, TX 75315-0038		PUBLIC CHARITY	UPGRADE SERVER AND PHONE SYSTEM TECHNOLOGY	70,000.
DALLAS LEADERSHIP FOUNDATION PO BOX 227455 DALLAS, TX 75204		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
DALLAS MISSION FOR LIFE, INC. DBA DALLAS LIFE 1100 CADIZ STREET DALLAS, TX 75215		PUBLIC CHARITY	HUMANITARIAN GRANT	1,000.
DALLAS ROTARY CLUB FOUNDATION 1717 N AKARD STREET DALLAS, TX 75201-2301		PUBLIC CHARITY	SUPPORT PERSONALIZED READER PROJECT	10,000.
DALLAS SYMPHONY ASSOCIATION, INC. 2301 FLORA STREET, SUITE 300 DALLAS, TX 75201-2413		PUBLIC CHARITY	SUPPORT YOUTH EDUCATION PROGRAMS	50,000.
DALLAS THEATER CENTER 2400 FLORA STREET DALLAS, TX 75201		PUBLIC CHARITY	SUPPORT PRODUCTION OF A CHRISTMAS CAROL	100,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
DALLAS THEOLOGICAL SEMINARY 3909 SWISS AVE. DALLAS, TX 75204-6411		PUBLIC CHARITY	HUMANITARIAN GRANT	1,000.
EDUCATIONAL FIRST STEPS 2800 SWISS AVE DALLAS, TX 75204-5955		PUBLIC CHARITY	IMPLEMENT FOUR STEPS TO EXCELLENCE	45,000.
EXODUS MINISTRIES, INC. 4630 MUNGER AVE., #110 DALLAS, TX 75204		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
FAMILY COMPASS (FORMERLY CHILD ABUSE PREVENTION CENTER, INC.) 4210 JUNIUS ST. DALLAS, TX 75371		PUBLIC CHARITY	SUPPORT PARENT AIDE PROGRAM	25,000.
FAMILY GATEWAY, INC. 3000 SAN JACINTO STREET DALLAS, TX 76137		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
FAMILY PLACE INC PO BOX 7999 DALLAS, TX 75209		PUBLIC CHARITY	HUMANITARIAN GRANT	1,000.
FERRIS BAPTIST CHURCH 809 E. 8TH STREET FERRIS, TX 75125		PUBLIC CHARITY	HUMANITARIAN GRANT	3,000.
FINE ARTS CHAMBER PLAYERS 3630 HARRY HINES BLVD, SUITE 302 DALLAS, TX 75219-3201		PUBLIC CHARITY	FUND TEACHING ARTISTS AND PROGRAM SUPPORT	20,000.
FIRST UNITED METHODIST CHURCH CROSSROADS COMMUNITY SERVICES 1822 YOUNG STREET, 2ND FLOOR DALLAS, TX 75201		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
FOUNDATION FOR THE CALLIER CENTER AND COMMUNICATIONS DISORDERS 1966 INWOOD ROAD DALLAS, TX 75235-7205		PUBLIC CHARITY	RENOVATION AND EXPANSION OF AUTISM SPECTRUM DISORDER TREATMENT, TRAINING AND RESEARCH SPACE.	150,000.
Total from continuation sheets				

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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
FOUNDATION FOR THE EDUCATION OF YOUNG WOMEN 2804 SWISS AVENUE DALLAS, TX 75204		PUBLIC CHARITY	SUPPORT 2013 SUMMER FOR SUCCESS! PROGRAM	25,000.
FRAZIER BEREAN BAPTIST CHURCH PO BOX 380264 DUNCANVILLE, TX 75138-0264		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
FRONTIERS OF FLIGHT MUSEUM, INC. 6911 LEMMON AVENUE DALLAS, TX 75209		PUBLIC CHARITY	SUPPORT IMMEDIATE CAPITAL NEEDS PROJECT FOR EXHIBIT ENHANCEMENTS AND IT INFRASTRUCTURE	30,000.
GIRLS INCORPORATED OF METROPOLITAN DALLAS 2040 EMPIRE CENTRAL DRIVE DALLAS, TX 75235		PUBLIC CHARITY	(\$20,000) EDUCATIONAL INITIATIVE FOR GIRLS IN 1ST-3RD GRADES. (\$3,000) HUMANITARIAN GRANT	23,000.
GOOD SHEPHERD CATHOLIC SCHOOL 214 SOUTH GARLAND AVE GARLAND, TX 75040		PUBLIC CHARITY	PURCHASE SCIENCE TEXTBOOKS	20,000.
GOOD SHEPHERD COMMUNITY CENTER PO BOX 561424 DALLAS, TX 75356		PUBLIC CHARITY	SUPPORT CAPITAL IMPROVEMENTS FOR THE CENTER	20,000.
GOOD STREET BAPTIST CHURCH CHILD CARE 3126 HATCHER STREET DALLAS, TX 75215		PUBLIC CHARITY	CAPITAL IMPROVEMENTS	45,000.
GOODWILL INDUSTRIES OF DALLAS, INC. 3020 N. WESTMORELAND RD DALLAS, TX 75212		PUBLIC CHARITY	(\$150,000) EXPANSION & REMODELING OF FACILITY. (\$2,000) HUMANITARIAN GRANT	152,000.
GRADUATE INSTITUTE OF APPLIED LINGUISTICS, INC. 7500 W. CAMP WISDOM RD. DALLAS, TX 75236		PUBLIC CHARITY	STUDENT SCHOLARSHIPS	100,000.
GRAND PRAIRIE UNITED CHARITIES, INC. 1417 DENSMAN STREET GRAND PRAIRIE, TX 75051-2378		PUBLIC CHARITY	HUMANITARIAN GRANT	3,000.
Total from continuation sheets				

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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
GRAND PRAIRIE WELLNESS CENTER, INC. 1710 SMALL ST. GRAND PRAIRIE, TX 75050-6041		PUBLIC CHARITY	PROVIDE URGENT AND PREVENTIVE MEDICAL CARE TO LOW INCOME PERSONS	20,000.
GREATER DALLAS VETERANS FOUNDATION 4400 WILLIAMSBURG RD DALLAS, TX 75220		PUBLIC CHARITY	HUMANITARIAN GRANT	5,000.
HANDFUL OF CORN COMMUNITY DEVELOPMENT CORPORATION PO BOX 41614 DALLAS, TX 75241		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
HOLY TRINITY CATHOLIC CHURCH 3826 GILBERT AVENUE DALLAS, TX 75219		PUBLIC CHARITY	HUMANITARIAN GRANT	1,000.
HOLY TRINITY CATHOLIC SCHOOL 3815 OAK LAWN AVENUE DALLAS, TX 75219-4604		PUBLIC CHARITY	INSTALL NEW SECURITY SYSTEM	15,000.
HOPE COTTAGE, INC. 4209 MCKINNEY AVENUE DALLAS, TX 75205		PUBLIC CHARITY	(\$18,000) SUPPORT CRISIS PREGNANCY EMERGENCY ASSISTANCE PROGRAM. (\$2,000) HUMANITARIAN GRANT	20,000.
INVENT NOW, INC. 3701 HIGHLAND PARK NW NORTH CANTON, OH 44720-4535		PUBLIC CHARITY	SCHOLARSHIP SUPPORT	25,000.
IRVING CARES, INC. PO BOX 177425 IRVING, TX 75017-7425		PUBLIC CHARITY	UPDATE TECHNOLOGY SYSTEMS	15,000.
JEFF COUNTY AMBULANCE SERVICE PO BOX 1063 FORT DAVIS, TX 79734		PUBLIC CHARITY	REPLACE AMBULANCE	30,000.
JEWISH COMMUNITY CENTER OF DALLAS 7900 NORTHAVEN ROAD DALLAS, TX 75230-2737		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
Total from continuation sheets				

HILLCREST FOUNDATION
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75-6007565

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
JEWISH FAMILY SERVICE OF DALLAS INCORPORATED 5402 ARAPAHO ROAD DALLAS, TX 75248-6905		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
JUBILEE PARK & COMMUNITY CENTER CORPORATION PO BOX 710759 DALLAS, TX 75371		PUBLIC CHARITY	(\$50,000) CONSTRUCTION OF AN EARLY HEAD START FACILITY. (\$1,000) HUMANITARIAN GRANT	51,000.
JUNIOR LEAGUE OF DALLAS 8003 INWOOD ROAD DALLAS, TX 75209		PUBLIC CHARITY	GRANTS FOR INNOVATIVE TEACHING	25,000.
LADIES OF CHARITY OF DALLAS PO BOX 595666 DALLAS, TX 75359-0666		PUBLIC CHARITY	HUMANITARIAN GRANT	1,000.
LIFENET COMMUNITY BEHAVIORAL HEALTHCARE 9708 SKILLMAN ST. DALLAS, TX 75243		PUBLIC CHARITY	SUPPORT CHILD AND ADOLESCENT MENTAL HEALTH PROGRAM	35,000.
MARTIN LUTHER KING, JR. COMMUNITY CENTER 2922 MARTIN LUTHER KING, JR. BLVD DALLAS, TX 75215		PUBLIC CHARITY	HUMANITARIAN GRANT	1,000.
MERCY STREET 3801 HOLYSTONE STREET DALLAS, TX 75212		PUBLIC CHARITY	HUMANITARIAN GRANT	1,000.
METHODISM'S BREADBASKET PO BOX 150425 DALLAS, TX 75223		PUBLIC CHARITY	HUMANITARIAN GRANT	1,000.
METHODIST HEALTH SYSTEM FOUNDATION PO BOX 655999 DALLAS, TX 75265-5999		PUBLIC CHARITY	UNDERWRITE NEW TRAUMA SUITE IN EXPANDED CENTER	170,000.
METRO DALLAS HOMELESS ALLIANCE 1818 CORSICANA STREET DALLAS, TX 75201		PUBLIC CHARITY	DEVELOP AND PROMOTE PLAN TO OVERSEE THE DEVELOPMENT OF SPECIAL HOUSING FOR CHRONICALLY HOMELESS	25,000.
Total from continuation sheets				

HILLCREST FOUNDATION
C/O US TRUST, BANK OF AMERICA, N.A.

75-6007565

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
METROCARE SERVICES 1380 RIVER BEND DR. DALLAS, TX 75247-4914		PUBLIC CHARITY	SUPPORT CENTER FOR EDUCATION & RESEARCH	25,000.
MOSAIC 2245 MIDWAY ROAD, SUITE 300 CARROLLTON, TX 75006		PUBLIC CHARITY	HUMANITARIAN GRANT	1,000.
NATIONAL ALLIANCE FOR PARTNERSHIPS IN EQUITY EDUCATION FOUNDATION, INC. PO BOX 369 COCHRANVILLE, PA 19330-0369		PUBLIC CHARITY	SUPPORT STEM EQUITY PIPELINE IN THE DFW AREA	20,000.
NATIONAL COUNCIL OF JEWISH WOMEN INCOPORATED 6025 ROYAL LANE, SUITE 219-9 DALLAS, TX 75230		PUBLIC CHARITY	HUMANITARIAN GRANT	1,000.
NETWORK OF COMMUNITY MINISTRIES, INC. 741 S. SHERMAN STREET RICHARDSON, TX 75081		PUBLIC CHARITY	SUPPORT INITIATIVE FOR IMPOVERISHED CHILDREN RAISED BY GRANDPARENTS	25,000.
NEW BEGINNING CENTER INC 218 N. 10TH STREET GARLAND, TX 75040		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
NORTH DALLAS SHARED MINISTRIES, INC. 2875 MERRELL RD DALLAS, TX 75229-4697		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL RD. DALLAS, TX 75236		PUBLIC CHARITY	HUMANITARIAN GRANT	10,000.
OPEN ARMS, INC. DBA BRYAN'S HOUSE PO BOX 35868 DALLAS, TX 75235		PUBLIC CHARITY	(\$35,000) SUPPORT MEDICALLY MANAGED CARE PROGRAM FOR CHILDREN WITH SPECIAL NEEDS. (\$2,000) HUMANITARIAN	37,000.
OUR FRIENDS PLACE 2501 OAK LAWN AVE., SUITE 500 DALLAS, TX 75219-4019		PUBLIC CHARITY	BUILD SECOND TRANSITIONAL LIVING CENTER - PAULINE'S HOUSE	75,000.
Total from continuation sheets				

HILLCREST FOUNDATION
C/O US TRUST, BANK OF AMERICA, N.A.

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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
PARKLAND FOUNDATION 2777 STEMMONS, SUITE 1700 DALLAS, TX 75207		PUBLIC CHARITY	I STAND FOR PARKLAND CAPITAL CAMPAIGN	200,000.
PROMISE HOUSE, INC. 224 W. PAGE AVE. DALLAS, TX 75208		PUBLIC CHARITY	(\$75,000) SUPPORT SAFETY & INFORMATION TECHNOLOGY PLAN. (\$2,000) HUMANITARIAN GRANT	77,000.
READERS 2 LEADERS PROJECT PO BOX 195076 DALLAS, TX 75219		PUBLIC CHARITY	EXPAND PROJECT THIRD GRADE TO AN ADDITIONAL ELEMENTARY SCHOOL	20,000.
READING PARTNERS 2910 SWISS AVENUE DALLAS, TX 75204		PUBLIC CHARITY	SUPPORT LITERACY INTERVENTION PROGRAM IN PUBLIC ELEMENTARY SCHOOLS	35,000.
REASONING MIND, INC. 8150 N. CENTRAL EXPWY., STE. 800 DALLAS, TX 75206		PUBLIC CHARITY	SUPPORT NORTH TEXAS MATH INITIATIVE	25,000.
RESOLANA 2904 FLOYD STREET, SUITE D DALLAS, TX 75204		PUBLIC CHARITY	EXPAND SERVICES OFFERED TO FEMALE OFFENDERS IN THE DALLAS COUNTY JAIL	15,000.
S M WRIGHT FOUNDATION 9213 SOVEREIGN ROW DALLAS, TX 75247		PUBLIC CHARITY	BEDS FOR KIDS PROGRAM	20,000.
SAFEHAVEN OF TARRANT COUNTY 8701 W. BEDFORD EULESS RD., #600 HURST, TX 76053		PUBLIC CHARITY	PURCHASE NEW SERVERS AND COMPUTER PROCESSING UNITS	20,000.
SALESMANSHIP CLUB YOUTH AND FAMILY CENTERS INC. 106 E. 10TH ST DALLAS, TX 75203-2236		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
SHAKESPEARE FESTIVAL OF DALLAS 3630 HARRY HINES BLVD, SUITE 400 DALLAS, TX 75219		PUBLIC CHARITY	REBUILD WHAT FOOLS THESE MORTALS BE	30,000.
Total from continuation sheets				

HILLCREST FOUNDATION
C/O US TRUST, BANK OF AMERICA, N.A.

75-6007565

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
SHARED HOUSING CENTER, INC. 402 N. GOOD LATIMER EXPRESSWAY DALLAS, TX 75204-5814		PUBLIC CHARITY	CAPITAL CAMPAIGN FOR GREEN HAUS COMMUNITY PROJECT	75,000.
SHARING THE BREAD CEDAR HILL FOOD PANTRY PO BOX 2694 CEDAR HILL, TX 75106		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
SHELTER MINISTRIES OF DALLAS DBA AUSTIN STREET CENTRE PO BOX 710729 DALLAS, TX 75371		PUBLIC CHARITY	HUMANITARIAN GRANT	5,000.
SHELTER MINISTRIES OF DALLAS DBA GENESIS WOMEN'S SHELTER 4411 LEMMON AVE., SUITE 201 DALLAS, TX 75219		PUBLIC CHARITY	HUMANITARIAN GRANT	1,000.
SHOE BANK INC 205 BECKY LANE ROCKWALL, TX 75087-5217		PUBLIC CHARITY	HUMANITARIAN GRANT	5,000.
SISTERS OF OUR LADY OF CHARITY 4500 W. DAVIS DALLAS, TX 75211		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
SOUPMOBILE, INC. 3017 COMMERCE ST. DALLAS, TX 75226		PUBLIC CHARITY	HUMANITARIAN GRANT	4,000.
SOUTHERN BIBLE INSTITUTE PO BOX 763609 DALLAS, TX 75376-3609		PUBLIC CHARITY	UPGRADE AND ENHANCE TECHNOLOGY	25,000.
SOUTHWESTERN DIABETIC FOUNDATION, INC. PO BOX 918 GAINESVILLE, TX 76241-0918		PUBLIC CHARITY	UPDATE DATABASE AND MEDIA SYSTEMS	50,000.
SPECIAL CAMPS FOR SPECIAL KIDS 2824 SWISS AVE. DALLAS, TX 75204-5956		PUBLIC CHARITY	CAPITAL CAMPAIGN - CREATE NEW HOUSING FOR CAMP JOHN MARC MEDICAL TEAM MEMBERS, VOLUNTEERS AND	100,000.
Total from continuation sheets				

HILLCREST FOUNDATION
C/O US TRUST, BANK OF AMERICA, N.A.

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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
SPIRITHORSE THERAPEUTIC RIDING CENTER 1960 POST OAK ROAD CORINTH, TX 76210		PUBLIC CHARITY	UPKEEP OF THERAPY HORSES AND EQUINE ASSISTED HEALTHCARE INSTRUCTOR SALARY	25,000.
ST. PAUL UNITED METHODIST CHURCH 1816 ROUTH STREET DALLAS, TX 75201		PUBLIC CHARITY	HUMANITARIAN GRANT	1,000.
ST. PHILLIP THE APOSTLE CATHOLIC SCHOOL 8151 MILITARY PARKWAY DALLAS, TX 75227-4302		PUBLIC CHARITY	UPGRADE AND INSTALLNEW CLASSROOM INTERACTIVE TECHNOLOGY	25,000.
ST. PHILLIP'S SCHOOL & COMMUNITY CENTER 1600 PENNSYLVANIA AVE DALLAS, TX 75215		PUBLIC CHARITY	WISDOM WARRIORS SUMMER PROGRAM	50,000.
STATE FAIR OF TEXAS PO BOX 150009 DALLAS, TX 75315-0009		PUBLIC CHARITY	CONSTRUCT LIVESTOCK CENTER IN FAIR PARK	50,000.
SUICIDE AND CRISIS CENTER OF NORTH TEXAS 2808 SWISS AVENUE DALLAS, TX 75204		PUBLIC CHARITY	PURCHASE NEW COMPUTER SYSTEM	15,000.
SUMMER INSTITUTE OF LINGUISTICS, INC. 7500 W. CAMP WISDOM RD. DALLAS, TX 75236		PUBLIC CHARITY	PURCHASE PROFESSIONAL SERVICES FOR RAPID SCANNING OF DOCUMENTS	50,000.
TARRANT AREA FOOD BANK 2600 CULLEN STREET FORT WORTH, TX 76107		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
TEXAS HEALTH PRESBYTERIAN FOUNDATION 612 EAST LAMAR, SUITE 300 ARLINGTON, TX 76011		PUBLIC CHARITY	RENOVATION, CONSTRUCTION AND OUTFITTING THE SAFE HEALING SUITES	250,000.
TEXAS LOVES CHILDREN, INC. 3131 TURTLE CREEK BLVD., STE. 1018 DALLAS, TX 75219-5439		PUBLIC CHARITY	SUPPORT ADVOCATES FOR EDUCATIONAL SUCCESS PROJECT	20,000.
Total from continuation sheets				

HILLCREST FOUNDATION
C/O US TRUST, BANK OF AMERICA, N.A.

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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
TEXAS RAMP PROJECT PO BOX 832065 RICHARDSON, TX 75083-2065		PUBLIC CHARITY	DATABASE TRACKING PROJECT	20,000.
TEXAS STATE HISTORY MUSEUM FOUNDATION PO BOX 12456 AUSTIN, TX 78711		PUBLIC CHARITY	PERMANENT LABELLE EXHIBIT AND EDUCATIONAL PROGRAMMING	50,000.
TEXAS WOMANS UNIVERSITY PO BOX 425739 DENTON, TX 76204-5739		PUBLIC CHARITY	TRAIN 250 READING RECOVERY TEACHERS	15,000.
THE ARC OF DALLAS 12700 HILLCREST RD, SUITE 200 DALLAS, TX 75230-2063		PUBLIC CHARITY	HUMANITARIAN GRANT	3,000.
THE CONCILIO 400 S. ZANG BLVD., SUITE 300 DALLAS, TX 75208		PUBLIC CHARITY	PARENTS ADVOCATING FOR STUDENT EXCELLENCE PROGRAM	20,000.
THE MONTALVO HOUSE PO BOX 393 BRACKETTVILLE, TX 78832-0393		PUBLIC CHARITY	RENOVATION OF MONTALVO HOUSE	30,000.
THE SALVATION ARMY DFW METROPLEX 8787 N. STEMMONS FWY., SUITE 800 DALLAS, TX 75247		PUBLIC CHARITY	(\$22,000) PURCHASE MATTRESSES AND REPAIR FLAGPOLES AT THE VETERANS SHELTER. (\$3,000) HUMANITARIAN	25,000.
THE STEWPOT OF FIRST PRESBYTERIAN CHURCH 408 PARK AVENUE DALLAS, TX 75201		PUBLIC CHARITY	HUMANITARIAN GRANT	5,000.
TRINITY RIVER MISSION, INC. 2060 SINGLETON BLVD., SUITE 104 DALLAS, TX 75212		PUBLIC CHARITY	HUMANITARIAN GRANT	3,000.
TYLER STREET COMMUNITY SERVICES 927 W. TENTH STREET DALLAS, TX 75208		PUBLIC CHARITY	HUMANITARIAN GRANT	3,000.
Total from continuation sheets				

HILLCREST FOUNDATION
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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
UNION GOSPEL MISSION 3211 IRVING BLVD. DALLAS, TX 75247		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
UNIVERSITY OF DALLAS 1845 E. NORTHGATE DR. IRVING, TX 75062-4736		PUBLIC CHARITY	RENOVATION AND EQUIPMENT FOR THE HAGGAR UNIVERSITY CENTER	100,000.
UNIVERSITY OF TEXAS AT AUSTIN, MCDONALD OBSERVATORY ONE UNIVERSITY STATION C1402 AUSTIN, TX 78712		PUBLIC CHARITY	CREATE 15-MINUTE VIDEO "MCDONALD OBSERVATORY: ILLUMINATING THE DARKNESS"	25,000.
UNIVERSITY OF TEXAS FOUNDATION, INC. PO BOX 250 AUSTIN, TX 78767-0250		PUBLIC CHARITY	SUPPORT ACADEMIC BRIDGE PROGRAM AT UNIVERSITY OF TEXAS DALLAS	100,000.
UNIVERSITY OF TEXAS MEDICAL BRANCH 301 UNIVERSITY BLVD. GALVESTON, TX 77555-0148		PUBLIC CHARITY	CONSTRUCTION OF THE JENNIE SEALY HOSPITAL	100,000.
VISITING NURSE ASSOCIATION OF TEXAS 1600 VICEROY DRIVE, SUITE 400 DALLAS, TX 75235-2316		PUBLIC CHARITY	HUMANITARIAN GRANT	3,000.
VOGEL ALCOVE CHILDCARE CENTER FOR THE HOMELESS 7557 RAMBLER RD., STE 262 DALLAS, TX 75231		PUBLIC CHARITY	HUMANITARIAN GRANT	4,000.
VOLUNTEER CENTER OF NORTH TEXAS 2800 LIVE OAK STREET DALLAS, TX 75204		PUBLIC CHARITY	TECHNOLOGY UPGRADE	250,000.
VOLUNTEERS OF AMERICA TEXAS, INC. 300 E. MIDWAY DRIVE EULESS, TX 76039		PUBLIC CHARITY	PURCHASE VANS FOR INTELLECTUAL AND DEVELOPMENTAL DISABILITIES PROGRAMS	50,000.
WESLEY RANKIN COMMUNITY CENTER, INC. 3100 CROSSMAN AVE DALLAS, TX 75212-3914		PUBLIC CHARITY	(\$20,000) COMPUTER SOFTWARE AND HARDWARE UPDATES (\$2,000) HUMANITARIAN GRANT	22,000.
Total from continuation sheets				

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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 MULTIPURPOSE CENTER 2828 FISHTRAP ROAD DALLAS, TX 75212		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
WHITE ROCK CENTER OF HOPE PO BOX 180358 DALLAS, TX 75218-0358		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
WILKINSON CENTER PO BOX 720248 DALLAS, TX 75372		PUBLIC CHARITY	HUMANITARIAN GRANT	2,000.
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.
YMCA OF METROPOLITAN DALLAS 601 N. AKARD ST. DALLAS, TX 75201		PUBLIC CHARITY	SUPPORT PATHWAYS CAPITAL CAMPAIGN FOR THE YMCA AT WHITE ROCK	100,000.
YOUTH VILLAGE RESOURCES OF DALLAS, INC. 6333 E. MOCKINGBIRD LN., SUITE 147-872 DALLAS, TX 75214-2692		PUBLIC CHARITY	EXPAND HORTICULTURAL AND GARDEN PROGRAM	30,000.
Total from continuation sheets				

HILLCREST FOUNDATION
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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	200,000.
COMMUNITIES FOUNDATION OF TEXAS, INC. 5500 CARUTH HAVEN LN DALLAS, TX 75225-8146		PUBLIC CHARITY	SUPPORT COMMUNICATION PLATFORMS FOR COMMIT!	50,000.
DALLAS BAPTIST UNIVERSITY 3000 MOUNTAIN CREEK PARKWAY DALLAS, TX 75211-6700		PUBLIC CHARITY	COMPLETION OF ANDY AND JOAN HORNER HALL	50,000.
DALLAS CASA 2815 GASTON AVENUE DALLAS, TX 75226		PUBLIC CHARITY	CONSTRUCTION OF NEW CHILDREN'S JUSTICE TRAINING CENTER	300,000.
DALLAS FOUNDATION, A TX NONPROFIT CORPORATION 3963 MAPLE AVENUE, SUITE 390 DALLAS, TX 75219		PUBLIC CHARITY	DALLAS COALITION FOR HIV/AIDS SERVICES	100,000.
FOUNDATION FOR THE CALLIER CENTER AND COMMUNICATIONS DISORDERS 1966 INWOOD ROAD DALLAS, TX 75235		PUBLIC CHARITY	RENOVATION AND EXPANSION	150,000.
GOODWILL INDUSTRIES OF DALLAS, INC. 3020 N. WESTMORELAND RD DALLAS, TX 75212		PUBLIC CHARITY	EXPANSION AND REMODELING OF FACILITY	450,000.
METHODIST HEALTH SYSTEM FOUNDATION PO BOX 655999 DALLAS, TX 75265-5999		PUBLIC CHARITY	UNDERWRITE NEW TRAUMA SUITE IN EXPANDED CENTER	330,000.
PARKLAND FOUNDATION 2777 N. STEMMONS FREEWAY, SUITE 1700 DALLAS, TX 75207		PUBLIC CHARITY	I STAND FOR PARKLAND CAPITAL CAMPAIGN	600,000.
TEXAS HEALTH PRESBYTERIAN FOUNDATION 8440 WALNUT HILL LANE, STE 800 #LB6 DALLAS, TX 75231-3825		PUBLIC CHARITY	RENOVATE SAFE HEALING SUITES	125,000.
Total from continuation sheets				2,955,000.

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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 - AMERICAN RED CROSS DALLAS AREA CHAPTER

(\$100,000) INSTALL EQUIPMENT AND TECHNOLOGY AT 22 OFFICE LOCATIONS.

(\$2,000) HUMANITARIAN GRANT

NAME OF RECIPIENT - CHILDREN'S MEDICAL CENTER OF DALLAS

(\$200,000) RENOVATION AND EXPANSION OF CHILDREN'S CENTER FOR CANCER AND

BLOOD DISORDERS, (\$3,000) HUMANITARIAN GRANT

NAME OF RECIPIENT - COMMUNITIES FOUNDATION OF TEXAS, INC.

(\$150,000) 50TH ANNIVERSARY COMMEMORATION, (\$50,000) SUPPORT

COMMUNICATION PLATFORMS FOR COMMIT!

NAME OF RECIPIENT - FOUNDATION FOR THE CALLIER CENTER AND COMMUNICATIONS
DISORDERS

RENOVATION AND EXPANSION OF AUTISM SPECTRUM DISORDER TREATMENT,
TRAINING AND RESEARCH SPACE. MATCH BY CHALLENGE GRANT FROM HOBLITZELLE
FOUNDATION

NAME OF RECIPIENT - FRONTIERS OF FLIGHT MUSEUM, INC.

SUPPORT IMMEDIATE CAPITAL NEEDS PROJECT FOR EXHIBIT ENHANCEMENTS AND IT
INFRASTRUCTURE UPGRADES

NAME OF RECIPIENT - METRO DALLAS HOMELESS ALLIANCE

DEVELOP AND PROMOTE PLAN TO OVERSEE THE DEVELOPMENT OF SPECIAL HOUSING
FOR CHRONICALLY HOMELESS PEOPLE WITH DISABILITIES

NAME OF RECIPIENT - OPEN ARMS, INC. DBA BRYAN'S HOUSE

(\$35,000) SUPPORT MEDICALLY MANAGED CARE PROGRAM FOR CHILDREN WITH

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

SPECIAL NEEDS. (\$2,000) HUMANITARIAN GRANT

NAME OF RECIPIENT - SPECIAL CAMPS FOR SPECIAL KIDS

CAPITAL CAMPAIGN - CREATE NEW HOUSING FOR CAMP JOHN MARC MEDICAL TEAM

MEMBERS, VOLUNTEERS AND FAMILIES

NAME OF RECIPIENT - THE SALVATION ARMY DFW METROPLEX

(\$22,000) PURCHASE MATTRESSES AND REPAIR FLAGPOLES AT THE VETERANS

SHELTER. (\$3,000) HUMANITARIAN GRANT

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
4023 OAK LAWN	2,443.	0.	2,443.
CAPITAL GAIN DISTRIBUTIONS	173,929.	173,929.	0.
DOMESTIC DIVIDENDS	1,008,883.	0.	1,008,883.
FOREIGN DIVIDENDS	556,849.	0.	556,849.
FOREIGN INTEREST	23,260.	0.	23,260.
INTEREST	1,542,184.	0.	1,542,184.
US GOVERNMENT INTEREST	391,313.	0.	391,313.
TOTAL TO FM 990-PF, PART I, LN 4	3,698,861.	173,929.	3,524,932.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	403.	403.	
4023 OAK LAWN ASSOCIATES, LP	212,812.	212,812.	
TOTAL TO FORM 990-PF, PART I, LINE 11	213,215.	213,215.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	43,788.	0.		43,788.
TO FM 990-PF, PG 1, LN 16A	43,788.	0.		43,788.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	38,411.	0.		38,411.
TO FORM 990-PF, PG 1, LN 16B	38,411.	0.		38,411.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	220,788.	197,495.		23,293.
TO FORM 990-PF, PG 1, LN 16C	220,788.	197,495.		23,293.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	44,993.	44,993.		0.
FEDERAL TAX	157,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	201,993.	44,993.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	28,010.	28,010.		0.
GRANTMAKING EXPENSE	344,933.	0.		344,933.
NON-DEDUCTIBLE PENALTIES AND INTEREST	372.	0.		0.
TO FORM 990-PF, PG 1, LN 23	373,315.	28,010.		344,933.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
NONTAXABLE/NONDEDUCTIBLE ITEMS	25,072.
BOOK/TAX DIFFERENCES	83,930.
TOTAL TO FORM 990-PF, PART III, LINE 3	109,002.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME SECURITIES	COST	38,352,088.	40,031,877.
INVESTMENT IN 4023 OAK LAWN	COST	14,638,051.	17,800,000.
EQUITY SECURITIES	COST	60,737,520.	79,304,211.
ALTERNATIVE INVESTMENTS	COST	3,638,618.	3,108,722.
TOTAL TO FORM 990-PF, PART II, LINE 13		117,366,277.	140,244,810.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 10

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

4023 OAK LAWN ASSOCIATES, LP

20-0595524

ADDRESSPO BOX 831041
DALLAS, TX 75283NAME OF CONTROLLED ENTITYEMPLOYER ID NO

4023 OAK LAWN, LLC

51-0493026

ADDRESSPO BOX 831041
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 831041 DALLAS, TX 75283	CORP-TRUSTEE 1.00	211,389.	0.	0.
SANDRA ESTESS P.O. BOX 831041 DALLAS, TX 75283	CO-TRUSTEE 1.00	0.	0.	0.
D. HAROLD BYRD, JR. P.O. BOX 831041 DALLAS, TX 75283	CO-TRUSTEE 1.00	0.	0.	0.
W.W. CARUTH, III P.O. BOX 831041 DALLAS, TX 75283	CO-TRUSTEE 1.00	0.	0.	0.
GEORGE W. BRAMBLETT, JR. P.O. BOX 831041 DALLAS, TX 75283	CO-TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		211,389.	0.	0.

FORM 990-PF

OFFICERS, DIRECTORS, TRUSTEES AND
FOUNDATION MANAGERS COMPENSATION EXPLANATION
PART VIII, LINE 1

STATEMENT 12

PERSON'S NAME

BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE

COMPENSATION EXPLANATION

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N .A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BANK OF AMERICA, TRUST DIVISION
WWW.BANKOFAMERICA.COM/PHILANTHROPIC/GRANTMAKING.GO

TELEPHONE NUMBER

877-898-7323

EMAIL ADDRESS

TX.PHILANTHROPIC@USTRUST.COM

FORM AND CONTENT OF APPLICATIONS

APPLY ONLINE AT WWW.BANKOFAMERICA.COM/PHILANTHROPIC/GRANTMAKING.GO.
REQUIRED INFORMATION INCLUDES STATING HISTORY AND GENERAL PURPOSE OF
ORGANIZATION WITH A COPY OF INTERNAL REVENUE SERVICE EXEMPTION.

ANY SUBMISSION DEADLINES

FEBRUARY 28, JULY 31, AND NOVEMBER 30.

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.