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Return of Private Foundation

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

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

For calendar year 2013 or tax year beginning

, and ending

Name of foundation		A Employer identification number 31-1501699		
THE HILLCREST FOUNDATION		B Telephone number 281-367-4082		
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 132961		C If exemption application is pending, check here ► <input type="checkbox"/>		
City or town, state or province, country, and ZIP or foreign postal code THE WOODLANDS, TX 77393		D 1. Foreign organizations, check here ► <input type="checkbox"/>		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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) ► \$ 8227399. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>		
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
1 Contributions, gifts, grants, etc., received				N/A
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
3 Dividends and interest from securities		186298.	186298.	STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a b 3164609.		442169.		
7 Capital gain net income (from Part IV, line 2)			442169.	
8 Net short-term capital gain				
9 Income modifications Gross sales less returns and allowances				
10a b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income		-421736.	-421736.	STATEMENT 2
12 Total. Add lines 1 through 11		206731.	206731.	
13 Compensation of officers, directors, trustees, etc		12000.	12000.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3		939.	939.	0.
b Accounting fees 2014 STMT 4		2425.	2425.	0.
c Other professional fees STMT 5		55543.	55543.	0.
17 Interest STMT 6		7320.	0.	0.
18 Taxes STMT 7		961.	961.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7		9302.	903.	0.
24 Total operating and administrative expenses Add lines 13 through 23		88490.	72771.	0.
25 Contributions, gifts, grants paid		341000.		341000.
26 Total expenses and disbursements Add lines 24 and 25		429490.	72771.	341000.
27 Subtract line 26 from line 12:		-222759.		
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)			133960.	
c Adjusted net income (if negative, enter -0-)				N/A

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
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		109294.	532719.	532719.
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	STMT 8	6033780.	5808069.	7241440.
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	STMT 9	873823.	453240.	453240.
14	Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		7016897.	6794028.	8227399.
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.	
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
25	Unrestricted				
26	Temporarily restricted				
27	Permanently restricted				
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
29	Capital stock, trust principal, or current funds		0.	0.	
30	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
31	Retained earnings, accumulated income, endowment, or other funds		7016897.	6794028.	
32	Total net assets or fund balances		7016897.	6794028.	
33	Total liabilities and net assets/fund balances		7016897.	6794028.	

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	7016897.
2	Enter amount from Part I, line 27a	2	-222759.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	6794138.
5	Decreases not included in line 2 (itemize) ► NON DEDUCTIBLE TAX PENALTIES	5	110.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6794028.

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					
b	SEE ATTACHED STATEMENT				
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					
b					
c					
d					
e	3164609.		2722440.	442169.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) 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					
b					
c					
d					
e				442169.	
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	442169.	
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))
2012	323164.	6937753.	.046580
2011	313653.	6673538.	.047000
2010	287481.	6405697.	.044879
2009	297178.	5835172.	.050929
2008	228982.	6041277.	.037903

2 Total of line 1, column (d) 2 .227291

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 .045458

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 7439808.

5 Multiply line 4 by line 3 5 338199.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1340.

7 Add lines 5 and 6 7 339539.

8 Enter qualifying distributions from Part XII, line 4 8 341000.

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	1340.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		0.
3	Add lines 1 and 2	3		1340.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		1340.
6	Credits/Payments:	6a	5840.	
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6b		
b	Exempt foreign organizations - tax withheld at source	6c		
c	Tax paid with application for extension of time to file (Form 8868)	6d		
d	Backup withholding erroneously withheld	7		5840.
7	Total credits and payments. Add lines 6a through 6d	8		11.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	9		
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	10		4489.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	11		0.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► 4489. Refunded ► 0.			

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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</i>		
1c	Did the foundation file Form 1120-POL for this year?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
4b		4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	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?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX		
8b	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 <i>General Instruction G?</i> <i>If "No," attach explanation</i>	8b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10	<u>Did any persons become substantial contributors during the tax year?</u> <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>NONE</u>		
14	The books are in care of ► <u>RENEE J. KELLY</u> Telephone no. ► <u>281-684-2511</u>	
Located at ► <u>42 THUNDER COVE PLACE THE WOODLANDS, TEXAS</u> ZIP+4 ► <u>77381</u>		
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 ► <u>15</u> N/A	
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

	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 type="checkbox"/> Yes <input checked="" 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 ► <u>N/A</u>	1b	
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 2013? 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
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.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>N/A</u>	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? b If "Yes," did it have excess business holdings in 2013 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 2013.) 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2013? ► <u>N/A</u>	3b	
	4a	X
	4b	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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 Yes No
 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?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		12000.	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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services



0

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

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		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 6904521.
b	Average of monthly cash balances	1b 648584.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 7553105.
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 7553105.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 113297.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 7439808.
6	Minimum investment return. Enter 5% of line 5	6 371990.

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 371990.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 1340.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 1340.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 370650.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 370650.
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 370650.

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 341000.
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 341000.
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 1340.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 339660.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				370650.
2 Undistributed income, if any, as of the end of 2013			340983.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 341000.			340983.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				17.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				370633.
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 2008 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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)				
<i>a Paid during the year</i>				
PER SUPPLEMENTARY SCHEDULE ATTACHED	NONE	VAR. PUBLIC CHARITIES	SUPPORT PROGRAMS	341000
Total				► 3a 341000
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0

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) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				186298.
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				-421736.
8 Gain or (loss) from sales of assets other than inventory				442169.
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.	0.	206731.
13 Total. Add line 12, columns (b), (d), and (e)			13	206731.
(Complete and attach line 13 continuation to verify calculations.)				

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
3, 4, 7, 8	INVESTMENT INCOME PROVIDES A HEDGE AGAINST INFLATION TO PROTECT THE MONETARY RESOURCES SO THAT FUTURE GRANTS MAY BE CARRIED OUT.

THE HILLCREST FOUNDATION

CONTINUATION FOR 990-PF, PART IV
31-1501699 PAGE 1 OF 1

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	AVALON (SEE ATTACHED STMTS)	P	VARIOUS	12/31/13
b	AVALON (SEE ATTACHED STMTS)	P	VARIOUS	12/31/13
c	AVALON (SEE ATTACHED STMTS)	P	VARIOUS	12/31/13
d	AVALON (SEE ATTACHED STMTS)	P	VARIOUS	12/31/13
e	AVALON (SEE ATTACHED STMTS)	P	VARIOUS	12/31/13
f	AVALON (SEE ATTACHED STMTS)	P	VARIOUS	12/31/13
g				
h				
i				
j				
k				
l				
m				
n				
o				
(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 90054.		87006.	3048.	
b 412031.		334612.	77419.	
c 1015325.		872930.	142395.	
d 731255.		516694.	214561.	
e 382527.		387634.	-5107.	
f 533417.		523564.	9853.	
g				
h				
i				
j				
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(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			3048.	
b			77419.	
c			142395.	
d			214561.	
e			-5107.	
f			9853.	
g				
h				
i				
j				
k				
l				
m				
n				
o				
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	442169.
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



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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - EQUITY INCOME ACCOUNT
ACCOUNT #16H95842
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
02-10-2011	01-07-2013	331	CONSOLIDATED EDISON COM	16,579.26		18,646.66		2,067.40
02-10-2011	01-07-2013	341	SCANA CORP NEW COM	14,482.27		15,691.33		1,209.06
02-10-2011	02-14-2013	560	HJ HEINZ CO	26,896.80		40,581.95		13,685.15
05-14-2012	02-14-2013	84	HJ HEINZ CO	4,626.92		6,087.29	1,460.37	
01-17-2013	02-19-2013	752	STAPLES INC	9,614.85		10,850.73	1,235.88	
02-10-2011	03-08-2013	895	MONDELEZ INTERNATIONAL INC CMN	18,042.63		25,497.34		7,454.71
07-28-2011	03-19-2013	496	MARATHON OIL CORP	15,535.56		16,974.87		1,439.31
08-29-2012	03-28-2013	529	WALGREEN CO CMN	18,752.57		25,003.04	6,250.47	
02-10-2011	05-09-2013	574	MARSH & MCLENNAN COS INC	16,393.44		22,602.63		6,209.19
11-14-2012	06-17-2013	643	MAXIM INTEGRATED PRODUCTS INC	18,091.90		18,195.29	103.39	
04-08-2011	06-17-2013	519	INTERNATIONAL PAPER CO CMN	15,742.26		23,941.57		8,199.31
02-10-2011	07-09-2013	253	GENERAL ELECTRIC CO CMN	5,366.03		5,974.50		608.47
05-09-2012	07-09-2013	153	EXXON MOBIL CORPORATION CMN	12,797.10		14,128.32		1,331.22
02-10-2011	08-12-2013	64	VENTAS INC COM	3,521.59		4,124.17		602.58
02-10-2011	08-12-2013	53	LOCKHEED MARTIN CORPORATION CMN	4,342.29		6,550.59		2,208.30
02-10-2011	08-12-2013	214	HCP INC COM	7,861.57		8,987.52		1,125.95
02-10-2011	08-16-2013	334	VENTAS INC COM	18,378.32		19,980.16		1,601.84
02-10-2011	08-29-2013	127	HCP INC COM	4,665.51		5,163.43		497.92
02-10-2011	08-29-2013	341	PINNACLE WEST CAPITAL CORP	14,281.08		18,411.09		4,130.01
02-10-2011	09-18-2013	778	VODAFONE GROUP PLC	22,857.64		26,196.36		3,338.72
02-10-2011	10-03-2013	611	HCP INC COM	22,445.88		24,592.57		2,146.69
06-06-2013	10-03-2013	153	HCP INC COM	7,172.17		6,158.20	(1,013.97)	
02-10-2011	10-17-2013	730	SOUTHERN CO COM	27,287.40		30,120.30		2,832.90

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AVALON ADVISORS, LLC
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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - EQUITY INCOME ACCOUNT
ACCOUNT #16H95842
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
06-17-2013	10-30-2013	579	COVANTA HOLDING CORP CMN	11,843.79		9,890.02	(1,953.77)	
08-12-2013	10-30-2013	245	COVANTA HOLDING CORP CMN	5,122.44		4,184.90	(937.54)	
09-18-2013	10-30-2013	166	COVANTA HOLDING CORP CMN	3,573.90		2,835.48	(738.42)	
04-24-2012	11-07-2013	303	CINEMARK HOLDINGS INC CMN	6,806.65		9,919.78		3,113.13
04-24-2012	11-08-2013	443	CINEMARK HOLDINGS INC CMN	9,951.64		14,249.07		4,297.43
04-24-2012	11-11-2013	42	CINEMARK HOLDINGS INC CMN	943.50		1,353.18		409.68
02-10-2011	11-21-2013	79	LOCKHEED MARTIN CORPORATION CMN	6,472.47		10,949.61		4,477.14
09-27-2011	11-21-2013	4	LOCKHEED MARTIN CORPORATION CMN	297.74		554.41		256.67
02-10-2011	12-12-2013	657	WEINGARTEN REALTY INVS (SBI) CMN	16,575.39		18,174.60		1,599.21
11-30-2011	12-12-2013	149	NATIONAL RETAIL PROPERTIES INC CMN	3,859.03		4,495.94		636.91
12-07-2011	12-12-2013	428	NATIONAL RETAIL PROPERTIES INC CMN	11,129.71		12,914.50		1,784.79
08-10-2012	12-12-2013	373	NATIONAL RETAIL PROPERTIES INC CMN	11,099.29		11,254.93		155.64
06-17-2013	12-12-2013	124	NATIONAL RETAIL PROPERTIES INC CMN	4,483.17		3,741.59	(741.58)	
06-17-2013	12-13-2013	103	NATIONAL RETAIL PROPERTIES INC CMN	3,723.92		3,107.06	(616.86)	
TOTAL GAINS						9,050.11	77,419.34	
TOTAL LOSSES						(6,002.14)	0.00	
TOTAL REALIZED GAIN/LOSS				421,617.67	0.00	\$02,084.98	3,047.97	77,419.34

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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - EQUITY BALANCED ACCOUNT
ACCOUNT #16H80163
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-30-2012	01-03-2013	479 KOHL'S CORP		25,430.92		20,243.19	(5,187.73)	
12-04-2012	01-03-2013	338 FAMILY DOLLAR STORES INC		23,890.52		19,080.21	(4,810.31)	
02-10-2012	01-08-2013	262 WHOLE FOODS MARKET INC CMN		21,422.79		22,911.26	1,488.47	
07-29-2011	01-10-2013	9 APPLE INC CMN		3,538.10		4,668.94		1,130.84
08-08-2011	01-10-2013	17 APPLE INC CMN		6,162.01		8,819.12		2,657.11
03-25-2011	01-10-2013	109 COCA-COLA COMPANY (THE) CMN		3,561.59		4,017.98		456.39
07-29-2011	01-10-2013	153 COCA-COLA COMPANY (THE) CMN		5,252.90		5,639.91		387.01
07-24-2012	01-17-2013	101 VERIZON COMMUNICATIONS INC CMN		4,424.35		4,262.35	(162.00)	
11-06-2012	01-17-2013	422 VERIZON COMMUNICATIONS INC CMN		18,741.10		17,809.01	(932.09)	
08-08-2011	01-25-2013	24 APPLE INC CMN		8,699.30		10,695.90		1,996.60
09-22-2011	01-25-2013	93 ABBVIE INC CMN		2,444.17		3,494.72		1,050.55
09-22-2011	01-25-2013	93 ABBOTT LABORATORIES CMN		2,253.91		3,047.19		793.28
09-29-2011	01-25-2013	36 ACTAVIS PLC CMN		2,552.74		3,026.61		473.87
09-10-2012	01-25-2013	121 AMERICAN INTL GROUP INC CMN		4,007.24		4,422.51		415.27
12-13-2012	01-25-2013	116 ALKERMES PLC CMN		2,185.56		2,543.40		357.84
09-10-2012	01-25-2013	49 AMGEN INC CMN		4,117.66		4,071.35	(46.31)	
12-07-2012	01-25-2013	37 ASHLAND INC CMN		2,820.44		3,188.53		368.09
09-11-2012	01-25-2013	627 BANK OF AMERICA CORP CMN		5,528.07		7,247.40		1,719.33
02-08-2012	01-25-2013	27 BIOGEN IDEC INC CMN		3,226.53		3,943.74		717.21
09-30-2011	01-25-2013	71 BALL CORPORATION CMN		2,237.24		3,301.19		1,063.95
01-11-2012	01-25-2013	65 BERKSHIRE HATHAWAY INC CLASS B		5,042.78		6,322.66		1,279.88

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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - EQUITY BALANCED ACCOUNT
ACCOUNT #16H80163
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
10-25-2012	01-25-2013	170	CITIGROUP INC CMN	6,367.01		7,271.08	904.07	
11-19-2010	01-25-2013	51	CATERPILLAR INC (DELAWARE) CMN	4,255.29		4,846.80		591.51
08-03-2010	01-25-2013	38	CHUBB CORP CMN	2,015.60		3,069.28		1,053.68
09-23-2011	01-25-2013	52	CELGENE CORPORATION CMN	3,246.69		5,180.38		1,933.69
09-12-2012	01-25-2013	143	CHICOS FAS INC COM	2,733.59		2,578.27	(155.32)	
11-08-2012	01-25-2013	60	CIGNA CORPORATION CMN	3,140.78		3,499.79		359.01
01-04-2013	01-25-2013	37	CONTINENTAL RESOURCES INC CMN	2,856.97		3,048.21		191.24
02-15-2012	01-25-2013	167	COMCAST CORPORATION CMN CLASS A VOTING	4,816.55		6,618.04		1,801.49
11-13-2012	01-25-2013	66	CAPITAL ONE FINANCIAL CORP CMN	3,815.68		3,714.54	(101.14)	
12-19-2012	01-25-2013	41	CONOCOPHILLIPS CMN	2,437.88		2,498.96		61.08
08-30-2012	01-25-2013	29	CANADIAN PACIFIC RAILWAY LTD C	2,392.81		3,241.70		848.89
12-21-2011	01-25-2013	239	CISCO SYSTEMS INC CMN	4,342.99		5,051.94		708.95
02-08-2012	01-25-2013	104	CVS CAREMARK CORPORATION CMN	4,565.87		5,383.88		818.01
10-08-2008	01-25-2013	23	CHEVRON CORPORATION CMN	1,639.07		2,664.41		1,025.34
10-16-2008	01-25-2013	40	CHEVRON CORPORATION CMN	2,456.34		4,633.77		2,177.43
02-16-2012	01-25-2013	165	D R. HORTON INC CMN	2,389.12		3,583.87		1,194.75
06-14-2012	01-25-2013	90	EBAY INC CMN	3,608.21		5,071.14		1,462.93
11-07-2012	01-25-2013	50	EASTMAN CHEM CO CMN	3,006.77		3,584.19		577.42
01-11-2012	01-25-2013	26	EOG RESOURCES INC CMN	2,705.98		3,251.35		545.37

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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - EQUITY BALANCED ACCOUNT
ACCOUNT #16H80163
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-22-2012	01-25-2013	66	EXPRESS SCRIPTS HOLDINGS CMN	4,009.20		3,568.96	(440.24)	
01-10-2013	01-25-2013	221	FORD MOTOR COMPANY CMN	3,047.26		3,015.19	(32.07)	
01-17-2013	01-25-2013	212	FIFTH THIRD BANCORP CMN	3,440.76		3,458.11	17.35	
12-05-2012	01-25-2013	78	FOOT LOCKER INC CMN	2,737.83		2,664.93	(72.90)	
01-30-2012	01-25-2013	269	GENERAL ELECTRIC CO CMN	5,063.04		5,970.57	907.53	
08-28-2012	01-25-2013	68	GILEAD SCIENCES CMN	3,934.12		5,386.98	1,452.86	
08-29-2012	01-25-2013	102	GENERAL MILLS INC CMN	4,047.62		4,252.30	204.68	
08-21-2012	01-25-2013	8	GOOGLE INC CMN CLASS A	5,325.03		6,041.26	716.23	
09-12-2012	01-25-2013	70	GAP INC CMN	2,489.78		2,340.76	(149.02)	
11-07-2012	01-25-2013	44	GOLDMAN SACHS GROUP INC (THE) CMN	5,290.51		6,359.09	1,068.58	
09-17-2012	01-25-2013	51	HCA HOLDINGS INC CMN	1,617.25		1,327.65	310.40	
09-21-2012	01-25-2013	29	HCA HOLDINGS INC CMN	947.84		1,096.12	148.28	
01-22-2009	01-25-2013	86	THE HOME DEPOT INC CMN	1,877.39		5,832.16	3,954.77	
11-15-2012	01-25-2013	44	HOLLYFRONTIER CORP CMN	1,845.59		2,070.74	225.15	
07-25-2012	01-25-2013	68	HONEYWELL INTL INC CMN	3,890.95		4,638.35	747.40	
12-06-2012	01-25-2013	173	HERTZ GLOBAL HOLDINGS INC CMN	2,770.59		3,127.53	356.94	
08-18-2011	01-25-2013	19	INTL BUSINESS MACHINES CORP CMN	3,070.21		3,889.55		819.34
11-06-2012	01-25-2013	98	INTEL CORPORATION CMN	2,144.01		2,052.23		(91.78)

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THE HILLCREST FOUNDATION - EQUITY BALANCED ACCOUNT
ACCOUNT #16H80163
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
12-20-2012	01-25-2013	82	INTERNATIONAL PAPER CO CMN	3,249.75		3,476.29	226.54	
08-28-2012	01-25-2013	68	ILLINOIS TOOL WORKS CMN	4,040.72		4,413.20	372.48	
05-19-2008	01-25-2013	73	JOHNSON & JOHNSON CMN	4,860.34		5,384.73		524.39
10-08-2008	01-25-2013	34	JOHNSON & JOHNSON CMN	2,118.40		2,507.95		389.55
06-03-2009	01-25-2013	123	JPMORGAN CHASE & CO CMN	4,245.19		5,780.88		1,535.69
11-28-2012	01-25-2013	88	CARMAX INC CMN	3,121.71		3,484.61	362.90	
07-29-2011	01-25-2013	85	COCA-COLA COMPANY (THE) CMN	2,918.28		3,140.34		222.06
11-08-2012	01-25-2013	128	KROGER COMPANY CMN	3,158.25		3,558.44	400.19	
12-11-2012	01-25-2013	62	LYONDELLBASELL INDUSTRIES N V CMN CLASS A	3,358.72		3,869.69	510.97	
10-04-2012	01-25-2013	10	MASTERCARD INCORPORATED CMN CLASS A	4,730.93		5,194.88	463.95	
12-20-2012	01-25-2013	156	MONDELEZ INTERNATIONAL INC CMN	4,060.68		4,323.85	263.17	
01-12-2012	01-25-2013	46	MONSANTO COMPANY CMN	3,715.94		4,751.81		1,035.87
03-31-2011	01-25-2013	92	MERCK & CO INC CMN	3,054.58		3,982.65		928.07
11-16-2010	01-25-2013	134	MICROSOFT CORPORATION CMN	3,460.31		3,731.32		271.01
11-12-2012	01-25-2013	56	MOTOROLA SOLUTIONS INC CMN	2,996.02		3,284.45	288.43	
12-14-2012	01-25-2013	96	MAXIM INTEGRATED PRODUCTS INC	2,856.70		3,039.60	182.90	
11-07-2012	01-25-2013	123	MYLAN INC CMN	3,144.96		3,497.29	352.33	

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AVALON ADVISORS LLC
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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - EQUITY BALANCED ACCOUNT
ACCOUNT #16H80163
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
02-08-2012	01-25-2013	60	NATIONAL OILWELL VARCO INC COMMON STOCK	4,930.45		4,442.83	(487.62)	
11-08-2012	01-25-2013	175	NEWS CORP CL A	4,317.60		4,750.83	433.23	
01-04-2013	01-25-2013	88	OASIS PETROLEUM INC CMN	2,912.18		3,153.29	241.11	
07-13-2012	01-25-2013	253	ORACLE CORPORATION CMN	7,449.61		8,929.74	1,480.13	
07-29-2011	01-25-2013	52	PEPSICO INC CMN	3,328.61		3,764.29	435.68	
11-04-2010	01-25-2013	271	PFIZER INC CMN	4,708.68		7,279.50	2,570.82	
10-25-2012	01-25-2013	85	PROCTER & GAMBLE COMPANY (THE) CMN	5,971.05		6,190.14	219.09	
12-20-2012	01-25-2013	101	PIER 1 IMPORTS INC (DELAWARE)	2,059.25		2,229.39	170.14	
11-12-2012	01-25-2013	64	PERKINELMER INC CMN	1,948.12		2,275.16	327.04	
10-16-2008	01-25-2013	38	PHILIP MORRIS INTL INC CMN	1,642.66		3,394.05	1,751.39	
11-07-2012	01-25-2013	76	PHILLIPS 66 CMN	3,769.71		4,304.05	534.34	
01-13-2011	01-25-2013	79	QUALCOMM INC CMN	4,097.67		5,012.57	914.90	
07-25-2012	01-25-2013	564	REGIONS FINANCIAL CORPORATION CMN	3,879.30		4,319.97	440.67	
11-15-2012	01-25-2013	79	STARBUCKS CORP CMN	3,841.60		4,496.75	655.15	
08-22-2012	01-25-2013	119	SUNTRUST BANKS INC \$1 00 PAR CMN	2,997.07		3,482.88	485.81	
07-24-2012	01-25-2013	107	AT&T INC CMN	3,703.77		3,631.59	(72.18)	
07-13-2012	01-25-2013	75	TARGET CORPORATION CMN	4,599.54		4,614.06	14.52	
11-14-2012	01-25-2013	84	TIJX COMPANIES INC (NEW) CMN	3,526.56		3,790.97	264.41	
11-28-2012	01-25-2013	57	THERMO FISHER SCIENTIFIC INC CMN	3,547.38		4,045.06	497.68	
11-28-2012	01-25-2013	50	TRIMBLE NAVIGATION LTD CMN	2,741.70		3,184.58	442.88	

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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - EQUITY BALANCED ACCOUNT
ACCOUNT #16H80163
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
01-09-2012	01-25-2013	39	UNION PACIFIC CORP CMN	4,260.92		5,262.25		1,001.33
07-29-2011	01-25-2013	147	U.S. BANCORP CMN	3,858.81		4,867.19		1,008.38
10-21-2008	01-25-2013	25	UNITED TECHNOLOGIES CORP CMN	1,281.27		2,243.02		961.75
07-28-2011	01-25-2013	35	VISA INC CMN CLASS A	3,096.65		5,579.31		2,482.66
08-22-2012	01-25-2013	104	VALERO ENERGY CORPORATION CMN	3,063.32		3,952.20	888.88	
12-13-2012	01-25-2013	48	VALEANT PHARMACEUTICALS INT'L C	2,820.46		3,134.55		314.09
12-19-2012	01-25-2013	115	WALGREEN CO CMN	4,335.04		4,557.83	222.79	
01-13-2012	01-25-2013	208	WELLS FARGO & CO (NEW) CMN	6,038.84		7,291.53		1,252.69
12-12-2012	01-25-2013	37	WESTLAKE CHEMICAL CORPORATION CMN	2,854.65		3,246.68		392.03
10-24-2008	01-25-2013	35	WAL MART STORES INC CMN	1,788.98		2,418.82		629.84
08-30-2012	01-25-2013	122	WEYERHAEUSER COMPANY CMN	3,029.56		3,770.92	741.36	
09-05-2008	01-25-2013	136	EXXON MOBIL CORPORATION CMN	10,330.99		12,427.98		2,096.99
11-07-2012	01-25-2013	195	YAHOO INC CMN	3,405.54		3,963.89		558.35
11-08-2012	01-25-2013	55	YUN BRANDS INC COM	3,993.58		3,567.17		(366.41)
11-08-2012	01-30-2013	386	YUN BRANDS INC COM	27,606.56		24,475.40		(3,131.16)
09-12-2012	01-30-2013	547	CHICOS FAS INC COM	10,456.45		9,610.02		(846.43)
11-07-2012	01-30-2013	459	CHICOS FAS INC COM	8,907.45		8,063.99		(843.46)
06-14-2012	05-06-2013	374	EBAY INC CMN	14,994.11		20,262.98		5,268.87
08-22-2012	05-06-2013	253	EBAY INC CMN	12,049.40		13,707.31		1,657.91
11-12-2012	05-07-2013	451	PERKINELMER INC CMN	13,728.12		13,954.61		226.49
11-28-2012	05-07-2013	704	TRIMBLE NAVIGATION LTD CMN	19,301.53		19,594.34		292.81
08-22-2012	05-13-2013	0	CST BRANDS INC CMN	5.10		6.93		1.83



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ACCOUNT #16H80163
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Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
11-08-2012	06-28-2013	0	NEWS CORPORATION CMN SERIES CLASS A	2 93		3 84	0 91	
08-08-2011	07-23-2013	29	APPLE INC CMN	10,511 66		12,255 39		1,743 73
10-04-2011	07-23-2013	2	APPLE INC CMN	727 95		845 20		117 25
09-22-2011	07-23-2013	121	ABBVIE INC CMN	3,180 05		5,364 58		2,184 53
09-22-2011	07-23-2013	121	ABBOTT LABORATORIES CMN	2,932 51		4,438 64		1,506 13
09-29-2011	07-23-2013	47	ACTAVIS PLC CMN	3,332 74		5,946 57		2,613 83
09-10-2012	07-23-2013	108	AMERICAN INTL GROUP INC CMN	3,576 71		5,041 72	1,465 01	
09-11-2012	07-23-2013	49	AMERICAN INTL GROUP INC CMN	1,601 09		2,287 44		686 35
12-13-2012	07-23-2013	139	ALKERMES PLC CMN	2,618 90		4,073 02	1,454 12	
09-10-2012	07-23-2013	63	AMGEN INC CMN	5,294 13		6,739 83	1,445 70	
12-07-2012	07-23-2013	48	ASHLAND INC CMN	3,658 95		4,235 67	576 72	
09-11-2012	07-23-2013	793	BANK OF AMERICA CORP CMN	6,991 64		11,838 01	4,846 37	
02-08-2012	07-23-2013	35	BIOGEN IDEC INC CMN	4,182 54		7,871 76		3,689 22
09-30-2011	07-23-2013	92	BALL CORPORATION CMN	2,898 97		4,198 46		1,299 49
01-11-2012	07-23-2013	76	BERKSHIRE HATHAWAY INC CLASS B	5,896 17		8,996 75		3,100 58
10-25-2012	07-23-2013	218	CITIGROUP INC CMN	8,164 75		11,515 91	3,351 16	
11-19-2010	07-23-2013	66	CATERPILLAR INC (DELAWARE) CMN	5,506 84		5,633 04		126 20
08-03-2010	07-23-2013	50	CHUBB CORP CMN	2,652 11		4,347 21		1,695 10
09-23-2011	07-23-2013	67	CELGENE CORPORATION CMN	4,183 23		9,109 44		4,926 21
11-08-2012	07-23-2013	77	CIGNA CORPORATION CMN	4,030 67		6,016 75	1,986 08	
01-04-2013	07-23-2013	49	CONTINENTAL RESOURCES INC CMN	3,783 55		4,648 64	865 09	

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ACCOUNT #16H80163
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
02-15-2012	07-23-2013	215	COMCAST CORPORATION CMN CLASS A VOTING	6,200.94		9,692.12		3,491.18
11-13-2012	07-23-2013	88	CAPITAL ONE FINANCIAL CORP CMN	5,087.58		6,077.26	989.68	
12-19-2012	07-23-2013	53	CONOCOPHILLIPS CMN	3,151.41		3,500.89	349.48	
08-30-2012	07-23-2013	37	CANADIAN PACIFIC RAILWAY LTD C	3,052.89		4,710.95	1,658.06	
12-21-2011	07-23-2013	313	CISCO SYSTEMS INC CMN	5,687.68		8,020.67		2,332.99
08-22-2012	07-23-2013	15	CST BRANDS INC CMN	344.22		486.65	142.43	
02-08-2012	07-23-2013	136	CVS CAREMARK CORPORATION CMN	5,970.75		8,424.70		2,453.95
10-16-2008	07-23-2013	79	CHEVRON CORPORATION CMN	4,851.28		10,067.43		5,216.15
12-18-2008	07-23-2013	2	CHEVRON CORPORATION CMN	146.11		254.87		108.76
02-16-2012	07-23-2013	212	D R. HORTON INC CMN	3,069.65		4,575.37		1,505.72
11-07-2012	07-23-2013	66	EASTMAN CHEM CO CMN	3,968.93		5,007.33	1,038.40	
01-11-2012	07-23-2013	33	EOG RESOURCES INC CMN	3,434.51		4,902.04		1,467.53
08-22-2012	07-23-2013	86	EXPRESS SCRIPTS HOLDINGS CMN	5,224.10		5,772.97	548.87	
01-10-2013	07-23-2013	294	FORD MOTOR COMPANY CMN	4,053.82		4,983.24	929.42	
01-17-2013	07-23-2013	271	FIFTH THIRD BANCORP CMN	4,398.33		5,254.98	856.65	
12-05-2012	07-23-2013	104	FOOT LOCKER INC CMN	3,650.44		3,793.15	142.71	
11-08-2012	07-23-2013	227	TWENTY-FIRST CENTURY FOX INC CMN CLASS	4,935.22		6,978.95	2,043.73	
01-30-2012	07-23-2013	349	GENERAL ELECTRIC CO CMN	6,568.77		8,606.22		2,037.45

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ACCOUNT #16H80163
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							Short Term	Long Term
08-28-2012	07-23-2013	177	GILEAD SCIENCES CMN	5,120.14		10,528.70	5,408.56	
08-29-2012	07-23-2013	132	GENERAL MILLS INC CMN	5,238.09		6,801.10	1,563.01	
08-21-2012	07-23-2013	7	GOOGLE INC CMN CLASS A	4,659.40		6,327.60	1,668.20	
08-29-2012	07-23-2013	4	GOOGLE INC CMN CLASS A	2,746.43		3,615.77	869.34	
09-12-2012	07-23-2013	91	GAP INC CMN	3,236.72		4,078.02	841.30	
11-07-2012	07-23-2013	53	GOLDMAN SACHS GROUP INC (THE) CMN	6,372.66		8,803.25	2,430.59	
09-21-2012	07-23-2013	106	HCA HOLDINGS INC CMN	3,464.50		4,135.49	670.99	
01-22-2009	07-23-2013	112	THE HOME DEPOT INC CMN	2,444.97		8,981.88		6,536.91
11-15-2012	07-23-2013	59	HOLLYFRONTIER CORP CMN	2,474.77		2,576.10	101.33	
07-25-2012	07-23-2013	87	HONEYWELL INTL INC CMN	4,978.12		7,250.33	2,272.21	
12-06-2012	07-23-2013	226	HERTZ GLOBAL HOLDINGS INC CMN	3,619.39		6,198.60	2,579.21	
08-18-2011	07-23-2013	18	INTL BUSINESS MACHINES CORP CMN	2,908.62		3,528.07		619.45
10-04-2011	07-23-2013	6	INTL BUSINESS MACHINES CORP CMN	1,026.13		1,176.02		149.89
11-06-2012	07-23-2013	125	INTEL CORPORATION CMN	2,734.71		2,858.18	123.47	
12-20-2012	07-23-2013	107	INTERNATIONAL PAPER CO CMN	4,240.53		5,028.72	788.19	
08-28-2012	07-23-2013	87	ILLINOIS TOOL WORKS CMN	5,169.74		6,201.24	1,031.50	
10-08-2008	07-23-2013	87	JOHNSON & JOHNSON CMN	5,420.60		8,040.79		2,620.19
10-16-2008	07-23-2013	26	JOHNSON & JOHNSON CMN	1,648.33		2,402.99		754.66

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							Short Term	Long Term
12-18-2008	07-23-2013	13	JOHNSON & JOHNSON CMN	765.63		1,201.50		435.87
10-04-2011	07-23-2013	14	JOHNSON & JOHNSON CMN	855.59		1,293.92		438.33
06-03-2009	07-23-2013	165	JPMORGAN CHASE & CO CMN	5,694.76		9,346.15		3,651.39
11-28-2012	07-23-2013	117	CARMAX INC CMN	4,150.46		5,623.96	1,473.50	
07-29-2011	07-23-2013	109	COCA-COLA COMPANY (THE) CMN	3,742.26		4,461.80		719.54
11-08-2012	07-23-2013	165	KROGER COMPANY CMN	4,071.18		6,412.86	2,341.68	
12-11-2012	07-23-2013	83	LYONDELLBASELL INDUSTRIES N V CMN CLASS A	4,496.35		5,644.85	1,148.50	
10-04-2012	07-23-2013	12	MASTERCARD INCORPORATED CMN CLASS A	5,677.11		7,215.79	1,538.68	
12-20-2012	07-23-2013	203	MONDELEZ INTERNATIONAL INC CMN	5,284.09		6,302.29	1,018.20	
01-12-2012	07-23-2013	60	MONSANTO COMPANY CMN	4,846.88		6,234.31		1,387.43
03-31-2011	07-23-2013	121	MERCK & CO INC CMN	4,017.44		5,807.84		1,790.40
11-16-2010	07-23-2013	173	MICROSOFT CORPORATION CMN	4,467.41		5,507.37		1,039.96
11-12-2012	07-23-2013	76	MOTOROLA SOLUTIONS INC CMN	4,066.02		4,586.63	520.61	
12-14-2012	07-23-2013	122	MAXIM INTEGRATED PRODUCTS INC	3,630.39		3,372.41	(257.98)	
11-07-2012	07-23-2013	159	MYLAN INC CMN	4,065.44		5,135.86	1,070.42	
02-08-2012	07-23-2013	77	NATIONAL OILWELL VARCO INC COMMON STOCK	6,327.41		5,599.69		(727.72)
11-08-2012	07-23-2013	57	NEWS CORPORATION CMN SERIES CLASS A	668.25		898.16	229.91	

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AVALON ADVISORS, LLC
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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - EQUITY BALANCED ACCOUNT
ACCOUNT #16H80163
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
01-04-2013	07-23-2013	113	OASIS PETROLEUM INC CMN	3,739.51		4,726.42	986.91	
07-13-2012	07-23-2013	328	ORACLE CORPORATION CMN	9,657.99		10,510.81		852.82
07-29-2011	07-23-2013	68	PEPSICO INC CMN	4,352.80		5,862.05		1,509.25
11-04-2010	07-23-2013	342	PFIZER INC CMN	5,942.32		10,065.57		4,123.25
10-04-2011	07-23-2013	7	PFIZER INC CMN	120.31		206.02		85.71
10-25-2012	07-23-2013	111	PROCTER & GAMBLE COMPANY (THE) CMN	7,797.48		8,974.78	1,177.30	
12-20-2012	07-23-2013	130	PIER 1 IMPORTS INC (DELAWARE)	2,650.52		3,017.26		366.74
10-16-2008	07-23-2013	44	PHILIP MORRIS INTL INC CMN	1,902.02		3,909.64		2,007.62
12-18-2008	07-23-2013	5	PHILIP MORRIS INTL INC CMN	209.63		444.28		234.65
11-07-2012	07-23-2013	100	PHILLIPS 66 CMN	4,960.14		5,952.18	992.04	
01-13-2011	07-23-2013	102	QUALCOMM INC CMN	5,290.67		6,366.30		1,075.63
07-25-2012	07-23-2013	730	REGIONS FINANCIAL CORPORATION CMN	5,021.09		7,527.63	2,506.54	
11-15-2012	07-23-2013	102	STARBUCKS CORP CMN	4,960.04		6,905.17	1,945.13	
08-22-2012	07-23-2013	155	SUNTRUST BANKS INC \$1.00 PAR CMN	3,903.75		5,440.46	1,536.71	
07-24-2012	07-23-2013	138	AT&T INC CMN	4,776.83		4,931.99	155.16	
07-13-2012	07-23-2013	82	TARGET CORPORATION CMN	5,028.83		6,002.58		973.75
11-14-2012	07-23-2013	108	TJX COMPANIES INC (NEW) CMN	4,534.15		5,618.61	1,084.46	
11-28-2012	07-23-2013	75	THERMO FISHER SCIENTIFIC INC CMN	4,667.60		6,742.87	2,075.27	
01-09-2012	07-23-2013	50	UNION PACIFIC CORP CMN	5,462.72		8,102.75		2,640.03
07-29-2011	07-23-2013	190	U.S. BANCORP CMN	4,987.58		7,140.31		2,152.73
10-21-2008	07-23-2013	32	UNITED TECHNOLOGIES CORP CMN	1,640.02		3,375.67		1,735.65

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AVALON ADVISORS, LLC
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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - EQUITY BALANCED ACCOUNT
ACCOUNT #16H80163
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
07-28-2011	07-23-2013	46	VISA INC CMN CLASS A	4,069.89		8,731.76		4,661.87
08-22-2012	07-23-2013	137	VALERO ENERGY CORPORATION CMN	3,686.01		4,821.39	1,135.38	
12-13-2012	07-23-2013	62	VALEANT PHARMACEUTICALS INTL C	3,643.10		5,637.23	1,994.13	
12-19-2012	07-23-2013	140	WALGREEN CO CMN (NEW) CMN	5,277.44		7,151.92	1,874.48	
01-13-2012	07-23-2013	257	WELLS FARGO & CO CMN	7,461.46		11,436.33		3,974.87
12-12-2012	07-23-2013	48	WESTLAKE CHEMICAL CORPORATION CMN	3,703.33		4,818.78	1,115.45	
10-24-2008	07-23-2013	46	WAL MART STORES INC CMN	2,351.23		3,607.01		1,255.78
08-30-2012	07-23-2013	157	WEYERHAEUSER COMPANY CMN	3,898.70		4,608.00	709.30	
09-05-2008	07-23-2013	7	EXXON MOBIL CORPORATION CMN	531.74		667.02		135.28
10-08-2008	07-23-2013	88	EXXON MOBIL CORPORATION CMN	6,568.60		8,385.40		1,816.80
10-16-2008	07-23-2013	82	EXXON MOBIL CORPORATION CMN	5,466.57		7,813.67		2,347.10
11-07-2012	07-23-2013	251	YAHOO INC CMN	4,383.54		6,871.51	2,487.97	
11-19-2010	07-25-2013	226	CATERPILLAR INC (DELAWARE) CMN	18,856.76		18,406.41		(450.35)
10-04-2011	07-25-2013	64	CATERPILLAR INC (DELAWARE) CMN	4,445.43		5,212.43		767.00
11-12-2012	07-25-2013	336	MOTOROLA SOLUTIONS INC CMN	17,976.10		18,340.74	364.64	
12-14-2012	07-25-2013	541	MAXIM INTEGRATED PRODUCTS INC	16,098.70		14,758.00		(1,340.70)
07-13-2012	07-25-2013	263	ORACLE CORPORATION CMN	7,744.06		8,422.80		678.74
12-14-2012	07-25-2013	457	ORACLE CORPORATION CMN	14,633.46		14,635.81		2.35

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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - EQUITY BALANCED ACCOUNT
ACCOUNT #16H80163
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
12-19-2012	07-25-2013	33	ORACLE CORPORATION CMN	1,121.39		1,056.85	(64.54)	
01-12-2012	08-01-2013	262	MONSANTO COMPANY CMN	21,164.73		25,703.09		4,538.36
08-30-2012	08-01-2013	695	WEYERHAEUSER COMPANY CMN	17,258.59		19,656.14	2,397.55	
07-13-2012	08-05-2013	360	TARGET CORPORATION CMN	22,077.79		25,713.99		3,636.20
08-03-2010	08-05-2013	170	CHUBB CORP CMN	9,017.17		14,625.26		5,608.09
10-04-2011	08-05-2013	47	CHUBB CORP CMN	2,698.56		4,043.45		1,344.89
12-05-2012	08-08-2013	454	FOOT LOCKER INC CMN	15,935.58		16,233.17	297.59	
12-20-2012	08-08-2013	252	PIER 1 IMPORTS INC (DELAWARE)	5,137.93		5,865.05	727.12	
12-21-2012	08-08-2013	319	PIER 1 IMPORTS INC (DELAWARE)	6,475.42		7,424.40	948.98	
09-30-2011	08-08-2013	37	BALL CORPORATION CMN	1,165.89		1,655.97		490.08
10-04-2011	08-08-2013	41	BALL CORPORATION CMN	1,251.65		1,835.00		583.35
07-25-2012	08-08-2013	327	BALL CORPORATION CMN	13,262.73		14,635.21		1,372.48
07-28-2011	08-09-2013	94	VISA INC CMN CLASS A	8,316.72		16,922.66		8,605.94
01-22-2009	08-09-2013	211	THE HOME DEPOT INC CMN	4,606.15		16,662.19		12,056.04
08-28-2012	08-12-2013	163	GILEAD SCIENCES CMN	4,715.16		9,525.50	4,810.34	
09-23-2011	08-12-2013	37	CELGENE CORPORATION CMN	2,310.14		5,184.41		2,874.27
10-04-2011	08-12-2013	40	CELGENE CORPORATION CMN	2,400.90		5,604.77		3,203.87
02-08-2012	08-12-2013	155	BIOGEN IDEC INC CMN	18,522.66		31,711.36		13,188.70
02-16-2012	08-16-2013	577	D.R. HORTON INC CMN	8,354.67		11,236.82		2,882.15
07-17-2012	08-16-2013	357	D.R. HORTON INC CMN	6,643.23		6,952.42		309.19
08-30-2012	08-16-2013	165	CANADIAN PACIFIC RAILWAY LTD C	13,614.25		20,021.90	6,407.65	



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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - EQUITY BALANCED ACCOUNT
ACCOUNT #16H80163
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
09-29-2011	10-01-2013	208	ACTAVIS PLC CMN	14,749.14		29,952.00		15,202.86
09-12-2012	10-11-2013	399	GAP INC CMN	14,191.75		14,593.65		401.90
12-13-2012	10-31-2013	275	VALEANT PHARMACEUTICALS INT'L C	16,158.89		28,629.50	12,470.61	
12-06-2012	11-07-2013	1,000	HERTZ GLOBAL HOLDINGS INC CMN	16,015.00		21,281.13	5,266.13	
08-22-2012	11-08-2013	12	CST BRANDS INC CMN	283.03		395.20		112.17
08-28-2012	11-08-2013	55	CST BRANDS INC CMN	1,324.31		1,751.69		427.38
11-08-2012	11-08-2013	250	NEWS CORPORATION CMN SERIES CLASS A	2,930.94		4,366.14	1,435.20	
01-10-2013	11-08-2013	1,296	FORD MOTOR COMPANY CMN	17,869.89		21,718.51	3,848.62	
10-08-2013	11-08-2013	362	FORD MOTOR COMPANY CMN	5,985.63		6,066.43	80.80	
10-11-2013	11-08-2013	322	FORD MOTOR COMPANY CMN	5,479.89		5,396.11	(83.78)	
11-28-2012	11-08-2013	514	CARMAX INC CMN	18,233.64		24,400.96	6,167.32	
TOTAL GAINS							162,070.19	215,739.09
TOTAL LOSSES							(19,675.18)	(1,178.08)
TOTAL REALIZED GAIN/LOSS		356,956.04		1,389,624.20	0.00	1,746,580.24	142,395.02	214,561.02

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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H80164
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-18-2003	01-15-2013	89	FHLMC PC GOLD GUAR 20 5 500% Due 07-01-23	88 83	0 00	88 83		0 00
08-25-2003	01-15-2013	1	FHLMC PC GUAR ADJ 30YR 2 391% Due 12-01-32	1 39	0 00	1 29		(0 10)
12-27-2012	01-15-2013	1	FHLMC PC GUAR ADJ 30YR 2 391% Due 12-01-32	0 69	0 00	0 65		(0 04)
06-22-2011	01-15-2013	1,300	FHLMC REMIC TRUST 3864 2 000% Due 08-15-18	1,320 62	0 00	1,300 35		(20 27)
06-21-2011	01-15-2013	1,517	FHLMC REMIC TRUST 3864 3 500% Due 05-15-26	1,577 70	0 00	1,517 48		(60 22)
04-17-2012	01-15-2013	1,710	FHLMC REMIC SERIES 4011 4 000% Due 12-15-41	1,816 06	0 00	1,710 49		(105 57)
07-08-2009	01-15-2013	660	FHLMC REMIC SERIES 2777 5 000% Due 04-15-15	692 11	0 00	659 94		(32 17)
05-03-2010	01-25-2013	942	FNMA REMIC TRUST 2003-74 4 500% Due 08-25-18	980 91	0 00	942 19		(38 72)
03-14-2012	01-25-2013	1,929	FNMA REMIC TRUST 2010-54 3 000% Due 04-25-40	1,970 41	0 00	1,928 82		(41 59)
06-04-2012	01-25-2013	1,583	FNMA PASS-THRU INT 20 YEAR 3 500% Due 11-01-31	1,675 76	0 00	1,583 01		(92 75)
05-08-2012	01-25-2013	938	FNMA PASS-THRU INT 20 YEAR 3 500% Due 05-01-32	990 13	0 00	938 23		(51 90)

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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H80164
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-18-2003	02-15-2013	88 FHLMC PC GUAR 20 5 500% Due 07-01-23	GOLD	88.38	0.00	88.38		0.00
08-25-2003	02-15-2013	27 FHLMC PC ADJ 30YR 2 391% Due 12-01-32	GUAR	28.98	0.00	27.03		(1.95)
12-27-2012	02-15-2013	13 FHLMC PC ADJ 30YR 2 391% Due 12-01-32	GUAR	14.35	0.00	13.47		(0.88)
06-22-2011	02-15-2013	1,301 FHLMC REMIC TRUST 3864 2 000% Due 08-15-18		1,320.88	0.00	1,300.61		(20.27)
06-21-2011	02-15-2013	1,495 FHLMC REMIC TRUST 3864 3 500% Due 05-15-26		1,553.90	0.00	1,494.58		(59.32)
04-17-2012	02-15-2013	1,948 FHLMC REMIC SERIES 4011 4 000% Due 12-15-41		2,068.67	0.00	1,948.42		(120.25)
07-08-2009	02-15-2013	663 FHLMC REMIC SERIES 2777 5 000% Due 04-15-15		695.01	0.00	662.70		(32.31)
05-03-2010	02-25-2013	825 FNMA REMIC TRUST 2003-74 4 500% Due 08-25-18		858.40	0.00	824.52		(33.88)
03-14-2012	02-25-2013	1,227 FNMA REMIC TRUST 2010-54 3 000% Due 04-25-40		1,253.42	0.00	1,226.96		(26.46)
06-04-2012	02-25-2013	1,238 FNMA PASS-THRU INT 20 YEAR 3 500% Due 11-01-31		1,310.11	0.00	1,237.59		(72.52)
05-08-2012	02-25-2013	921 FNMA PASS-THRU INT 20 YEAR 3 500% Due 05-01-32		972.30	0.00	921.34		(50.96)

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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H80164
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
03-14-2012	03-12-2013	50,000	FNMA REMIC TRUST 2011-129 4 000% Due 05-25-29	52,750.00	0.00	51,656.25	(1,093.75)	
04-17-2012	03-12-2013	33,312	FHLMC REMIC SERIES 4011 4 000% Due 12-15-41	35,368.40	0.00	34,624.08	(744.32)	
08-18-2003	03-15-2013	90	FHLMC PC GOLD GUAR 20 5 500% Due 07-01-23	89.55	0.00	89.55		0.00
08-25-2003	03-15-2013	2	FHLMC PC GUAR ADJ 30YR 2 391% Due 12-01-32	2.06	0.00	1.92		(0.14)
12-27-2012	03-15-2013	1	FHLMC PC GUAR ADJ 30YR 2 391% Due 12-01-32	1.02	0.00	0.96		(0.06)
06-22-2011	03-15-2013	1,135	FHLMC REMIC TRUST 3864 2 000% Due 08-15-18	1,152.58	0.00	1,134.89		(17.69)
06-21-2011	03-15-2013	1,364	FHLMC REMIC TRUST 3864 3 500% Due 05-15-26	1,417.83	0.00	1,363.71		(54.12)
07-08-2009	03-15-2013	665	FHLMC REMIC SERIES 2777 5 000% Due 04-15-15	697.90	0.00	665.46		(32.44)
04-17-2012	03-15-2013	1,653	FHLMC REMIC SERIES 4011 4 000% Due 12-15-41	1,754.98	0.00	1,652.96		(102.02)
02-12-2013	03-20-2013	24,155	GNMA REMIC TRUST 2012-56 3 500% Due 06-20-40	24,214.93	0.00	24,154.54		(60.39)
05-03-2010	03-25-2013	592	FNMA REMIC TRUST 2003-74 4 500% Due 08-25-18	616.68	0.00	592.34		(24.34)

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AVALON ADVISORS, LLC
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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H80164
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
02-08-2013	03-25-2013	1,457	FNMA REMIC TRUST 2011-48 2 000% Due 06-25-26	1,550.39	0.00	1,456.62	(93.77)	
03-14-2012	03-25-2013	2,144	FNMA REMIC TRUST 2010-54 3 000% Due 04-25-40	2,190.54	0.00	2,144.30		(46.24)
06-04-2012	03-25-2013	947	FNMA PASS-THRU INT 20 YEAR 3 500% Due 11-01-31	1,002.77	0.00	947.27	(55.50)	
05-08-2012	03-25-2013	905	FNMA PASS-THRU INT 20 YEAR 3 500% Due 05-01-32	954.70	0.00	904.66	(50.04)	
05-19-2009	04-08-2013	75,000	FEDERAL FARM CR BKS GLOBAL 2 200% Due 04-08-13	75,166.50	(166.50)	75,000.00		0.00
07-14-2011	04-11-2013	30,000	NEW YORK ST DORM AUTH ST PERS 1 128% Due 03-15-14	30,000.00	0.00	30,114.00		114.00
03-09-2011	04-11-2013	70,000	TEXAS A & M UNIV REVS FING SYS 5 000% Due 05-15-17	75,992.70	(5,734.62)	70,182.00		(76.08)
12-20-2010	04-11-2013	100,000	BALTIMORE CNTY MD PUB IMP'T 3 875% Due 11-01-16	105,433.00	(2,029.70)	110,424.00		7,020.70
03-11-2010	04-11-2013	50,000	HAMILTON CNTY TENN GO BDS 4 000% Due 03-01-17	51,527.00	(630.30)	55,848.50		4,951.80
03-25-2013	04-12-2013	65,000	UNITED STATES TREAS NTS 2 375% Due 02-28-15	67,650.78	(67.52)	67,600.00		16.74
08-18-2003	04-15-2013	90	FHLMC PC GOLD GUAR 20 5 500% Due 07-01-23	90.16	0.00	90.16		0.00

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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H80164
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-25-2003	04-15-2013	2	FHLMC PC GUAR ADJ 30YR 2 391% Due 12-01-32	1 90	0 00	1 77		(0 13)
12-27-2012	04-15-2013	1	FHLMC PC GUAR ADJ 30YR 2 391% Due 12-01-32	0 94	0 00	0 88		(0 06)
06-22-2011	04-15-2013	1,164	FHLMC REMIC TRUST 3864 2 000% Due 08-15-18	1,182 32	0 00	1,164 18		(18 14)
06-21-2011	04-15-2013	1,250	FHLMC REMIC TRUST 3864 3 500% Due 05-15-26	1,299 58	0 00	1,249 97		(49 61)
07-08-2009	04-15-2013	668	FHLMC REMIC SERIES 2777 5 000% Due 04-15-15	700 81	0 00	668 23		(32 58)
02-12-2013	04-22-2013	27,798	GNMA REMIC TRUST 2012-56 3 500% Due 06-20-40	27,867 03	0 00	27,797 54		(69 49)
03-20-2013	04-25-2013	552	FNMA REMIC TRUST 2013-14 1 750% Due 03-25-43	557 25	0 00	552 33		(4 92)
05-03-2010	04-25-2013	695	FNMA REMIC TRUST 2003-74 4 500% Due 08-25-18	723 80	0 00	695 23		(28 57)
02-08-2013	04-25-2013	2,942	FNMA REMIC TRUST 2011-48 2 000% Due 06-25-26	3,131 76	0 00	2,942 35		(189 41)
03-14-2012	04-25-2013	2,144	FNMA REMIC TRUST 2010-54 3 000% Due 04-25-40	2,189 84	0 00	2,143 62		(46 22)
03-26-2013	04-25-2013	1,590	FNMA PASS-THRU INT 15 YEAR 3 500% Due 03-01-26	1,700 47	0 00	1,590 15		(110 32)

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AVALON ADVISORS, LLC
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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H80164
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
06-04-2012	04-25-2013	855	FNMA PASS-THRU INT 20 YEAR 3.500% Due 11-01-31	904.81	0.00	854.73	(50.08)	
05-08-2012	04-25-2013	767	FNMA PASS-THRU INT 20 YEAR 3.500% Due 05-01-32	809.02	0.00	766.62	(42.40)	
08-18-2003	05-15-2013	90	FHLMC PC GOLD GUAR 20 5.500% Due 07-01-23	90.42	0.00	90.42		0.00
08-25-2003	05-15-2013	2	FHLMC PC GUAR ADJ 30YR 2.391% Due 12-01-32	1.85	0.00	1.73		(0.12)
12-27-2012	05-15-2013	1	FHLMC PC GUAR ADJ 30YR 2.391% Due 12-01-32	0.92	0.00	0.86		(0.06)
06-22-2011	05-15-2013	1,091	FHLMC REMIC TRUST 3864 2.000% Due 08-15-18	1,108.21	0.00	1,091.20		(17.01)
06-21-2011	05-15-2013	820	FHLMC REMIC TRUST 3864 3.500% Due 05-15-26	852.45	0.00	819.91		(32.54)
03-20-2013	05-15-2013	6,159	FHLMC REMIC SERIES 4173 2.500% Due 07-15-42	6,174.84	0.00	6,159.44		(15.40)
07-08-2009	05-15-2013	671	FHLMC REMIC SERIES 2777 5.000% Due 04-15-15	703.72	0.00	671.01		(32.71)
03-20-2013	05-28-2013	570	FNMA REMIC TRUST 2013-14 1.750% Due 03-25-43	575.40	0.00	570.32		(5.08)
05-03-2010	05-28-2013	674	FNMA REMIC TRUST 2003-74 4.500% Due 08-25-18	701.27	0.00	673.59		(27.68)

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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H80164
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
02-08-2013	05-28-2013	2,600	FNMA REMIC TRUST 2011-48 2.000% Due 06-25-26	2,767.12	0.00	2,599.76	(167.36)	
03-14-2012	05-28-2013	1,280	FNMA REMIC TRUST 2010-54 3.000% Due 04-25-40	1,307.84	0.00	1,280.23		(27.61)
03-26-2013	05-28-2013	1,412	FNMA PASS-THRU INT 15 YEAR 3.500% Due 03-01-26	1,510.36	0.00	1,412.38	(97.98)	
06-04-2012	05-28-2013	1,081	FNMA PASS-THRU INT 20 YEAR 3.500% Due 11-01-31	1,144.31	0.00	1,080.97	(63.34)	
05-08-2012	05-28-2013	735	FNMA PASS-THRU INT 20 YEAR 3.500% Due 05-01-32	775.90	0.00	735.23		(40.67)
07-08-2009	06-17-2013	674	FHLMC REMIC SERIES 2777 5.000% Due 04-15-15	706.66	0.00	673.81		(32.85)
08-18-2003	06-17-2013	91	FHLMC PC GOLD GUAR 20 5.500% Due 07-01-23	91.05	0.00	91.05		0.00
08-25-2003	06-17-2013	2	FHLMC PC GUAR ADJ 30YR 2.391% Due 12-01-32	2.07	0.00	1.93		(0.14)
12-27-2012	06-17-2013	1	FHLMC PC GUAR ADJ 30YR 2.391% Due 12-01-32	1.02	0.00	0.96		(0.06)
06-22-2011	06-17-2013	1,029	FHLMC REMIC TRUST 3864 2.000% Due 08-15-18	1,045.45	0.00	1,029.41		(16.04)
06-21-2011	06-17-2013	996	FHLMC REMIC TRUST 3864 3.500% Due 05-15-26	1,035.23	0.00	995.71		(39.52)

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AVALON ADVISORS LLC
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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H80164
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
03-20-2013	06-17-2013	4,640	FHLMC REMIC SERIES 4173 2 500% Due 07-15-42	4,651.23	0.00	4,639.63	(11.60)	
11-06-2009	06-17-2013	75,000	COLUMBUS OHIO TAXABLE L 3 260% Due 07-01-15	75,342.75	(212.06)	75,000.00		(130.69)
03-20-2013	06-25-2013	588	FNMA REMIC TRUST 2013-14 1 750% Due 03-25-43	593.18	0.00	587.94	(5.24)	
05-03-2010	06-25-2013	811	FNMA REMIC TRUST 2003-74 4 500% Due 08-25-18	843.84	0.00	810.53		(33.31)
02-08-2013	06-25-2013	2,200	FNMA REMIC TRUST 2011-48 2 000% Due 06-25-26	2,341.62	0.00	2,200.00	(141.62)	
03-14-2012	06-25-2013	2,107	FNMA REMIC TRUST 2010-54 3 000% Due 04-25-40	2,152.78	0.00	2,107.34		(45.44)
03-26-2013	06-25-2013	2,122	FNMA PASS-THRU INT 15 YEAR 3 500% Due 03-01-26	2,269.36	0.00	2,122.14	(147.22)	
06-04-2012	06-25-2013	1,020	FNMA PASS-THRU INT 20 YEAR 3 500% Due 11-01-31	1,080.00	0.00	1,020.22		(59.78)
05-08-2012	06-25-2013	836	FNMA PASS-THRU INT 20 YEAR 3 500% Due 05-01-32	882.56	0.00	836.30		(46.26)
08-18-2003	07-15-2013	91	FHLMC PC GOLD GUAR 20 5 500% Due 07-01-23	91.27	0.00	91.27		0.00
08-25-2003	07-15-2013	11	FHLMC PC GUAR ADJ 30YR 2 391% Due 12-01-32	11.47	0.00	10.70		(0.77)

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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H80164
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
12-27-2012	07-15-2013	5	FHLMC PC GUAR ADJ 30YR 2 391% Due 12-01-32	5 68	0 00	5 33	(0 35)	
06-22-2011	07-15-2013	1,041	FHLMC REMIC TRUST 3864 2 000% Due 08-15-18	1,057 45	0 00	1,041 22		(16 23)
06-21-2011	07-15-2013	899	FHLMC REMIC TRUST 3864 3 500% Due 05-15-26	934 64	0 00	898 96		(35 68)
03-20-2013	07-15-2013	6,464	FHLMC REMIC SERIES 4173 2 500% Due 07-15-42	6,480 28	0 00	6,464 12		(16 16)
07-08-2009	07-15-2013	677	FHLMC REMIC SERIES 2777 5 000% Due 04-15-15	709 61	0 00	676 62		(32 99)
03-20-2013	07-25-2013	605	FNMA REMIC TRUST 2013-14 1 750% Due 03-25-43	610 57	0 00	605 18		(5 39)
05-03-2010	07-25-2013	658	FNMA REMIC TRUST 2003-74 4 500% Due 08-25-18	685 06	0 00	658 02		(27 04)
02-08-2013	07-25-2013	1,442	FNMA REMIC TRUST 2011-48 2 000% Due 06-25-26	1,534 82	0 00	1,441 99		(92 83)
03-14-2012	07-25-2013	1,335	FNMA REMIC TRUST 2010-54 3 000% Due 04-25-40	1,363 36	0 00	1,334 58		(28 78)
03-26-2013	07-25-2013	1,188	FNMA PASS-THRU INT 15 YEAR 3 500% Due 03-01-26	1,270 30	0 00	1,187 89		(82 41)
06-04-2012	07-25-2013	849	FNMA PASS-THRU INT 20 YEAR 3 500% Due 11-01-31	898 93	0 00	849 17		(49 76)

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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H80164
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-08-2012	07-25-2013	726	FNMA PASS-THRU INT 20 YEAR 3.500% Due 05-01-32	765.88	0.00	725.74		(40.14)
08-23-2006	08-07-2013	40,000	FEDERAL NATL MTG ASSN MTN 5.240% Due 08-07-18	38,740.00	630.86	40,000.00		629.14
08-18-2003	08-15-2013	2,742	FHLMC PC GOLD GUAR 20 5.500% Due 07-01-23	2,741.61	0.00	2,741.61		0.00
08-25-2003	08-15-2013	29	FHLMC PC GUAR ADJ 30YR 2.391% Due 12-01-32	30.57	0.00	28.51		(2.06)
12-27-2012	08-15-2013	14	FHLMC PC GUAR ADJ 30YR 2.391% Due 12-01-32	15.14	0.00	14.21		(0.93)
06-22-2011	08-15-2013	909	FHLMC REMIC TRUST 3864 2.000% Due 08-15-18	923.28	0.00	909.11		(14.17)
06-21-2011	08-15-2013	636	FHLMC REMIC TRUST 3864 3.500% Due 05-15-26	661.17	0.00	635.93		(25.24)
03-20-2013	08-15-2013	1,738	FHLMC REMIC SERIES 4173 2.500% Due 07-15-42	1,742.47	0.00	1,738.12		(4.35)
07-08-2009	08-15-2013	2,550	FHLMC REMIC SERIES 2777 5.000% Due 04-15-15	2,673.86	0.00	2,549.57		(124.29)
04-03-2013	08-15-2013	100,000	DUNCANVILLE TEX INDEPT SCH DIST 1.000% Due 08-15-13	100,189.00	(189.00)	100,000.00		0.00
03-20-2013	08-26-2013	622	FNMA REMIC TRUST 2013-14 1.750% Due 03-25-43	627.56	0.00	622.02		(5.54)

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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H80164
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-03-2010	08-26-2013	535	FNMA REMIC TRUST 2003-74 4.500% Due 08-25-18	556.61	0.00	534.64		(21.97)
02-08-2013	08-26-2013	1,236	FNMA REMIC TRUST 2011-48 2.000% Due 06-25-26	1,315.34	0.00	1,235.79		(79.55)
03-14-2012	08-26-2013	1,526	FNMA REMIC TRUST 2010-54 3.000% Due 04-25-40	1,558.62	0.00	1,525.72		(32.90)
03-26-2013	08-26-2013	1,347	FNMA PASS-THRU INT 15 YEAR 3.500% Due 03-01-26	1,440.53	0.00	1,347.08		(93.45)
06-04-2012	08-26-2013	650	FNMA PASS-THRU INT 20 YEAR 3.500% Due 11-01-31	687.82	0.00	649.75		(38.07)
05-08-2012	08-26-2013	604	FNMA PASS-THRU INT 20 YEAR 3.500% Due 05-01-32	637.26	0.00	603.86		(33.40)
08-18-2003	09-16-2013	75	FHLMC PC GOLD GUAR 20 5.500% Due 07-01-23	75.09	0.00	75.09		0.00
08-25-2003	09-16-2013	2	FHLMC PC GUAR ADJ 30YR 2.391% Due 12-01-32	1.84	0.00	1.72		(0.12)
12-27-2012	09-16-2013	1	FHLMC PC GUAR ADJ 30YR 2.391% Due 12-01-32	0.91	0.00	0.85		(0.06)
06-22-2011	09-16-2013	820	FHLMC REMIC TRUST 3864 2.000% Due 08-15-18	833.06	0.00	820.28		(12.78)
06-21-2011	09-16-2013	460	FHLMC REMIC TRUST 3864 3.500% Due 05-15-26	477.75	0.00	459.51		(18.24)



AVALON ADVISORS, LLC
2929 ALLEN PARKWAY SUITE 300
HOUSTON, TEXAS 77019
PH 713-238-2051

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H80164
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
03-20-2013	09-16-2013	710	FHLMC REMIC SERIES 4173 2 500% Due 07-15-42	711.79	0.00	710.01	(1.78)	
07-08-2009	09-16-2013	6,018	FHLMC REMIC SERIES 2777 5 000% Due 04-15-15	6,311.04	0.00	6,017.68		(293.36)
03-20-2013	09-25-2013	638	FNMA REMIC TRUST 2013-14 1 750% Due 03-25-43	644.14	0.00	638.45	(5.69)	
08-07-2013	09-25-2013	2,772	FNMA PASS-THRU INT 15 YEAR 4 000% Due 02-01-26	2,954.67	0.00	2,772.10	(182.57)	
05-03-2010	09-25-2013	445	FNMA REMIC TRUST 2003-74 4 500% Due 08-25-18	463.13	0.00	444.85		(18.28)
02-08-2013	09-25-2013	1,495	FNMA REMIC TRUST 2011-48 2 000% Due 06-25-26	1,591.09	0.00	1,494.86	(96.23)	
03-14-2012	09-25-2013	1,412	FNMA REMIC TRUST 2010-54 3 000% Due 04-25-40	1,442.56	0.00	1,412.11		(30.45)
03-26-2013	09-25-2013	891	FNMA PASS-THRU INT 15 YEAR 3 500% Due 03-01-26	953.18	0.00	891.34	(61.84)	
06-04-2012	09-25-2013	437	FNMA PASS-THRU INT 20 YEAR 3 500% Due 11-01-31	462.09	0.00	436.51		(25.58)
05-08-2012	09-25-2013	431	FNMA PASS-THRU INT 20 YEAR 3 500% Due 05-01-32	454.61	0.00	430.78		(23.83)
08-18-2003	10-15-2013	748	FHLMC PC GOLD GUAR 20 5 500% Due 07-01-23	748.16	0.00	748.16		0.00

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AVALON ADVISORS, LLC
2929 ALLEN PARKWAY SUITE 300
HOUSTON, TEXAS 77019
PH. 713-238-2051

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H80164
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-25-2003	10-15-2013	2	FHLMC PC GUAR ADJ 30YR 2.391% Due 12-01-32	175	0.00	164		(0.11)
12-27-2012	10-15-2013	1	FHLMC PC GUAR ADJ 30YR 2.391% Due 12-01-32	087	0.00	081		(0.06)
06-22-2011	10-15-2013	807	FHLMC REMIC TRUST 3864 2.000% Due 08-15-18	819.60	0.00	807.02		(12.58)
06-21-2011	10-15-2013	313	FHLMC REMIC TRUST 3864 3.500% Due 05-15-26	325.02	0.00	312.61		(12.41)
03-20-2013	10-15-2013	1,347	FHLMC REMIC SERIES 4173 2.500% Due 07-15-42	1,350.04	0.00	1,346.67		(3.37)
07-08-2009	10-15-2013	6,150	FHLMC REMIC SERIES 2777 5.000% Due 04-15-15	6,449.66	0.00	6,149.85		(299.81)
08-07-2013	10-25-2013	847	FNMA PASS-THRU INT 15 YEAR 4.000% Due 02-01-26	902.90	0.00	847.11		(55.79)
05-03-2010	10-25-2013	432	FNMA REMIC TRUST 2003-74 4.500% Due 08-25-18	449.55	0.00	431.81		(17.74)
02-08-2013	10-25-2013	374	FNMA REMIC TRUST 2011-48 2.000% Due 06-25-26	397.63	0.00	373.58		(24.05)
03-14-2012	10-25-2013	722	FNMA REMIC TRUST 2010-54 3.000% Due 04-25-40	737.30	0.00	721.74		(15.56)
03-26-2013	10-25-2013	703	FNMA PASS-THRU INT 15 YEAR 3.500% Due 03-01-26	752.18	0.00	703.38		(48.80)

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AVALON ADVISORS, LLC
2929 ALLEN PARKWAY SUITE 5000
HOUSTON, TEXAS 77013
PH 713-234-2053

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H80164
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
06-04-2012	10-25-2013	364	FNMA PASS-THRU INT 20 YEAR 3.500% Due 11-01-31	385.34	0.00	364.01		(21.33)
05-08-2012	10-25-2013	494	FNMA PASS-THRU INT 20 YEAR 3.500% Due 05-01-32	521.66	0.00	494.32		(27.34)
03-20-2013	10-25-2013	654	FNMA REMIC TRUST 2013-14 1.750% Due 03-25-43	660.30	0.00	654.47	(5.83)	
08-18-2003	11-15-2013	72	FHLMC PC GOLD GUAR 20 5.500% Due 07-01-23	71.63	0.00	71.63		0.00
08-25-2003	11-15-2013	2	FHLMC PC GUAR ADJ 30YR 2.391% Due 12-01-32	1.85	0.00	1.72	(0.13)	
12-27-2012	11-15-2013	1	FHLMC PC GUAR ADJ 30YR 2.391% Due 12-01-32	0.91	0.00	0.86	(0.05)	
06-22-2011	11-15-2013	802	FHLMC REMIC TRUST 3864 2.000% Due 08-15-18	814.47	0.00	801.97		(12.50)
06-21-2011	11-15-2013	323	FHLMC REMIC TRUST 3864 3.500% Due 05-15-26	335.56	0.00	322.75		(12.81)
03-20-2013	11-15-2013	392	FHLMC REMIC SERIES 4173 2.500% Due 07-15-42	393.21	0.00	392.23	(0.98)	
03-26-2013	11-25-2013	1,033	FNMA PASS-THRU INT 15 YEAR 3.500% Due 03-01-26	1,104.46	0.00	1,032.81	(71.65)	
06-04-2012	11-25-2013	324	FNMA PASS-THRU INT 20 YEAR 3.500% Due 11-01-31	343.17	0.00	324.18		(18.99)

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AVALON ADVISORS, LLC
2929 ALLEN PARKWAY SUITE 3000
HOUSTON, TEXAS 77019
PH: 713-234-2052

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H80164
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-08-2012	11-25-2013	355	FNMA PASS-THRU INT 20 YEAR 3.500% Due 05-01-32	374.99	0.00	355.34		(19.65)
08-07-2013	11-25-2013	935	FNMA PASS-THRU INT 15 YEAR 4.000% Due 02-01-26	996.47	0.00	934.90	(61.57)	
05-03-2010	11-25-2013	533	FNMA REMIC TRUST 2003-74 4.500% Due 08-25-18	555.40	0.00	533.48		(21.92)
02-08-2013	11-25-2013	303	FNMA REMIC TRUST 2011-48 2.000% Due 06-25-26	322.22	0.00	302.73	(19.49)	
03-14-2012	11-25-2013	1,577	FNMA REMIC TRUST 2010-54 3.000% Due 04-25-40	1,611.35	0.00	1,577.34		(34.01)
03-20-2013	11-25-2013	434	FNMA REMIC TRUST 2013-14 1.750% Due 03-25-43	437.93	0.00	434.06	(3.87)	
08-18-2003	12-16-2013	72	FHLMC PC GOLD GUAR 20 5.500% Due 07-01-23	71.82	0.00	71.82		0.00
08-25-2003	12-16-2013	2	FHLMC PC GUAR ADJ 30YR 2.391% Due 12-01-32	2.11	0.00	1.97		(0.14)
12-27-2012	12-16-2013	1	FHLMC PC GUAR ADJ 30YR 2.391% Due 12-01-32	1.05	0.00	0.98	(0.07)	
06-22-2011	12-16-2013	615	FHLMC REMIC TRUST 3864 2.000% Due 08-15-18	625.09	0.00	615.50		(9.59)
06-21-2011	12-16-2013	282	FHLMC REMIC TRUST 3864 3.500% Due 05-15-26	293.46	0.00	282.26		(11.20)

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AVALON ADVISORS, LLC
2929 ALLEN PARKWAY SUITE 300
HOUSTON, TEXAS 77013
PH 713-238-2053

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE HILLCREST FOUNDATION - FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H80164
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
03-20-2013	12-16-2013	305	FHLMC REMIC SERIES 4173 2.500% Due 07-15-42	306.20	0.00	305.44	(0.76)	
03-20-2013	12-26-2013	476	FNMA REMIC TRUST 2013-14 1.750% Due 03-25-43	480.68	0.00	476.44	(4.24)	
08-07-2013	12-26-2013	1,915	FNMA PASS-THRU INT 15 YEAR 4.000% Due 02-01-26	2,041.11	0.00	1,914.99	(126.12)	
05-03-2010	12-26-2013	209	FNMA REMIC TRUST 2003-74 4.500% Due 08-25-18	217.54	0.00	208.95		(8.59)
02-08-2013	12-26-2013	544	FNMA REMIC TRUST 2011-48 2.000% Due 06-25-26	579.39	0.00	544.35		(35.04)
03-26-2013	12-26-2013	707	FNMA PASS-THRU INT 15 YEAR 3.500% Due 03-01-26	755.74	0.00	706.71		(49.03)
06-04-2012	12-26-2013	365	FNMA PASS-THRU INT 20 YEAR 3.500% Due 11-01-31	386.40	0.00	365.01		(21.39)
05-08-2012	12-26-2013	332	FNMA PASS-THRU INT 20 YEAR 3.500% Due 05-01-32	349.90	0.00	331.56		(18.34)
03-14-2012	12-26-2013	545	FNMA REMIC TRUST 2010-54 3.000% Due 04-25-40	556.80	0.00	545.05		(11.75)
TOTAL GAINS						16.74		12,715.64
TOTAL LOSSES						(5,124.31)		(2,861.88)
TOTAL REALIZED GAIN/LOSS				919,596.38	(8,398.84)	915,943.73	(5,107.57)	9,853.76
4,746.19								

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FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AVALON 16H80163	49350.	0.	49350.
AVALON 16H80164	55755.	0.	55755.
AVALON 16H95842	81193.	0.	81193.
TOTAL TO FM 990-PF, PART I, LN 4	186298.	0.	186298.

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WORLD UNION FLORIDA, LLC	-421736.	-421736.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-421736.	-421736.	

FORM 990-PF

LEGAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	939.	939.		0.
TO FM 990-PF, PG 1, LN 16A	939.	939.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP	2425.	2425.		0.
TO FORM 990-PF, PG 1, LN 16B	2425.	2425.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	55543.	55543.		0.
TO FORM 990-PF, PG 1, LN 16C	55543.	55543.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	7320.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7320.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	121.	121.		0.
BANK FEES	26.	26.		0.
STORAGE	756.	756.		0.
BOND AMORTIZATION	8399.	0.		0.
TO FORM 990-PF, PG 1, LN 23	9302.	903.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BROKERAGE ACCOUNTS	5808069.	7241440.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5808069.	7241440.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	COST	453240.	453240.
TOTAL TO FORM 990-PF, PART II, LINE 13		453240.	453240.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT	
DR. DAVID MOUTON 5634 CANDLEWOOD HOUSTON, TX 77056	DIRECTOR 0.00	0.	0.	0.
WILLIAM PANILL 3709 PIPING ROCK HOUSTON, TX 77027	DIRECTOR 0.00	0.	0.	0.
KELLY REED 72 LA JOLLA CIRCLE MONTGOMERY, TX 77356	DIRECTOR 0.00	0.	0.	0.
ELIZABETH GIMMLER 1572 CHAPPARAL MONTGOMERY, TX 77356	DIRECTOR 0.00	0.	0.	0.
DIANE KEIR 12 THUNDER HOLLOW PLACE THE WOODLANDS, TX 77381	DIRECTOR 0.00	0.	0.	0.
DAVID MYERS 4024 OAKMEADOW PLANO, TX 75093	DIRECTOR 0.00	0.	0.	0.
RENEE J. KELLY 42 THUNDER COVE PLACE THE WOODLANDS, TX 77381	DIRECTOR/ACCOUNTING 3.00	12000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		12000.	0.	0.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box X

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only □

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions. THE HILLCREST FOUNDATION	Employer identification number (EIN) or 31-1501699
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions P.O. BOX 132961	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. THE WOODLANDS, TX 77393	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

RENEE J. KELLY

• The books are in the care of ► **42 THUNDER COVE PLACE THE WOODLANDS, TEXAS - 77381**
Telephone No. ► **281-684-2511** Fax No. ► □

• If the organization does not have an office or place of business in the United States, check this box □

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► □ If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► calendar year **2013** or
► tax year beginning , and ending .

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE HILLCREST FOUNDATION	Employer identification number (EIN) or 31-1501699
	Number, street, and room or suite no. If a P O box, see instructions P. O. BOX 132961	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. THE WOODLANDS, TX 77393	

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

0 4

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

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

RENEE J. KELLY

- The books are in the care of ► **42 THUNDER COVE PLACE THE WOODLANDS, TEXAS - 77381**

Telephone No. ► **281-684-2511** Fax No ► _____

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**.

5 For calendar year **2013**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return

Change in accounting period

7 State in detail why you need the extension

INFORMATION NEEDED FROM THIRD PARTIES HAS NOT BEEN RECEIVED; THUS, A COMPLETE AND ACCURATE RETURN CAN NOT BE FILED.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► *Renée Kelly* Title ► **CPA** Date ► **8/12/14**

Form 8868 (Rev. 1-2014)

Certified Mail 7013 1710 0000 4625 8861

2013 Donations

Memorial Sloan Kettering Cancer Center P.O. Box 27377 New York, NY 10087-7377	\$	34,100.00
Susan G. Komen for the Cure 5005 LBJ Freeway, Suite 250 Dallas, TX 75244	\$	7,343.00
Minnie's Food Pantry 3198 W. Parker Road, Suite 3124 Plano, TX 75075	\$	10,000.00
Soldier's to Summits c/o No Barriers, USA 420 S. Howes, Suite B300 Fort Collins, CO 80521	\$	3,000.00
Children's Medical Center of Dallas 2777 Stemmons Freeway, Suite 1025 Dallas, TX 75207-2230	\$	7,500.00
Beta Upsilon Chi (Religious Fraternity) 741 Kentucky Derby Ln Fort Worth, TX 76179	\$	1,000.00
Presbyterian Children's Homes & Services 4407 Bee Cave Road, Suite 520 Austin, TX 74747	\$	14,000.00
ALS Association, North Dallas Chapter 1231 Greenway Drive, Suite 295 Irving, TX 75038	\$	1,000.00

Wounded Warrior Project P.O. Box 758541 Topeka, Kansas 66675-8541	\$	6,000.00
Cenacle Retreat House 420 N. Kirkwood Road Houston, Texas 77079	\$	2,000.00
Montgomery County Food Bank 111 South Second Street Conroe, TX 77301	\$	5,000.00
Celebration Church P.O. Box 132971 The Woodlands, TX 77393	\$	6,000.00
Star of Hope Mission Dept NO76 P.O. Box 1505 Houston, TX 77251-1505	\$	7,300.00
KSBJ Educational Foundation 1722 Treble Drive Humble, TX 77338	\$	2,000.00
Focus on the Family P.O. Box 219382 Kansas City, MO 64121	\$	3,000.00
Unlocking the King's Treasure 6206 Fawnwood Drive Spring, TX 77389	\$	2,500.00

Manresa P.O. Box 89 Convent, LA 70723-0089	\$	2,000.00
Pregnancy Help Center, Inc. 1450 E. Summity Circle Katy, TX 77449	\$	4,000.00
William Dillon Ministries P.O. Box 1459 Bluefield, WV 24701	\$	4,043.00
Red River Fighter Pilots Assocation P.O. Box 1553 Front Royal, VA 22630-0033	\$	1,500.00
The Patrick C. Walsh Prostate Brady Urological Institute 100 N. Charles Street Baltimore, Maryland 21201	\$	13,500.00
Houston Audubon Society 440 Wilchester Boulevard Houston, TX 77079	\$	1,500.00
Gulf Coast Bird Observatory Inc. 103 West Highway 332 Lake Jackson, TX 77566	\$	2,500.00
St. Vincent DePaul Society Sacred Heart Church 119 N. Frazier Street Conroe, TX 77301	\$	3,000.00

Galveston Bay Area Chapter of Master Naturalists Texas AgriLife Extension Service Office 4102 - B Main (FM 519), Carbide Park La Marque, TX 77568	\$	2,500.00
The University of Texas M D Anderson Cancer Center P.O. Box 4486 Houston, TX 77210	\$	13,500.00
Galveston Bay Foundation 17330 Highway 3 Webster, TX 77598	\$	3,000.00
American Red Cross Tour du Rouge 210 Spring Hill Dr Spring, TX 77386	\$	4,186.00
Faith in Montgomery County P.O. Box 445 Conroe, TX 77305	\$	17,843.00
Laura Bush Institute for Women's Health 1400 Wallace Blvd Amarillo, TX 79106	\$	15,000.00
Rotary Club of Conroe Foundation P.O. Box 1293 Conroe, TX 77305	\$	1,000.00
Montgomery United Methodist Church P.O. Box 1330 Montgomery, TX 77356	\$	10,000.00

Memorial Private High School Attn: Harry Camp 14333 Fern Drive Houston, TX 77079	\$	3,000.00
KIPP Sharpstown Attn: Karima Wilson, Principal 8440 Westpark Houston, Texas 77063	\$	3,000.00
St Thomas High School Capital Fund 4500 Memorial Drive Houston, TX 77007	\$	3,000.00
St. Pius X High School Attn: Sister Donna 811 W. Donovan Houston, TX 77091	\$	10,000.00
Trichotillomania Learning Center 207 McPherson Street, Suite H Santa Cruz, CA 95060-5863	\$	7,500.00
Houston Livestock Show and Rodeo Attn: Jennifer Hazelton P.O. Box 20070 Houston, TX 77225-0070 832-667-1000	\$	7,343.00
Chinquapin Preparatory School Attn: Bridget Anderson 2615 Wallisville Road Highlands, TX 77562	\$	5,000.00

Kelsey Research Foundation \$ 5,000.00
5615 Kirby, Suite 660
Houston, TX 77005

Interfaith of the Woodlands \$ 5,000.00
4242 Woodrush Drive
The Woodlands, TX 77381

Disabled Sports USA Inc \$ 5,000.00
Kirk M Bauer, JD
451 Hungerford Drive, Suite 100
Rockville, MD 20850

Texas New Community Alliance \$ 5,000.00
New Danville
P.O. Box 7181
The Woodlands, TX 77387

Montgomery County Women's Center \$ 5,000.00
Attn: Sarah Raleigh, Exec Director
P.O. Box 8669
The Woodlands, TX 77387

Child Advocates of Montgomery County \$ 2,500.00
412 West Phillips, Suite 107
Conroe, TX 77301

Memorial Hermann Foundation \$ 12,500.00
Attn: Gayle Kinnie
929 Gessner, Suite 2650
Houston, TX 77024

Montgomery County Youth Services \$ 5,000.00
Attn: Gregory K Feede
1600 Lake Front Circle
The Woodlands, TX 77380

Beyond Batten Disease Foundation \$ 2,500.00
Will Herndon Fund for Juvenile Disease Research
P.O. Box 200998
Austin, TX 78720

Radio Station KUHA 91.7 \$ 2,500.00
University of Houston, Licensee
P.O. Box 4878
Houston, TX 77210-4878

Ars Lyrica Houston \$ 5,000.00
Attn: Van Richard Viebig, Treasurer
401 West Alabama
Houston, TX 77006

Richmond Battlefields \$ 2,500.00
P.O. Box 13945
Richmond, VA 23225

Central Virginia Battlefields Trust \$ 2,500.00
Jerry Brent, Executive Director
P.O. Box 3417
Fredericksburg, Virginia 22401

The Confederate Memorial Literary Society \$ 5,000.00
Attn: O. T. Crowther, Vice President
1201 E. Clay Street
Richmond, Virginia 23219

The Fort Delaware Society \$ 2,500.00
John L. Whitehead, Treasurer
P.O. Box 553
Delaware City, Delaware 19706

The Jeb Stuart Birthplace Trust Brian Jessup, Treasurer P.O. Box 1210 Stuart, VA 24171-1210	\$	2,000.00
James Dick Foundation P.O. Box 89 Round Top, TX 78954-0089	\$	2,500.00
Civil War Preservation Trust 1156 15th St. N.W., Suite 900 Washington, D. C. 20005	\$	2,500.00
Friends of the Texas Historical Comm. Texas Historical Commission P.O. Box 13497 Austin, TX 78701	\$	2,500.00
J S Bach Society Dr. Douglas Koch, President 2353 Rice Boulevard Houston, TX 77005	\$	2,500.00
SNAP Houston Wellness Clinic 1801 Durham Drive, Suite 1 Houston, TX 77007	\$	842.00
Admiral Nimitz Foundation National Museum of the Pacific War 340 E. Main Street Fredericksburg, TX 78624	\$	2,500.00
Piping Rock Singers, Inc. Anne C. Leek, Treasurer 3223 Milburn Street Houston, TX 77021-1128	\$	3,500.00

Rice University \$ 5,000.00
Ira & Patricia Gruber Research Fund
E2168899800052160
Resource Development - MS83
P.O. Box 1892
Houston, TX 77251-1892

Total 2013 Contributions to Charity \$ 341,000.00