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SCANNED APR 11

Form **990-PF** 

### INTERNAL REVENUE SERVICE

# EXTENSION GRANTED TO APRIL 15, Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

nterr	al Rev	venue Service Inform	ation ab		m 990-PF and its separate	instructions i	s at www.i/s		Open to Public Inspection
For	calen	dar year 2014 or tax year beginnin	19	JUN	1, 2014	, and er	nding	MAY 31, 201	.5
Nar	ne of	foundation						A Employer identificat	ion number
Н	IL	LCREST FOUNDATIO	N						
		US TRUST, BANK		MER	ICA, N.A.			75-600756	55
		nd street (or P O box number if mail is not		_			Room/suite	B Telephone number	
	C:	·			·			800-357-7	1001
-		own, state or province, country, and		oreign p	ostal code			C If exemption application	s pending, check here
		<u>LAS, TX 75283-1</u>	041					1	
G C	heck	all that apply: Initial ret	turn		Initial return of a fo	ormer public c	harity	D 1 Foreign organizati	ons, check here
		Final retu	ırn		Amended return			0 -	
		Address	change		Name change			2 Foreign organizations check here and attack	meeting the 85% test, computation
H (	heck			'c)(3) ex	empt private foundation				
Ë	_	ction 4947(a)(1) nonexempt charita		· <u>`</u>	Other taxable private founda	ation		E If private foundation under section 507(b)	
<u> </u>								]	
		rket value of all assets at end of yea	ır j A		ng method: X Cash	Accri	uai	I .	a 60-month termination
		Part II, col. (c), line 16)		L Ot	her (specify)			under section 507(b)	(1)(B), check here
▶					mn (d) must be on cash l	basis )		ļ	
Pa	<u>irt l</u>	Analysis of Revenue and Expens (The total of amounts in columns (b), (c),	es	av aat	(a) Revenue and	(b) Net in	vestment	(c) Adjusted net	(d) Disbursements for charitable purposes
		necessarily equal the amounts in column	n (a) )	ay 1101	expenses per books	inco	me	income	(cash basis only)
	1	Contributions, gifts, grants, etc., re	ceived					N/A	
	•	Check X If the foundation is not requir		Sch B				1,755	
		Interest on savings and temporary cash investments	ou to bluen	JUI D					
	3				2 114 650	2 00	0 457		CM3 MEMENT 1
	4	Dividends and interest from securit	ties		3,114,650.	3,09	8,457.		STATEMENT 1
	5a	Gross rents							
	b	Net rental income or (loss)							RECEIVED
a)	6a	Net gain or (loss) from sale of assets not	on line 10		7,019,138.				
ž	Ь	Gross sales, price for all 32,62	9,34	18.				88	8
Revenue	7	Capital gain net income (from Part IV, line	•			7.01	9,138.		APR 07 2016 191
Re	8	Net short-term capital gain	-,				<u>, ,                                  </u>		APR 0 7 2016   8
							-	<del> </del>	
	9	Income modifications Gross sales less returns						<del>                                     </del>	
	10a	and allowances						<u></u>	
	l	Less Cost of goods sold				<u> </u>			
	C	Gross profit or (loss)							
	11	Other income			291,286.		1,286.		STATEMENT 2
	12	Total Add lines 1 through 11			10,425,074.	10,40	8,881.		
	13	Compensation of officers, directors, trust	tees. etc		371,545.		2,927.		148,618.
	14	Other employee salaries and wages	•						
	1	Pension plans, employee benefits	•				<del></del>		
ģ			mam	2	12,528.		0.	<del>                                     </del>	12 520
ış	l		TMT						12,528.
ğ		_	TMT		54,875.		0.		54,875.
Щ	C	Other professional fees	TMT	5	521,925.	50	1,609.	ļ <u>-</u>	20,316.
<u>×</u>	17	Interest							
rat	18	Taxes S	TMT	6	130,277.	5	5,277.		0.
ist	19	Depreciation and depletion							
Ė	20	Occupancy							
₫	21	Travel, conferences, and meetings			3,166.		1,900.		1,266.
and Administrative Expenses	1				3,100.		_ , , , , , , ,		1,200.
a		Printing and publications	ımser-	7	414 020	•	0 746	<del></del>	202 202
ing	1	·	TMT	7	414,038.		0,746.	<del> </del>	393,292.
Ť	24	Total operating and administrativ				<u>-</u> -			
ğ		expenses. Add lines 13 through 23	3		1,508,354.	80	<u>2,459.</u>		630,895.
O	25	Contributions, gifts, grants paid			5,565,472.				5,565,472.
	26	Total expenses and disbursement	ts.						
		Add lines 24 and 25			7,073,826.	80	2,459.		6,196,367.
	27	Subtract line 26 from line 12:							
	1	Excess of revenue over expenses and dis	nhuraa	,te	3,351,248.				
	Ι.			ns	3,331,240.	9 60	6,422.		
	l	Net investment income (if negative,				7,00	0,444.		<del> </del>
	<u>L C</u>	Adjusted net income (if negative, ent	ter -0-)					N/A	

423501 11-24-14 LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2014)

OMB No 1545-0052

HILLCREST FOUNDATION

Cash - non-mirrors bearing   Cash - Cash	For	m <u>9</u> 9	O-RF (2014) C/O US TRUST, BANK OF A		75-	6007565 Page 2
Coal-no-nateral bearing   Coal-nateral bea	Б	2rt		Beginning of year		
2 Sewings and femporary cash investments 3 Accounts sectionable ► Less: allowance for doubtful accounts ► 4 Products receivable ► 6 Grainst receivable 5 Grainst receivable 6 Receivable due from officers, directors, trustees, and other disqualified persons 7 duer class trainstrustrustrustrustrustrustrustrustrustru	드	air	column should be for end-of-year amounts only			
Security in the process of control to the		1	Cash - non-interest-bearing	3,134,553.	4,691,340.	4,691,340.
Periodic recordable   Less: allowance for doubtful accounts   Less: allowance for do			• •			
Prioriges receivable   Less situores for doubtful accounts		3				
Executables due from officers, directors, trustees, and other of squalitidity persons 6 Receivables due from officers, directors, trustees, and other of squalitidity persons 7 Outer-desidual removals 8 Inventioners for sale or use 8 Inventioners for sale or use 9 Investments - Comprate bonds 11 Investments - Comprate bonds 12 Investments - Comprate bonds 13 Investments - Comprate bonds 13 Investments - comprate bonds 13 Investments - comprate bonds 14 Land, buildings, and equipment, basis but as xorousing organism 15 Other assets (describe but the structure of the sale of th						<del></del>
S Grants receive blue of more officers, directors, trustees, and other decignation depends on the released blus more officers, fursities, and other decignation of control of the released blus more of the class of the released blus more of the class of		4				
February 1   February 1   February 2   Fe						<del></del>
a disqualified persons 7 Other rest and loar in secrets Lass: allowance for doubtful accounts ▶ 10 Investments: - Output accounts ▶ 20 Prepared depress and deferred charges 21 Investments: - Output accounts on the control of the c		-				
Description of the control discrete control of the		6				
By Prepare depenses and deferred charges    100   Investments - Casale or use   9   Prepare depenses and deferred charges   101   Investments - Compare about			· · ·			
Investments - corporate stock   Investments - corporate stoc		7				
Proposition provided presents and deferred charges 10a Investments - Corporate bonds 11 Investments - Corporate bonds 12 Investments - Corporate bonds 13 Investments - Ordinary and equipment basis 14 Land, buildings, and equipment basis 15 Other assets (describe 16 Total assets (to be completed by all filers - see the						
b Investments - corporate stock c Investments - mortgage loans 12 Investments - mortgage loans 13 Investments - mortgage loans 13 Investments - mortgage loans 15 Other assets (describe	ets					
b Investments - corporate stock c Investments - mortgage loans 12 Investments - mortgage loans 13 Investments - mortgage loans 13 Investments - mortgage loans 15 Other assets (describe	1SS		· · ·			
c investments - corporate bonds  11 investments - ieat business and equement basis be test scenariable dependent  12 Investments - other inchanges loans  13 investments - other inchanges and equement basis be test scenariable dependent  14 Land, busings, and equement basis be test scenariable dependent  15 Other assets (describe be life to test scenariable dependent basis be dependent basis be test scenariable dependent ba	•					
11   Investments - and, buddings, and equipment basis		_	· · · · · · · · · · · · · · · · · · ·		- <del></del>	
12   Investments - mortgage loans   12   Investments - mortgage loans   13   Investments - other   14   Land, buildrings, and equipment: basis   14   Land, buildrings, and equipment: basis   16   Other assets (describe   16   Other assets (describe   17   Otal assets (to be completed by all filters - see the instructions. Also, see apage 1, tem 1)   136, 424, 158   139, 083, 384   151, 744, 719   17   Accounts payable and accrued expenses   18   Grants payable   19   Deterred revenue   19   Deterred revenue   19   Deterred revenue   10   Loans for infectors, frustees, and other desquarified persons   19   Deterred revenue   10   Loans for infectors, frustees, and other desquarified persons   10   Loans for infectors, frustees, and other desquarified persons   10   Loans for infectors, frustees, and other desquarified persons   10   Loans for infectors, frustees, and other desquarified persons   10   Loans for infectors, frustees, and other desquarified persons   10   Loans for infectors, frustees, and other desquarified persons   10   Loans for infectors, frustees, and other desquarified persons   10   Loans for infectors, frustees, and other desquarified persons   10   Loans for infectors, frustees, and other desquarified persons   10   Loans for infectors, frustees, and other desquarified persons   10   Loans for infectors, frustees, and other desquarified persons   10   Loans for infectors, frustees, and other desquarified persons   135, 924, 158   138, 583, 384   151, 744, 719   10   Loans for infectors, frustees, and other desquarified persons   136, 424, 158   138, 583, 384   151, 744, 719   10   Loans for infectors, frustees, and other desquarified persons   135, 924, 158   138, 583, 384   151, 744, 719   10   Loans for infectors, frustees, and other desquarified persons   135, 924, 158   138, 583, 384   151, 744, 719   10   Loans for infectors, frustees, and other desquarified persons   136, 424, 158   139, 083, 384   151, 744, 719   10   Loans for infectors, frustees, and other desquarified persons						
12 Investments - other   13   13   13   13   13   13   13   1		11	Investments - land, buildings, and equipment basis			
13   Investments - other						
tes accombible depremains the sast of Secritors → 10 for assets (describe → 10 for assets (describe → 10 for assets) (describe →			_	122 000 605	124 202 044	147 052 270
15 Other assets (describe ► 136, 424, 158 . 139, 083, 384 . 151, 744, 719 . 174, Accounts payable and accrued expenses 18 Grants payable 3				133,289,605.	134,392,044.	147,055,579.
15 Other assets (describe ►  16 Total assets (to be completed by all filters - see the instructions. Also, see page 1, item 1)  17 Accounts payable and accrued expenses  18 Grants payable  19 Deferred revenue  20 Loans from officers, directors, fusitiess, and other disqualified persons  21 Mortgages and other notes payable  22 Other liabilities (describe ►  23 Total liabilities (add lines 17 through 22)  24 Unrestricted  25 Temporarity restricted  26 Permanently restricted  27 Capital stock, trust principal, or current funds  28 Paid-in-or capital surplus, or land, bldg., and equipment fund  29 Retained earnings, accumulated income, endowment, or other funds  30 Total inea assets or fund balances  1 Total liabilities and net assets/fund balances  1 Total net assets or fund balances at beginning of year - Part III, column (a), line 30  (must agree with end-of-year figure reported on prior year's return)  2 Enter amount from Part I, line 27a  2 1 3 3 3 0.  4 139,083,384.  151,744,719.  136,424,158. 139,083,384.  151,744,719.  136,424,158. 139,083,384.  151,744,719.  137,744,719.  136,424,158. 139,083,384.  151,744,719.  136,424,158. 139,083,384.  151,744,719.  10 -  10 -  10 -  11 136,424,158.  139,083,384.  151,744,719.  10 -  1		14	· · · · · · · · · · · · · · · · · · ·			
Total assets (to be completed by all fillers - see the instructions. Also, see page 1, item 1)  17 Accounts payable and accrued expenses  18 Grants payable  20 Learn from ordicers, divertors, trustees, and other disqualified persons  21 Mortgages and other notes payable  22 Other liabilities (describe ▶					<u>-</u>	
Instructions. Also, see page 1, item I)  17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Loans tom offices, directors, fusities, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (add times 17 through 22) 23 Total Hiabilities (add times 17 through 26 and lines 30 and 31.  24 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Temporarily restricted 28 Pard-in or capital surplus, or land, bldg., and equipment fund 28 Pard-in or capital surplus, or land, bldg., and equipment fund 30 Total net assets or fund balances  1 Total hiabilities and net assets/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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize)						
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B   Grants payable   Deterred revenue   Count on officers, directors, trustees, and other disqualified persons   Count on officers, directors, trustees, and other disqualified persons   Count of officers, directors, trustees, and other disqualified persons   Count of officers, directors, trustees, and other disqualified persons   Count of other habilities (describe   Co	_			130,424,136.	139,003,304.	131,/44,/13.
19 Deferred revenue  10 Learns from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (add lines 17 through 22) 23 Total liabilities (add lines 17 through 22)  24 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Every part of capital stock, trust principal, or current funds 28 Pard-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total ret assets or fund balances 31 Total liabilities and net assets/fund balances 31 Total liabilities and net assets/fund balances 4 Total ret assets or fund balances at end of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize)		ı	· ·			
20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (describe ►		l .				
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Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  2 Unrestricted 2 Fermpararily restricted 2 Fermanently restricted 3 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 31 Total liabilities and net assets/fund balances 4 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) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize)  GAAP TO TAX DIFFERENCES 5 692,022. 5 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 139,083,384.		22	Total liabilities (add lines 17 through 22)	0	n .	1
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135,924,158. 138,583,384.						
28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances  136,424,158. 139,083,384.  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)  2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize)   4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize)   5 GAAP TO TAX DIFFERENCES 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 139,083,384.	es	24		135.924.158.	138.583.384.	
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Total liabilities and net assets/fund balances   136,424,158.   139,083,384.     Part III   Analysis of Changes in Net Assets or Fund Balances     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	sets					
Total liabilities and net assets/fund balances   136,424,158.   139,083,384.     Part III   Analysis of Changes in Net Assets or Fund Balances     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	Ass					
Total liabilities and net assets/fund balances   136,424,158.   139,083,384.     Part III   Analysis of Changes in Net Assets or Fund Balances     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	ét			136,424,158.	139,083,384.	
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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶ GAAP TO TAX DIFFERENCES  5 692,022.  6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  6 139,083,384.	~					
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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ►  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ► GAAP TO TAX DIFFERENCES  5 692,022.  6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  1 136,424,158.  2 3,351,248.  3 0.  4 139,775,406.		31	Total liabilities and net assets/fund balances	136,424,158.	139,083,384.	L
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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ►  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ► GAAP TO TAX DIFFERENCES  5 692,022.  6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  1 136,424,158.  2 3,351,248.  3 0.  4 139,775,406.		art	Analysis of Changes in Net Assets or Fund B	alances		
(must agree with end-of-year figure reported on prior year's return)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ►  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ► GAAP TO TAX DIFFERENCES  5 692,022.  6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  1 136, 424, 158.  2 3,351,248.  3 0.  4 139,775,406.	=					
2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ▶ GAAP TO TAX DIFFERENCES 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 2 3,351,248. 3 0. 4 139,775,406. 5 692,022. 6 139,083,384.				30		126 424 150
3 Other increases not included in line 2 (itemize) ►  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ► GAAP TO TAX DIFFERENCES  5 692,022.  6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  3 0.  4 139,775,406.  5 692,022.		•				
4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ► GAAP TO TAX DIFFERENCES  6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  4 139,775,406.  5 692,022.  6 139,083,384.	_		•			
5 Decreases not included in line 2 (itemize) ► GAAP TO TAX DIFFERENCES  5 692,022.  6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  6 139,083,384.	-		· · · · · · · · · · · · · · · · · · ·			
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 139, 083, 384.				DEDDENCEC	} <del></del> -	
	_					
	6	rota	i net assets or iuno dalances at end of year (line 4 minus line 5) - Part II, Ci	oinitiii (n), iiiis so		

	US TRUST, BANK	OF AME	RICA, 1	<u>N.A.</u>		7	<u>5-600</u>	7565	Page 3
Part IV Capital Gains	and Losses for Tax on In	vestment	Income					r	
	ribe the kind(s) of property sold (e.g. arehouse; or common stock, 200 shs			`P	How acquired - Purchase - Donation	(c) Date a (mo., da	acquired ay, yr.)	( <b>d)</b> Date (mo., da	sold y, yr.)
1a CAPITAL GAIN/L	oss				P	VARI	OUS	VARIO	วับร
b CAPITAL GAIN D					P	VARI	OUS	VARIO	OUS
c CAPITAL GAINS	DIVIDENDS								
d									
e									
(e) Gross sales price	(f) Depreciation allowed (or allowable)		t or other bas opense of sale				ain or (loss s (f) minus (		
a 66,318,724.		65	5,610,	210.				708	,514.
b 4,742,850.								4,742	,850.
c 1,567,774.								1,567	<u>,774.</u>
d									
е									
Complete only for assets showing	ng gain in column (h) and owned by t	he foundation	on 12/31/69				ol. (h) gain		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (i)	)	co		not less that (from col. (		
a								708	,514.
b								4,742 1,567	,850.
C						•		1,567	,774.
d									
е									
2 Capital gain net income or (net ca	apital loss) {   If gain, also enter	ın Part I, line 7	, 7	}	2			7,019	,138.
3 Net short-term capital gain or (los	`		•						
If gain, also enter in Part I, line 8,		u (0).		J					
If (loss), enter -0- in Part I, line 8				J.	3		N/A		
Part V Qualification U	Inder Section 4940(e) for	Reduced	Tax on N	let Inv	estment In	come			
(For optional use by domestic private	e foundations subject to the section 4	1940(a) tax on	net investme	nt incom	e.)				
If section 4940(d)(2) applies, leave t	nis part diank.								
Was the foundation liable for the sec	tion 4942 tax on the distributable am	ount of any ye	ar in the base	e period?				Yes	X No
If "Yes," the foundation does not qua									
1 Enter the appropriate amount in	each column for each year; see the ir	structions bef	ore making a	ny entries	S.				
(a) Base period years	(b)			(c)			Distril	(d) oution ratio	
Calendar year (or tax year beginni	ing in) Adjusted qualifying dis	tributions	Net value o		ritable-use asset		(col. (b) div	rided by col.	
2013		7,790.			,792,15				<u> 47269</u>
2012		4,924.			,655,87				<u>46723</u>
2011		8,970.			<u>,826,963</u>				<u>33674</u>
2010	5,45	0,830.			,427,16				<u>37741</u>
2009	6,23	<u>4,751.</u>		<u> 123</u>	,698,80	3.		.0!	<u>50403</u>
2 Total of line 1, column (d)						2		. 2	<u> 15810</u>
3 Average distribution ratio for the	5-year base period - divide the total of	on line 2 by 5,	or by the nun	nber of ye	ears		•		
the foundation has been in existe	nce if less than 5 years					3		.04	<u>43162</u>
4 Enter the net value of noncharital	ble-use assets for 2014 from Part X,	line 5				4	14	5,980	<u>,435.</u>
							ŀ		
5 Multiply line 4 by line 3						5		6,300	,808.
6 Enter 1% of net investment incor	me (1% of Part I, line 27b)					6	<u> </u>	96	<u>,064.</u>
7 Add lines 5 and 6						7		6,396	<u>,872.</u>
									_
8 Enter qualifying distributions from					10/ 4	8	<u> </u>	6,196	,367.
If line 8 is equal to or greater that See the Part VI instructions.	n line 7, check the box in Part VI, line	10, and comp	iete that part	using a 1	1% tax rate.			_	

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		_	_	

	990-RF (2014) C/O US TRUST, BANK OF AMERICA, N.A. 75-600' rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see	7565 instru	ctio	Page 4 ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.  Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	19	2.1	28.
Ī	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).			
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
	Add lines 1 and 2	19	2,1	28.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	19	2,1	28.
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014 6a 345,047.			
b	Exempt foreign organizations - tax withheld at source			
C	Tax paid with application for extension of time to file (Form 8868)			
đ	Backup withholding erroneously withheld 6d			
7	Total credits and payments. Add lines 6a through 6d	34	5,0	47.
8	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	15	2,9	<u> 19.</u>
	Enter the amount of line 10 to be: Credited to 2015 estimated tax ▶ 152,919. Refunded ▶ 11			0.
Pa	rt 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		Yes	No
	any political campaign?	<u>1a</u>		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	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			
	Did the foundation file Form 1120-POL for this year?	1c		X
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. ► \$			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation			
_	managers. > \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
•	If "Yes," attach a detailed description of the activities.			
J	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		x
A a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
	If "Yes," has it filed a tax return on Form 990-T for this year?  N/A	4b		
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		х
	If "Yes," attach the statement required by General Instruction T.			
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	Х	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	Х	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	TX			
þ	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)			
	of each state as required by General Instruction G? If "No," attach explanation	8b	<u>X</u>	<u> </u>
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	DE	<u> </u>

HILLCREST FOUNDATION

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Pa	rt VII-A   Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)  STMT 9	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			
	If "Yes," attach statement (see instructions)	12		<u>X</u> _
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A			
14	The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no. ▶ 214-20	<u>9-1</u>	<u>830</u>	
	Located at ▶ 901 MAIN ST, 19TH FLOOR, DALLAS, TX ZIP+4 ▶ 75	<u> 202</u>	<u>-37</u>	14_
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		<b>&gt;</b>	
	and enter the amount of tax-exempt interest received or accrued during the year	N	/A	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16		<u>X</u>
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the			
	foreign country			
Pa	rt VII-B   Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		ì	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		•	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available			
	for the benefit or use of a disqualified person)?			
	(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.)			
þ	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)?	1b		_X_
	Organizations relying on a current notice regarding disaster assistance check here			
C	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected			
	before the first day of the tax year beginning in 2014?	1c		<u>X</u>
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
	before 2014?			
	If "Yes," list the years >,,,			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect			
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			
	statement - see instructions.) N/A	2b		
C	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.			
	<b>&gt;</b>			
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 2014 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 2014.)  N/A	3b		-
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<del> </del>	X
þ	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that	ا		٠.
	had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b_		<u> </u>

HILLCREST FOUNDATION					
Form 990-PF (2014) C/O US TRUST, BANK OF AM	ERICA, N.A.	Do musimo al c	<u>75-60075</u>	65	Page 6
Part VII-B   Statements Regarding Activities for Which I	orm 4720 May be i	requirea (contin	ued)		<del>-  </del>
§a During the year did the foundation pay or incur any amount to:			r==-		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section			es X No		
(2) Influence the outcome of any specific public election (see section 4955); o	r to carry on, directly or indir			i	
any voter registration drive?			es X No		
(3) Provide a grant to an individual for travel, study, or other similar purposes	7	Y(	es X No		
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section		ł	ł	-
4945(d)(4)(A)? (see instructions)		Y	es 🗶 No		
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or	for		- 1	1
the prevention of cruelty to children or animals?		Yı	es X No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	ler the exceptions described	ın Regulations		]	
section 53.4945 or in a current notice regarding disaster assistance (see instru		· ·	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check h					
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fi		ined		1	
expenditure responsibility for the grant?		. —	es 🔲 No		
If "Yes," attach the statement required by Regulations section 53 494		1/22			ļ
				ł	- 1
6a Did the foundation, during the year, receive any funds, directly or indirectly, to a personal benefit contract?	Jay premiums on	v	es X No	ŀ	
·		<u> </u>		C.	- V
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal deficill contract?		}-	6b	<u> </u>
If "Yes" to 6b, file Form 8870		<b></b> ,	(TET		
7a At any time during the tax year, was the foundation a party to a prohibited tax s		Ye	es X No		
b If "Yes," did the foundation receive any proceeds or have any net income attribu				7b	
Part VIII Information About Officers, Directors, Truster Paid Employees, and Contractors	es, Foundation Ma		-		
		<del></del>	SEE STAT	EMEN	<u> TT 11</u>
1 List all officers, directors, trustees, foundation managers and their				,	
	A-A Title and sucress	La) Companeation	(d) Contributions to	1	
(a) Name and address	(b) Title, and average hours per week devoted	(c) Compensation (If not paid.	(d) Contributions to employee benefit plans and deferred	(e) l	Expense unt, other
(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) l accou allo	xpense int, other wances
(a) Name and address		(If not paid,	(d) Contributions to employee benefit plans and deferred compensation	(e) l accou allo	Expense unt, other wances
		(If not paid, enter -0-)		(e) l accou allo	wances
(a) Name and address  SEE STATEMENT 10		(If not paid,	(d) Contributions to employee benefit plans and deferred compensation	(e) l accou allo	expense unt, other wances
		(If not paid, enter -0-)		(e) E accou allo	wances
		(If not paid, enter -0-)		(e) l accor allo	wances
		(If not paid, enter -0-)		(e) l accou allo	wances
		(If not paid, enter -0-)		(e) I accou allo	wances
		(If not paid, enter -0-)		(e) I	wances
		(If not paid, enter -0-)		(e) l accor allo	wances
		(If not paid, enter -0-)		(e) I accor allo	wances
		(If not paid, enter -0-)		(e) I accor	wances
		(If not paid, enter -0-)		(e) I accor allo	wances
	to position	(If not paid, enter -0-)		(e) I accor allo	wances
SEE STATEMENT 10  2 Compensation of five highest-paid employees (other than those inc	luded on line 1). If none,	enter "NONE."	O .	(e)	O.
SEE STATEMENT 10	to position  Iuded on line 1). If none,  (b) Title, and average hours per week	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred	(e) l	O .
SEE STATEMENT 10  2 Compensation of five highest-paid employees (other than those inc.  (a) Name and address of each employee paid more than \$50,000	luded on line 1). If none,	enter "NONE."	(d) Contributions to	(e) l	O.
SEE STATEMENT 10  2 Compensation of five highest-paid employees (other than those inc	to position  Iuded on line 1). If none,  (b) Title, and average hours per week	enter "NONE."	(d) Contributions to employee benefit plans and deferred	(e) l	O .
SEE STATEMENT 10  2 Compensation of five highest-paid employees (other than those inc.  (a) Name and address of each employee paid more than \$50,000	to position  Iuded on line 1). If none,  (b) Title, and average hours per week	enter "NONE."	(d) Contributions to employee benefit plans and deferred	(e) l	O .
SEE STATEMENT 10  2 Compensation of five highest-paid employees (other than those inc.  (a) Name and address of each employee paid more than \$50,000	to position  Iuded on line 1). If none,  (b) Title, and average hours per week	enter "NONE."	(d) Contributions to employee benefit plans and deferred	(e) l	O .
SEE STATEMENT 10  2 Compensation of five highest-paid employees (other than those inc.  (a) Name and address of each employee paid more than \$50,000	to position  Iuded on line 1). If none,  (b) Title, and average hours per week	enter "NONE."	(d) Contributions to employee benefit plans and deferred	(e) l	O .
SEE STATEMENT 10  2 Compensation of five highest-paid employees (other than those inc.  (a) Name and address of each employee paid more than \$50,000	to position  Iuded on line 1). If none,  (b) Title, and average hours per week	enter "NONE."	(d) Contributions to employee benefit plans and deferred	(e) l	O .
SEE STATEMENT 10  2 Compensation of five highest-paid employees (other than those inc.  (a) Name and address of each employee paid more than \$50,000	to position  Iuded on line 1). If none,  (b) Title, and average hours per week	enter "NONE."	(d) Contributions to employee benefit plans and deferred	(e) l	O .
SEE STATEMENT 10  2 Compensation of five highest-paid employees (other than those inc.  (a) Name and address of each employee paid more than \$50,000	to position  Iuded on line 1). If none,  (b) Title, and average hours per week	enter "NONE."	(d) Contributions to employee benefit plans and deferred	(e) l	O .
SEE STATEMENT 10  2 Compensation of five highest-paid employees (other than those inc.  (a) Name and address of each employee paid more than \$50,000	to position  Iuded on line 1). If none,  (b) Title, and average hours per week	enter "NONE."	(d) Contributions to employee benefit plans and deferred	(e) l	O .

0 Form **990-PF** (2014)

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

#### HILLCREST FOUNDATION

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Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services. If none, enter "No	ONE."	
(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 in number of organizations and other beneficiaries served, conferences convened, research papers produced		Expenses
1 N/A		
2		
3		
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 <u>N/A</u>		
2	<u>-</u> -	
All other program-related investments. See instructions.  3		
Table Add lines 1 through 2	<b>•</b>	0.
Total. Add lines 1 through 3		<u> </u>

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

Page 8

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: 136,067,387. a Average monthly fair market value of securities 1a 5,257,565. 1b b Average of monthly cash balances 6,878,535. 10 c Fair market value of all other assets 148,203,487. d Total (add lines 1a, b, and c) 1d Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 2 Acquisition indebtedness applicable to line 1 assets 148,203,487. 3 3 Subtract line 2 from line 1d 2,223,052. Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 145,980,435. 7,299,022 Minimum investment return. Enter 5% of line 5 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.) 7,299,022. Minimum investment return from Part X, line 6 2a Tax on investment income for 2014 from Part VI, line 5 2a 192,128. Income tax for 2014. (This does not include the tax from Part VI.) 192,128. c Add lines 2a and 2b 2c 7,106,894. 3 Distributable amount before adjustments. Subtract line 2c from line 1 Recoveries of amounts treated as qualifying distributions 4 0. 106,894. Add lines 3 and 4 5 6 0. Deduction from distributable amount (see instructions) Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 7 106,894 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: 6,196,367. a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 1a 1b b Program-related investments - total from Part IX-B Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 Amounts set aside for specific charitable projects that satisfy the: a Suitability test (prior IRS approval required) 3a 3b **b** Cash distribution test (attach the required schedule) 6,196,367. Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b 6 Adjusted qualifying distributions. Subtract line 5 from line 4

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

Form **990-PF** (2014)

4940(e) reduction of tax in those years.

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HILLCREST FOUNDATION C/O US TRUST, BANK OF AMERICA, N.A. Form 990-PF (2014)

Part XIII Undistributed Income (see instructions)

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not applied on line 5 or line 7  9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2010 b Excess from 2011 c Excess from 2012 d Excess from 2013 e Excess from 2014	may be required - see instructions)	0.			
9 Excess distributions carryover to 2015.  Subtract lines 7 and 8 from line 6a  10 Analysis of line 9:  a Excess from 2010  b Excess from 2011  c Excess from 2012  d Excess from 2013  e Excess from 2014	8 Excess distributions carryover from 2009				
Subtract lines 7 and 8 from line 6a  10 Analysis of line 9:  a Excess from 2010  b Excess from 2011  c Excess from 2012  d Excess from 2013  e Excess from 2014	not applied on line 5 or line 7	0.			
10 Analysis of line 9:  a Excess from 2010  b Excess from 2011  c Excess from 2012  d Excess from 2013  e Excess from 2014	9 Excess distributions carryover to 2015.	:			
a Excess from 2010 b Excess from 2011 c Excess from 2012 d Excess from 2013 e Excess from 2014	Subtract lines 7 and 8 from line 6a	0.			
b Excess from 2011 c Excess from 2012 d Excess from 2013 e Excess from 2014	10 Analysis of line 9:			j	
c Excess from 2012 d Excess from 2013 e Excess from 2014	a Excess from 2010				
d Excess from 2013 e Excess from 2014	b Excess from 2011				
e Excess from 2014	c Excess from 2012				
e Excess from 2014	}· <del>`</del>				
	e Excess from 2014				

HILLCREST FOUNDATION C/O US TRUST, BANK OF 75-6007565 Page 10 Form 990-PE (2014) AMERICA N.A. Part XIV | Private Operating Foundations (see instructions and Part VII-A, question 9) N/A 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling f b Check box to indicate whether the found  $\underline{a}$  tion is a private operating foundation described in section 4942(j)(3) or 4942(1)(5) Prior 3 years Tax year 2 a Enter the lesser of the adjusted net (b) 2013 (c) 2012 (d) 2011 (e) Total (a) 2014 income from Part I or the minimum investment return from Part X for each year listed **b** 85% of line 2a c Qualifying distributions from Part XII, line 4 for each year listed d Amounts included in line 2c not used directly for active conduct of exempt activities e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets (2) Value of assets qualifying under section 4942(j)(3)(B)(i) b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III) (3) Largest amount of support from an exempt organization Gross investment income Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets Part XV at any time during the year-see instructions.) Information Regarding Foundation Managers: a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).) NONE b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest. Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d. a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed: SEE STATEMENT 12 b The form in which applications should be submitted and information and materials they should include:

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

c Any submission deadlines:

Form 990-PF (2014)

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

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Part XV Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Foundation Purpose of grant or show any relationship to contribution Amount status of any foundation manager Name and address (home or business) recipient or substantial contributor a Paid during the year 6 STONES MISSION NETWORK NONE PUBLIC CHARITY HUMANITARIAN GRANT TO 209 N INDUSTRIAL BLVD STE 241 PURCHASE FOOD. BEDFORD TX 76021-6128 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2.000. ALLEN COMMUNITY OUTREACH PUBLIC CHARITY HUMANITARIAN GRANT TO 801 E MAIN STREET PURCHASE FOOD, ALLEN, TX 75002-3116 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. ALLEY'S HOUSE PUBLIC CHARITY PROGRAM EXPANSION AND COMMUNITY OUTREACH 4113 JUNIUS STREET 15,000. DALLAS, TX 75246 AMERICAN FOUNDATION FOR THE BLIND, PUBLIC CHARITY RECRUITMENT AND TRAINING OF VOLUNTEERS INC. AND DART COUPONS FOR 11030 ABLES LANE DALLAS, TX 75229 THE VISUALLY IMPAIRED 20,000. AMERICAN RED CROSS NORTH TEXAS REGION PUBLIC CHARITY AMERICAN RED CROSS NORTH TEXAS BLOOD 4800 HARRY HINES BLVD DALLAS TX 75235 100,000. SEE CONTINUATION SHEET(S) Total 5 565 472. b Approved for future payment NONE Total 3b

**Analysis of Income-Producing Activities** 

Form 990-PF (2014)

Part XVI-A

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

Enter gross amounts unless otherwise indicated.	Unrelate	ed business income		ded by section 512, 513, or 514	(e)
	(a) Business code	( <b>b)</b> Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:	Code				
a			-		
b			<del>  </del>		
C					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments				;	
4 Dividends and interest from securities		-	14	3,114,650.	
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			1.0	201 206	
7 Other investment income			18	291,286.	
8 Gain or (loss) from sales of assets other				5 040 400	
than inventory			18	7,019,138.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
C					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		10,425,074.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	10,425,074.
(See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities to	the Acc	omplishment of Ex	emp	t Purposes	
					anlichment of
Explain below how each activity for which income the foundation's exempt purposes (other than be			COMMIN	futed importantly to the accom	ihii2iiiiiciii oi
the foundation's exempt purposes (other than b	y providing id	nao ioi odon parpososj.			<del></del> , . <del>_</del>
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Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable **Exempt Organizations** Yes No Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: X 1a(1) X (2) Other assets 1a(2) **b** Other transactions: (1) Sales of assets to a noncharitable exempt organization 1b(1) X 1b(2) (2) Purchases of assets from a noncharitable exempt organization 1b(3) (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements 1b(4) Х 1b(5) (5) Loans or loan guarantees X (6) Performance of services or membership or fundraising solicitations 1b(6) c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 10 If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. (c) Name of noncharitable exempt organization (b) Amount involved (d) Description of transfers, transactions, and sharing arrangements (a) Line no NOT APPLICABLE 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described X No Yes in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? b If "Yes," complete the following schedule. (c) Description of relationship (b) Type of organization (a) Name of organization NOT APPLICABLE Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge May the IRS discuss this return with the preparer shown below (see instr )? correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge Sign Here TRUSTEE X Yes Signature of officer or trustee Bank of America, N. A Title Check Print/Type preparer's name Preparer's signature self- employed VIRGINIA DEBROW, Paid P01310596 Preparer Firm's name ► SAVILLE DODGEN Firm's EIN ► 90-0525804 **Use Only** Firm's address ▶ 700 N. PEARL STREET, SUITE 1100

TX 75201

DALLAS,

(214)922-9727

Phone no.

C/O US TRUST, BANK OF AMERICA, N.A. 75-6007565

Part XV. Supplementary Information

3 , Grants and Contributions Paid During the Ye	ar (Continuation)			
Recipient  Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN RED CROSS NORTH TEXAS REGION	Or Substantial Contributor	<del>                                     </del>	HUMANITARIAN GRANT TO	<del>- ,</del>
4800 HARRY HINES BLVD		TOBBIC CHARTII	PURCHASE FOOD,	
DALLAS, TX 75235			CLOTHING AND OTHER	
DALLAD, IN / JESS		-	ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	2,000.
AMY'S FRIENDS		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
PO BOX 192378			PURCHASE FOOD	
DALLAS, TX 75219			CLOTHING AND OTHER	
,,			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	2,000,
AMY'S FRIENDS		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
PO BOX 192378			PURCHASE FOOD	
DALLAS, TX 75219			CLOTHING AND OTHER	
, · · · · · · · · · · · · · · ·			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	10,000,
				•
ATTITUDES & ATTIRE		PUBLIC CHARITY	PROVIDE ATTITUDE WORKS	
2050 NORTH STEMMONS FREEWAY, #102			WORKBOOK TO WOMEN	
DALLAS TX 75207			ATTENDING PROGRAM	5,000,
ATTITUDES & ATTIRE		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
2050 NORTH STEMMONS FREEWAY, #102			PURCHASE FOOD,	
DALLAS, TX 75207			CLOTHING AND OTHER	
•			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	3,000,
AUDOBON TEXAS DBA. TRINITY RIVER		PUBLIC CHARITY	ECO PROJECT PROGRAM	
AUDOBON CENTER & DOGWOOD CANYON			MATERIALS	
AUDOBON CE				
2201 MAIN STREET, STE. 600		į		
DALLAS, TX 75201				15,000,
AUSTIN COLLEGE		PUBLIC CHARITY	CRITICAL SAFETY AND	
900 N. GRAND AVENUE, STE, 6G			SECURITY UPGRADES AT	
SHERMAN, TX 75090-4400		<del> </del>	AUSTIN COLLEGE	200,000,
			1	
BAYLOR HEALTH CARE SYSTEM FOUNDATION		PUBLIC CHARITY	PURCHASE EQUIPMENT TO	
3600 GASTON AVE., SUITE 100			SUPPORT MAGNETICALLY	
DALLAS, TX 75246-1800			GUIDED FETAL CARDIAC	
	<del> </del>		INTERVENTION	190,472
BEA'S KIDS		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
P.O. BOX 110165			PURCHASE FOOD,	
CARROLLTON, TX 75011-0165			CLOTHING AND OTHER	
			ESSENTIAL ITEMS FOR	1 000
			THE UNDERSERVED IN THE	1,000
DEUTIND DUPPLY DOOD WINTEMPIES INC		DIIRITA AUSBIMU	THRIVING MINING	
BEHIND EVERY DOOR MINISTRIES, INC.		FUBLIC CHARITY	THRIVING MINDS	
14860 MONFORT DRIVE, STE. 140			AFTER-SCHOOL AT	20,000
DALLAS, TX 75254			VILLAGE OAKS	20,000

Part XV. Supplementary Information 3. Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation show any relationship to Purpose of grant or Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient PUBLIC CHARITY HUMANITARIAN GRANT TO BEHIND EVERY DOOR MINISTRIES, INC. 14860 MONFORT DRIVE, STE. 140 PURCHASE FOOD DALLAS, TX 75254 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. BIG BROTHERS BIG SISTERS LONE STAR PUBLIC CHARITY PURCHASE SOFTWARE FOR 450 E JOHN CARPENTER FRWY, STE. 300 THE MENTOR 2.0 IRVING, TX 75062-3955 EDUCATION MENTORING PROGRAM 25,000. BISHOP DUNNE HIGH SCHOOL PUBLIC CHARITY STATE OF ART SCIENCE LABORATORY 3900 RUGGED DRIVE DALLAS TX 75224 50,000. BOYS SCOUTS OF AMERICA CIRCLE TEN PUBLIC CHARITY CONSTRUCTION AND COUNCIL INFRASTRUCTURE 8605 HARRY HINES BLVD PROJECTS AT CAMP DALLAS, TX 75235 WISDOM 100,000. BOYS & GIRLS CLUBS OF GREATER DALLAS PUBLIC CHARITY PURCHASE PASSENGER 4816 WORTH STREET VANS AND SHUTTLE BUS 25,000. DALLAS TX 75246 BRIDGE STEPS PUBLIC CHARITY PAVILION CLIMATE CONTROLLING PROJECT 1818 CORSICANA ST 2,000. DALLAS TX 75201-6102 PUBLIC CHARITY HUMANITARIAN GRANT TO BRIGHTER TOMORROWS INC PURCHASE FOOD. 928 BLUEBIRD DR IRVING, TX 75061 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. BROTHER BILL'S HELPING HAND PUBLIC CHARITY HUMANITARIAN GRANT TO PO BOX 565846 PURCHASE FOOD, DALLAS, TX 75356-5846 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. BROTHER BILL'S HELPING HAND PUBLIC CHARITY SUPPORT WOMEN'S HEALTH PO BOX 565846 SERVICES DALLAS TX 75356-5846 10,000. BUCKNER CHILDREN AND FAMILY SERVICES PUBLIC CHARITY HUMANITARIAN GRANT TO 700 N. PEARL, SUITE 1100 PURCHASE FOOD, DALLAS, TX 75201 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. Total from continuation sheets

Part XV. Supplementary Information Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual, show any relationship to Foundation Purpose of grant or Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient CAMP SUMMET PUBLIC CHARITY HUMANITARIAN GRANT TO 17210 CAMPBELL RD., SUITE 180W PURCHASE FOOD, DALLAS, TX 75252 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. CAMP SUMMIT PUBLIC CHARITY OPENING GATES: CAPITAL 17210 CAMPBELL RD., SUITE 180W CAMPATON DALLAS TX 75252 200,000. CAPTAIN HOPE'S KIDS PUBLIC CHARITY HUMANITARIAN GRANT TO 10480 SHADY TRAIL, SUITE 104 PURCHASE FOOD, DALLAS, TX 75220 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 4,000. CARECENTER MINISTRIES PUBLIC CHARITY HUMANITARIAN GRANT TO PO BOX 171059 PURCHASE FOOD. CLOTHING AND OTHER DALLAS, TX 75217 ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. PUBLIC CHARITY PURCHASE TABLETS AND CATCH UP & READ, INC. 3001 KNOX STREET, STE, 207 HEADPHONES FOR READING PROGRAM 25,000. DALLAS, TX 75205-5586 PUBLIC CHARITY HUMANITARIAN GRANT TO CATHOLIC CHARITIES OF DALLAS, INC. 9461 LYNDON B. JOHNSON FWY, #128 PURCHASE FOOD. DALLAS, TX 75243 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 3,000. CEDAR HILL SHARES PUBLIC CHARITY HUMANITARIAN GRANT TO PO BOX 2694 PURCHASE FOOD. CLOTHING AND OTHER CEDAR HILL, TX 75106 ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. CHILD PROTECTIVE SERVICES COMMUNITY PUBLIC CHARITY SUPPORT RAINBOW ROOM 1215 SKILES ST DALLAS TX 75204 25,000. PUBLIC CHARITY HUMANITARIAN GRANT TO CHILD PROTECTIVE SERVICES COMMUNITY 1215 SKILES ST PURCHASE FOOD CLOTHING AND OTHER DALLAS, TX 75204 ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. CHILDCAREGROUP PUBLIC CHARITY HUMANITARIAN GRANT TO 1420 W MOCKINGBIRD LN STE 300 PURCHASE FOOD. DALLAS, TX 75247 CLOTHING AND OTHER ESSENTIAL ITEMS FOR 1,000. THE UNDERSERVED IN THE Total from continuation sheets

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to Amount status of contribution any foundation manager Name and address (home or business) or substantial contributor recipient PUBLIC CHARITY HUMANITARIAN GRANT TO CHILDREN'S MEDICAL CENTER OF DALLAS 1935 MEDICAL DISTRICT DRIVE PURCHASE FOOD DALLAS, TX 75235-7701 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 3,000. CITIZENS DEVELOPMENT CENTER PUBLIC CHARITY FACILITY IMPROVEMENT -8800 AMBASSADOR ROW REPLACEMENT OF AGENCY DALLAS, TX 75247 CARPETING AND TILE LOORING 20,000. CITYSQUARE PUBLIC CHARITY CITYSQUARE OPPORTUNITY 511 N. AKARD, SUITE 302 CENTER DALLAS TX 75201 50,000, PUBLIC CHARITY HUMANITARIAN GRANT TO CITYSQUARE 511 N. AKARD SUITE 302 PURCHASE FOOD DALLAS, TX 75201 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 3,000. COMMEMORATIVE AIR FORCES PUBLIC CHARITY THE C-47 FLYING PO BOX 764769 CLASSROOM PROGRAM 50,000. DALLAS TX 75376 COMMUNITIES FOUNDATION OF TEXAS, INC. PUBLIC CHARITY SUPPORT COMMUNICATION 5500 CARUTH HAVEN LANE PLATFORMS FOR COMMIT! DALLAS, TX 75225-8146 50,000. COMMUNITIES IN SCHOOLS DALLAS REGION PUBLIC CHARITY HUMANITARIAN GRANT TO 1341 W. MOCKINGBIRD LN. SUITE 1000E PURCHASE FOOD DALLAS, TX 75247-3729 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. TECHNOLOGY CAPACITY CONSUMER CREDIT COUNSELING SERVICE OF PUBLIC CHARITY GREATER DALLAS, INC. DEVELOPMENT PLAN 8737 KING GEARGE DRIVE DALLAS TX 75235 20,000, DALLAS AFTERSCHOOL NETWORK PUBLIC CHARITY PROGRAM QUALITY 2902 SWISS AVE. INITIATIVE 25,000. DALLAS TX 75204 DALLAS ARBORETUM & BOTANICAL SOCIETY. PUBLIC CHARITY DEVELOPMENT OF TNC. SCHEMATIC DESIGN FOR 8617 GARLAND ROAD NEW GARDEN EDUCATION CENTER IN THE RORY DALLAS, TX 75218 MEYER'S ADVENTURE 50,000. Total from continuation sheets

Part XV. Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient show any relationship to Foundation Purpose of grant or Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient DALLAS CASA PUBLIC CHARITY CONSTRUCTION OF NEW 2757 SWISS AVENUE CHILDREN'S JUSTICE 100,000. DALLAS, TX 75204 TRAINING CENTER DALLAS CHILDREN'S ADVOCACY CENTER PUBLIC CHARITY CREATE RESEARCH 5351 SAMUELL BLVD INSTITUTE TO ADDRESS CHILD ABUSE RELATED DALLAS, TX 75228 RESEARCH 150,000. DALLAS CHILDREN'S THEATER, INC. PUBLIC CHARITY DALLAS CHILDREN'S 5938 SKILLAN STREET THEATRE SENSORY-FRIENDLY DALLAS, TX 75231-7608 INITIATIVE 50,000. DALLAS COUNTY DEPARTMENT OF HEALTH PUBLIC CHARITY HUMANITARIAN GRANT TO AND HUMAN SERVICES PURCHASE FOOD CLOTHING AND OTHER 2377 STEMMONS FWY., #200,LB 16 DALLAS, TX 75207-2710 ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. DALLAS FOUNDATION, A TX NONPROFIT PUBLIC CHARITY DALLAS COALITION FOR CORPORATION HIV/AIDS SERVICES 3963 MAPLE AVENUE, SUITE 390 50,000. DALLAS TX 75219 DALLAS FURNITURE BANK PUBLIC CHARITY FURNITURE FOR FAMILIES PO BOX 815788 10,000. DALLAS TX 75381-5788 PUBLIC CHARITY HUMANITARIAN GRANT TO DALLAS FURNITURE BANK PO BOX 815788 PURCHASE FOOD CLOTHING AND OTHER DALLAS, TX 75381-5788 ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. PUBLIC CHARITY HUMANITARIAN GRANT TO DALLAS MISSION FOR LIFE INC. DBA PURCHASE FOOD DALLAS LIFE CLOTHING AND OTHER 1100 CADIZ STREET ESSENTIAL ITEMS FOR DALLAS, TX 75215 THE UNDERSERVED IN THE 2,000. DALLAS SOUTH WEST KIDS PUBLIC CHARITY HUMANITARIAN GRANT TO 2448 W. ILLINOIS AVENUE PURCHASE FOOD. DALLAS, TX 75233 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000, DALLAS THEOLOGICAL SEMINARY PUBLIC CHARITY HUMANITARIAN GRANT TO PURCHASE FOOD, 3909 SWISS AVE. DALLAS, TX 75204-6411 CLOTHING AND OTHER ESSENTIAL ITEMS FOR 1,000, THE UNDERSERVED IN THE Total from continuation sheets

Part XV. Supplementary Information 3 Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation show any relationship to Purpose of grant or Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient DEAF ACTION CENTER PUBLIC CHARITY CAPITAL PROJECT 3115 CRESTVIEW DRIVE DALLAS, TX 75235 100,000. DENISON HELPING HANDS PUBLIC CHARITY HUMANITARIAN GRANT TO 418 W CHESTNUT ST PURCHASE FOOD DENISON, TX 75020 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. DENTAL HEALTH PROGRAMS INCORPORATED PUBLIC CHARITY HUMANITARIAN GRANT TO PO BOX 532489 PURCHASE FOOD, GRAND PRAIRIE, TX 75053 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. DESIGN INDUSTRIES FOUNDATION FIGHTING PUBLIC CHARITY HUMANITARIAN GRANT TO AIDS INC PURCHASE FOOD CLOTHING AND OTHER 2050 STEMMONS FREEWAY, MAIL UNIT 262 DALLAS, TX 75342 ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. DRESS FOR SUCCESS DALLAS PUBLIC CHARITY HUMANITARIAN GRANT TO 13331 PRESTON ROAD, SUITE 2122 PURCHASE FOOD. DALLAS, TX 75240 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000, EDUCATIONAL FIRST STEPS PUBLIC CHARITY STEP UP! CAMPAIGN - TO ACCELERATE THE SOUR 2815 GASTON AVENUE DALLAS, TX 75226 STEPS 2.0 PROGRAM AND NEW ENROLLMENT SERVICES PROGRAMS 50,000. PUBLIC CHARITY SUPPORT CAPITAL AND ENCORE PARK DALLAS 1835 YOUNG STREET RENOVATIONS 150,000. DALLAS TX 75201 PUBLIC CHARITY HUMANITARIAN GRANT TO EXODUS MINISTRIES, INC. 4630 MUNGER AVE, #110 PURCHASE FOOD. CLOTHING AND OTHER DALLAS, TX 75204 ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. PUBLIC CHARITY HUMANITARIAN GRANT TO FAMILY GATEWAY, INC. 600 JACKSON ST PURCHASE FOOD. CLOTHING AND OTHER DALLAS, TX 75202 ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. PAMILY PLACE INC PUBLIC CHARITY HUMANITARIAN GRANT TO PO BOX 7999 PURCHASE FOOD. CLOTHING AND OTHER DALLAS, TX 75209 ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. Total from continuation sheets

3. Grants and Contributions Paid During the Ye	ear (Continuation)			
Recipient	If recipient is an individual,			
Name and address (home or business)	show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FIRST UNITED METHODIST CHURCH		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
CROSSROADS COMMUNITY SERVICES			PURCHASE FOOD,	
1822 YOUNG STREET, 2ND FLOOR			CLOTHING AND OTHER	
DALLAS, TX 75201			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	2,000
FOOD FOUNDATION DBA. HUNGER BUSTERS		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
3116 SYLVAN AVENUE			PURCHASE FOOD,	
DALLAS, TX 75212			CLOTHING AND OTHER	
			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	1,000
FRAZIER BEREAN BAPTIST CHURCH		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
P.O. BOX 2195			PURCHASE FOOD,	
CEDAR HILL, TX 75106-2195			CLOTHING AND OTHER	
·			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	2,000
FRIENDS OF WEDNESDAY'S CHILD		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
2801 SWISS AVENUE, SUITE 130			PURCHASE FOOD,	
DALLAS, TX 75204			CLOTHING AND OTHER	
,			ESSENTIAL ITEMS FOR	
		_	THE UNDERSERVED IN THE	1,000
FRISCO FAMILY SERVICES CENTER		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
P.O. BOX 1387			PURCHASE FOOD,	
FRISCO, TX 75034-0024			CLOTHING AND OTHER	
,			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	1,000
GIRL SCOUTS OF NORTHEAST TEXAS		PUBLIC CHARITY	STEM CENTER OF	
6001 SUMMERSIDE DRIVE			EXCELLENCE CAPITAL	
DALLAS TX 75252			CAMPAIGN	250,000
GIRLS INCORPORATED OF METROPOLITAN		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
DALLAS			PURCHASE FOOD,	
2040 EMPIRE CENTRAL DRIVE			CLOTHING AND OTHER	
DALLAS, TX 75235		1	ESSENTIAL ITEMS FOR	
,			THE UNDERSERVED IN THE	3,000
GLEANING NETWORK OF TEXAS		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
P.O. BOX 7103			PURCHASE FOOD,	
DALLAS, TX 75219			CLOTHING AND OTHER	
•			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	1,000
GOODWILL INDUSTRIES OF DALLAS, INC.		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
3020 N. WESTMORELAND RD			PURCHASE FOOD,	
DALLAS, TX 75212			CLOTHING AND OTHER	
•			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	2,000
GOODWILL INDUSTRIES OF DALLAS, INC.		PUBLIC CHARITY	EXPANSION AND	
3020 N. WESTMORELAND RD			REMODELING OF FACILITY	
DALLAS TX 75212		l	L	150,000

Part XV. Supplementary Information 3 . Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation show any relationship to Purpose of grant or Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient GOODWILL INDUSTRIES OF DALLAS, INC. PUBLIC CHARITY EXPANSION AND 3020 N. WESTMORELAND RD REMODELING OF FACILITY DALLAS TX 75212 150,000. GRACE UNITED METHODIST CHURCH PUBLIC CHARITY ELEVATOR REPAIR 4105 JUNIUS STREET DALLAS TX 75246-1428 50,000. GRADUATE INSTITUE OF APPLIED PUBLIC CHARITY GIAL LIBARARY LOGISTICS 7500 W. CAMP WISDOM ROAD 100,000. DALLAS, TX 75236 PUBLIC CHARITY HUMANITARIAN GRANT TO GRAND PRAIRIE UNITED CHARITIES, INC. 1417 DENSMAN STREET PURCHASE FOOD CLOTHING AND OTHER GRAND PRAIRIE, TX 75051-2378 ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 3,000. GRAYSON COUNTY SHELTER PUBLIC CHARITY HUMANITARIAN GRANT TO 331 W MORTON ST PURCHASE FOOD. DENISON, TX 75020 CLOTHING AND OTHER ESSENTIAL ITEMS FOR 1,000. VETERANS IN NEED IN GREATER DALLAS VETERANS FOUNDATION PUBLIC CHARITY HUMANITARIAN GRANT TO 4400 WILLIAMSBURG RD PURCHASE FOOD, DALLAS, TX 75220 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 5,000. PUBLIC CHARITY PURCHASE EQUIPMENT AND GREATER DALLAS YOUTH ORCHESTRA, INC. 3630 HARRY HINES BLVD INSTRUMENTS FOR NEW 5,000. DALLAS, TX 75219 JAZZ PROGRAM HANDFUL OF CORN COMMUNITY DEVELOPMENT PUBLIC CHARITY HUMANITARIAN GRANT TO CORPORATION PURCHASE FOOD, PO BOX 41594 CLOTHING AND OTHER ESSENTIAL ITEMS FOR DALLAS, TX 75241 THE UNDERSERVED IN THE 2,000. PUBLIC CHARITY REMODEL AND EXPAND HAPPY HILL FARM ACADEMY FACULTY/STAFF 3846 N. HIGHWAY 144 GRANBURY TX 76048 RESIDENCES 50,000, PUBLIC CHARITY HUMANITARIAN GRANT TO HELPING HANDS OF ENNIS P.O. BOX 472 PURCHASE FOOD CLOTHING AND OTHER ENNIS, TX 75120-0472 ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. Total from continuation sheets

Part XV. Supplementary Information 3 , Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to Amount status of contribution any foundation manager Name and address (home or business) or substantial contributor recipient HEROES FOR CHILDREN PUBLIC CHARITY HUMANITARIAN GRANT TO 1701 N COLLINS BLVD STE 240 PURCHASE FOOD RICHARDSON, TX 75080-3553 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. HOLY TRINITY CATHOLIC CHURCH PUBLIC CHARITY HUMANITARIAN GRANT TO 3826 GILBERT AVENUE PURCHASE FOOD. DALLAS TX 75219 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. HOPE COTTAGE, INC. PUBLIC CHARITY HUMANITARIAN GRANT TO PO BOX 140459 PURCHASE FOOD DALLAS, TX 75214 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. HOPE'S DOOR PUBLIC CHARITY HUMANITARIAN GRANT TO 820 AVENUE F. SUITE 100 PURCHASE FOOD PLANO, TX 75074 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. HOPE'S DOOR PUBLIC CHARITY TELEPHONE SYSTEM IMPROVEMENTS 820 AVENUE F. SUITE 100 PLANO TX 75074 15,000. INTERFAITH HOUSING COLLECTION PUBLIC CHARITY INTERFAITH HOUSING PO BOX 720206 COALITION'S CHILDCARE DALLAS, TX 75372 CENTER: MULTIPURPOSE ROOM FOR TEEN/CHILDREN 100,000. IRVING CARES, INC. PUBLIC CHARITY HUMANITARIAN GRANT TO PO BOX 177425 PURCHASE FOOD. IRVING, TX 75017-7425 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. IRVING HEALTHCARE FOUNDATION PUBLIC CHARITY EXPAND EMERGENCY 1901 N MACARTHUR BLVD DEPARTMENT AT BAYLOR IRVING, TX 75061 MEDICAL CENTER AT IRVING 125,000. PUBLIC CHARITY TECHNOLOGY PURCHASES JEWISH COMMUNITY CENTER OF DALLAS 7900 NORTHAVEN ROAD FOR GOLDBERG FAMILY DALLAS TX 75230-2737 EARLY CHILDHOOD CENTER 10,000. JEWISH COMMUNITY CENTER OF DALLAS PUBLIC CHARITY HUMANITARIAN GRANT TO 7900 NORTHAVEN ROAD PURCHASE FOOD. DALLAS, TX 75230-2737 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. Total from continuation sheets

Part XV Supplementary Infor

3 . Grants and Contributions Paid During the	Year (Continuation)			
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	Amount
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Alliount
JEWISH FAMILY SERVICE OF DALLAS		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
INCORPORATED			PURCHASE FOOD,	
5402 ARAPAHO ROAD			CLOTHING AND OTHER	
DALLAS, TX 75248-6905			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	2,000
JUBILEE PARK & COMMUNITY CENTER		PUBLIC CHARITY	CHILDREN'S EDUCATION	
CORPORATION			INITIATIVE	
PO BOX 710759				
DALLAS, TX 75371		<u> </u>		20,000
JUBILEE PARK & COMMUNITY CENTER		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
CORPORATION			PURCHASE FOOD,	
PO BOX 710759			CLOTHING AND OTHER	
DALLAS, TX 75371			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	1,000
TIBLED DE NABRE CHILD		DUDI TO CHARTMY	FREE AFTER SCHOOL AND	
JUNIOR PLAYERS GUILD		PUBLIC CHARITY	ĺ	
4054 MCKINNEY AVENEUE, STE. 14			SUMMER ARTS PROGRAMS	
DALLAS, TX 75204			FOR AT-RISK KIDS NORTH	20 000
KID NET FOUNDATION		DIDITO CHARTON	TEXAS YOUTH HUMANITARIAN GRANT TO	20,000
P.O. BOX 140085		FUBLIC CHARITI	PURCHASE FOOD,	
DALLAS, TX 75214			CLOTHING AND OTHER	
DRUBAS, IN 13214			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	1,000
LADIES OF CHARITY OF DALLAS		PUBLIC CHARITY	HUMANITARIAN GRANT TO	1,000
PO BOX 595666			PURCHASE FOOD,	
DALLAS, TX 75359-0666		1	CLOTHING AND OTHER	
			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	1,000
LEGACY COUNSELING CENTER, INC.		PUBLIC CHARITY	LEGACY COUNSELING	
4054 MCKINNEY AVENEUE STE, 102			CENTER	
DALLAS TX 75204				25,000
LIFENET COMMUNITY BEHAVIORAL		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
HEALTHCARE			PURCHASE FOOD	
9708 SKILLMAN ST.		ĺ	CLOTHING AND OTHER	
DALLAS, TX 75243			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	1,000
LITTLE ELM AREA FOOD BANK		PUBLIC CHARITY	HUMANITARIAN GRANT TO	-
PO BOX 746		}	PURCHASE FOOD,	
LITTLE ELM, TX 75068			CLOTHING AND OTHER	
			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	1,000
MANNA HOUSE		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
214 W. AVENUE F		]	PURCHASE FOOD,	
MIDLOTHIAN, TX 76065			CLOTHING AND OTHER	
			ESSENTIAL ITEMS FOR	
		<u></u>	THE UNDERSERVED IN THE	1,000

Part XV. Supplementary Information 3 Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual, Foundation show any relationship to Purpose of grant or Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient MARTIN LUTHER KING, JR. COMMUNITY PUBLIC CHARITY HUMANITARIAN GRANT TO CENTER PURCHASE FOOD 2922 MARTIN LUTHER KING, JR. BLVD CLOTHING AND OTHER DALLAS, TX 75215 ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. MARY CROWLEY MEDICAL CENTER RESEARCH PUBLIC CHARITY EWINGS SARCOMA PEDIATRIC CANCER 12222 MERIT DRIVE, STE. 1500 RESEARCH 50,000. DALLAS TX 75251 MERCY STREET PUBLIC CHARITY HUMANITARIAN GRANT TO 3801 HOLYSTONE STREET PURCHASE FOOD, DALLAS, TX 75212 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. MESQUITE SOCIAL SERVICES, INC. PUBLIC CHARITY HUMANITARIAN GRANT TO 1035 MILITARY PARKWAY PURCHASE FOOD MESQUITE, TX 75149 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. METHODISM'S BREADBASKET PUBLIC CHARITY HUMANITARIAN GRANT TO PO BOX 150425 PURCHASE FOOD. DALLAS, TX 75223 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. METHODIST HEALTH SYSTEM FOUNDATION PUBLIC CHARITY UNDERWRITE NEW TRAUMA PO BOX 655999 SUITE IN EXPANDED DALLAS TX 75203 CENTER 160,000. METROCREST SOCIAL SERVICES, INC PUBLIC CHARITY HUMANITARIAN GRANT TO 13801 HUTTON DRIVE, SUITE 150 PURCHASE FOOD FARMERS BRANCH, TX 75234 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. MINNIES FOOD PANTRY INC PUBLIC CHARITY HUMANITARIAN GRANT TO 3033 W PARKER RD STE 117 PURCHASE FOOD PLANO, TX 75075-1807 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. PUBLIC CHARITY HUMANITARIAN GRANT TO MOSAIC 2245 MIDWAY ROAD, SUITE 300 PURCHASE FOOD CARROLLTON, TX 75006 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. MOSAIC FAMILY SERVICES, INC. PUBLIC CHARITY HUMANITARIAN GRANT TO 4144 N. CENTRAL EXPRESSWAY, SUITE 530 PURCHASE FOOD, DALLAS, TX 75204-2105 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. Total from continuation sheets

Part XV. Supplementary Information 3. Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual, show any relationship to Foundation Purpose of grant or Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient PUBLIC CHARITY RENOVATE KITCHEN AT MOSAIC FAMILY SERVICES, INC. 4144 N. CENTRAL EXPRESSWAY, SUITE 530 NEW SHELTER DALLAS TX 75204-2105 20,000. NATIONAL COUNCIL OF JEWISH WOMEN PUBLIC CHARITY HUMANITARIAN GRANT TO INCOPORATED PURCHASE FOOD. CLOTHING AND OTHER 6025 ROYAL LANE, SUITE 219-9 DALLAS, TX 75230 ESSENTIAL ITEMS FOR 2,000. THE UNDERSERVED IN THE NETWORK OF COMMUNITY MINISTRIES, INC. PUBLIC CHARITY HUMANITARIAN GRANT TO 741 S. SHERMAN STREET PURCHASE FOOD, RICHARDSON, TX 75081 CLOTHING AND OTHER ESSENTIAL ITEMS FOR 1,000, THE UNDERSERVED IN THE NEW BEGINNING CENTER INC PUBLIC CHARITY HUMANITARIAN GRANT TO 218 N. 10TH STREET PURCHASE FOOD. GARLAND, TX 75040 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. PUBLIC CHARITY HUMANITARIAN GRANT TO NEXUS RECOVERY CENTER INCORPORATED 8733 LA PRADA DR PURCHASE FOOD, DALLAS, TX 75228 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. PUBLIC CHARITY HUMANITARIAN GRANT TO NORTH DALLAS SHARED MINISTRIES, INC. 2875 MERRELL RD PURCHASE FOOD, DALLAS, TX 75229-4697 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. PUBLIC CHARITY HUMANITARIAN GRANT TO NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL RD. PURCHASE FOOD. DALLAS, TX 75236 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 10,000. NORTH TEXAS PUBLIC BROADCASTING, INC. PUBLIC CHARITY MATCHING FUNDS FOR 3000 HARRY HINES BLVD CHALLENGE TO REPLACE DALLAS, TX 75201 KERA'S TC TRANSMISSION SYSTEM 50,000. PUBLIC CHARITY CAPITAL CAMPAIGN TO NOTRE DAME OF DALLAS SCHOOLS, INC. RENOVATE SCHOOL 2018 ALLEN STREET 250,000, DALLAS TX 75204 NPOWER PUBLIC CHARITY TECHNICAL CERTIFICATIONS FOR 1402 CORINTH STREET, STE. 139 TECHNOLOGY SERVICE DALLAS, TX 75215 CORPS - NORTH TEXAS 10,000. Total from continuation sheets

Part XV. Supplementary Information 3, Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Purpose of grant or contribution Foundation show any relationship to Amount status of any foundation manager Name and address (home or business) recipient or substantial contributor OAK LAWN UNITED METHODIST CHURCH OAK PUBLIC CHARITY HUMANITARIAN GRANT TO LAWN COMMUNITY OUTREACH CENTER PURCHASE FOOD. 3014 OAK LAWN CLOTHING AND OTHER DALLAS, TX 75219-4133 ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. ONE MANS TREASURE PUBLIC CHARITY HUMANITARIAN GRANT TO 519 1-30 E 211 PURCHASE FOOD ROCKWALL, TX 75087-0000 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. OPEN ARMS, INC. DBA BRYAN'S HOUSE PUBLIC CHARITY HUMANITARIAN GRANT TO PO BOX 35868 PURCHASE FOOD DALLAS, TX 75235 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. PASTORAL COUNSELING AND EDUCATION PUBLIC CHARITY AUTISM SPECTRUM CENTER DISORDER TESTING AND 4525 LEMMON AVENUE STE. 200 TREATMENT FOR DALLAS TX 75219 DISADVANTAGED 10 000. PUBLIC CHARITY RENOVATE EDUCATION PAUL QUINN COLLEGE 3837 SIMPSON STUART ROAD BUILDING INTO LIVING AND LEARNING DALLAS, TX 75241-4331 RESIDENTIAL CENTER 250 000. PRESBYTERIAN COMMUNITIES AND SERVICES PUBLIC CHARITY PLUMBING IMPROVMENTS AT GRACE PRESBYTERIAN FOUNDATION 6100 COLWELL BLVD., STE. 225 VILLAGE IRVING, TX 75039 200,000, PUBLIC CHARITY EMERGENCY SHELTER PROMISE HOUSE, INC. 224 W. PAGE AVE. SERVICES DALLAS TX 75208 40,000, PUBLIC CHARITY HUMANITARIAN GRANT TO PROMISE HOUSE, INC. 224 W. PAGE AVE. PURCHASE FOOD, CLOTHING AND OTHER DALLAS, TX 75208 ESSENTIAL ITEMS FOR 2,000. THE UNDERSERVED IN THE PUBLIC CHARITY 1:1 LITERACY READING PARTNERS 2910 SWISS AVENUE INTERVENTION FOR 720 DALLAS TX 75204 K-5 DALLAS STUDENTS 35,000, REASONING MIND, INC. PUBLIC CHARITY THE TEXAS MISSION TO 2000 BERING DRIVE, STE. 300 M.A.R.S. (MAKING ALGEBRA READY HOUSTON, TX 77057 STUDENTS) 25,000. Total from continuation sheets

3. Grants and Contributions Paid During the Ye	_ <del>`</del>		T	
Recipient  Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient	<del> </del>	
REBUILDING TOGETHER GREATER DALLAS,		PUBLIC CHARITY	LEAN ON ME	
INC.			1	
PO BOX 560061			]	00.000
DALLAS, TX 75356				20,000
ROCKWALL COUNTY HELPING HANDS		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
950 WILLIAMS STREET			PURCHASE FOOD,	
ROCKWALL, TX 75087			CLOTHING AND OTHER	
			ESSENTIAL ITEMS FOR	1 000
DONALD MODOWALD HOUSE OF DALLAG. THE		DUDI TO CHARTMY	THE UNDERSERVED IN THE	1,000,
RONALD MCDONALD HOUSE OF DALLAS, INC.		PUBLIC CHARITI	HUMANITARIAN GRANT TO	
4707 BENGAL			PURCHASE FOOD,	
DALLAS, TX 75235			CLOTHING AND OTHER	
			ESSENTIAL ITEMS FOR	1 000
RONI'S PROMISE INC.	<del></del>	DVIDLTG GUADIEV	THE UNDERSERVED IN THE	1,000,
••••••		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
P.O. BOX 60593			PURCHASE FOOD,	
FORT WORTH, TX 76115-6593			CLOTHING AND OTHER	
			ESSENTIAL ITEMS FOR	1 000
	<del></del>	<del> </del>	THE UNDERSERVED IN THE	1,000,
CURL MED. WINTERDING OF DALLAG DD		DUDI TO CUADIMY	DENOVINETON OF	
SHELTER MINISTRIES OF DALLAS DBA		PUBLIC CHARITY	1	
AUSTIN STREET CENTRE			ENTRYWAY, LANDSCAPING,	
PO BOX 710729			AND PARKING LOT	50,000.
DALLAS, TX 75371		DUDI TO CHARTMY	HUMANITARIAN GRANT TO	30,000,
SHELTER MINISTRIES OF DALLAS DBA		POBLIC CHARITI		
AUSTIN STREET CENTRE PO BOX 710729			PURCHASE FOOD, CLOTHING AND OTHER	
DALLAS, TX 75371			ESSENTIAL ITEMS FOR	
DADDA3, 12 /33/1			THE UNDERSERVED IN THE	5,000,
SHELTER MINISTRIES OF DALLAS DBA		PUBLIC CHARTTY	HUMANITARIAN GRANT TO	
GENESIS WOMEN'S SHELTER		CODDIC CHARTIT	PURCHASE FOOD,	
4411 LEMMON AVE., SUITE 201			CLOTHING AND OTHER	
•		}	ESSENTIAL ITEMS FOR	
DALLAS, TX 75219			THE UNDERSERVED IN THE	5,000
SHOE BANK INC		PUBLIC CHARTTY	HUMANITARIAN GRANT TO	
205 BECKY LANE		TODDIC CIDACITI	PURCHASE FOOD,	
ROCKWALL, TX 75087-5217			CLOTHING AND OTHER	
			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	5,000,
		<del></del>	THE ONDEROEKVED IN THE	
SKILL QUEST		PUBLIC CHARITY	ADULT CAREER	
2922 MARTIN LUTHER KING, JR. BLVD,	j		EDUCATION-ACE MATCHING	
STE, 118 DALLAS, TX 75215			GRANT	15,000
SOUPMOBILE, INC.		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
3017 COMMERCE ST.			PURCHASE FOOD,	
DALLAS, TX 75226			CLOTHING AND OTHER	
		1	ESSENTIAL ITEMS FOR	
	<u> </u>	<u> </u>	THE UNDERSERVED IN THE	5,000
Total from continuation sheets			j	

3. Grants and Contributions Paid During the	Year (Continuation)			
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	Contribution	
SOUTHERN METHODIST UNIVERSITY		PUBLIC CHARITY	RENOVATION OF FONDREN	
P.O. BOX 750302			LIBRARY CENTER	
DALLAS, TX 75275				300,000
ST. ANTHONY FOUNDATION		PUBLIC CHARITY	CREATIVE MINDS AFTER	
3732 MYRTLE ST			SCHOOL PROGRAM	
DALLAS, TX 75215-3849				25,000
TARRANT AREA FOOD BANK		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
2600 CULLEN STREET			PURCHASE FOOD,	
FORT WORTH, TX 76107			CLOTHING AND OTHER	
			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	2,000
TEENA'S PLACE		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
7728 LOS GATOS DRIVE			PURCHASE FOOD,	
DALLAS, TX 75232			CLOTHING AND OTHER	
			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	1,000
TEXAS HEALTH RESOURCE FOUNDATION		PUBLIC CHARITY	1	
612 E. LAMAR, SUITE 300			CONSTRUCTION AND	
ARLINGTON, TX 76011			OUTFITTING SAFE	125 000
THE ARC OF PALLAC		DUDITO CHARTEY	HEALING SUITES HUMANITARIAN GRANT TO	125,000
THE ARC OF DALLAS		FOBLIC CHARITI	PURCHASE FOOD	
12700 HILLCREST RD, SUITE 200 DALLAS, TX 75230-2063			CLOTHING AND OTHER	
DADING, IN 75250-2005			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	3,000
THE ARLINGTON LIFE SHELTER		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
325 W. DIVISION STREET			PURCHASE FOOD,	
ARLINGTON, TX 76011		i	CLOTHING AND OTHER	
			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	1,000
THE BATTERED WOMEN'S FOUNDATION		PUBLIC CHARITY	NEW ROOF	
4166 WILMAN AVE				
N. RICHLAND HILLS, TX 76180		<u> </u>		20,000
THE OAK HILL ACADEMY		PUBLIC CHARITY	SENSORY INTEGRATION	
9407 MIDWAY ROAD		1	LEARNING GARDEN	
DALLAS, TX 75220				75,000
THE SALVATION ARMY DFW METROPLEX		PUBLIC CHARITY	HUMANITARIAN GRANT TO	
8787 N. STEMMONS FWY., SUITE 800			PURCHASE FOOD,	
DALLAS, TX 75247			CLOTHING AND OTHER	
			ESSENTIAL ITEMS FOR	
			THE UNDERSERVED IN THE	3,000

Part XV. Supplementary Information 3. Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to Amount contribution any foundation manager status of Name and address (home or business) or substantial contributor recipient THE STEWPOT OF FIRST PRESBYTERIAN PUBLIC CHARITY HOMELESS DATA CHURCH COLLECTION AND 1835 YOUNG STREET EXCHANGE 50,000. DALLAS TX 75201 THE STEWPOT OF FIRST PRESBYTERIAN PUBLIC CHARITY HUMANITARIAN GRANT TO CHURCH PURCHASE FOOD 1835 YOUNG STREET CLOTHING AND OTHER ESSENTIAL ITEMS FOR DALLAS, TX 75201 THE UNDERSERVED IN THE 5,000. HUMANITARIAN GRANT TO THE VISITING NURSE ASSOCIATION OF PUBLIC CHARITY TEXAS PURCHASE FOOD 1600 VICEROY DRIVE, SUITE 400 CLOTHING AND OTHER DALLAS, TX 75235-2316 ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 3,000, THE VISITING NURSE ASSOCIATION OF PUBLIC CHARITY MEALS ON WHEELS TEXAS EXPANSION CAMPAIGN 1600 VICEROY DRIVE, SUITE 400 25,000. DALLAS TX 75235-2316 PUBLIC CHARITY HUMANITARIAN GRANT TO TRINITY RIVER MISSION, INC. 2060 SINGLETON BLVD. SUITE 104 PURCHASE FOOD, DALLAS, TX 75212 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 3,000. TURTLE CREEK MANOR INC PUBLIC CHARITY HUMANITARIAN GRANT TO 2820 SWISS AVE PURCHASE FOOD DALLAS, TX 75204 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. TYLER STREET COMMUNITY SERVICES PUBLIC CHARITY HUMANITARIAN GRANT TO 927 W. TENTH STREET PURCHASE FOOD DALLAS, TX 75208 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 3,000. UNDER 1 ROOF PUBLIC CHARITY UNDER 1 ROOF HOUSING PROGRAM 7501 CHESTERFIELD #206 DALLAS TX 75237 10,000. UNION GOSPEL MISSION PUBLIC CHARITY HUMANITARIAN GRANT TO 3211 IRVING BLVD. PURCHASE FOOD DALLAS, TX 75247 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. UNIVERSITY OF NORTH TEXAS AT DALLAS PUBLIC CHARITY DUTDOOR AMPITHEATRE FOUNDATION 7300 UNIVERSITY HILLS BLVD. DALLAS TX 75241 100,000. Total from continuation sheets

Part XV. Supplementary Information 3. Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual, Foundation show any relationship to Purpose of grant or Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient UNIVERSITY OF TEXAS MEDICAL BRANCH AT PUBLIC CHARITY CONSTRUCTION OF THE JENNIE SEALY HOSPITAL GALVESTON 301 UNIVERSITY BLVD. 200,000. GALVESTON TX 77555-0148 UPLIFT EDUCATION PUBLIC CHARITY EDUCATIONAL EXPENSES AND TECHNOLOGY 1825 MARKET CENTER BLVD., STE. 500 100,000, DALLAS TX 75207 EXPENSES VOGEL ALCOVE CHILDCARE CENTER FOR THE PUBLIC CHARITY RENOVATE CITY PARK HOMELESS ELEMENTARY SCHOOL AS PO BOX 150948 NEW OPERATIONS CENTER FOR VOGEL ALCOVE'S DALLAS, TX 75315-0948 EARLY CHILD 4,000. VOICE OF HOPE MINISTRIES PUBLIC CHARITY HUMANITARIAN GRANT TO P.O. BOX 224845 PURCHASE FOOD CLOTHING AND OTHER DALLAS, TX 75222-4845 ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 1,000. WAXAHACHIE C A R E SERVICES PUBLIC CHARITY HUMANITARIAN GRANT TO 1208 FERRIS AVENEUE PURCHASE FOOD, WAXAHACHIE, TX 75165 CLOTHING AND OTHER ESSENTIAL ITEMS FOR 1,000. THE UNDERSERVED IN THE WESLEY RANKIN COMMUNITY CENTER, INC. PUBLIC CHARITY HUMANITARIAN GRANT TO 3100 CROSSMAN AVE PURCHASE FOOD. DALLAS, TX 75212-3914 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. PUBLIC CHARITY SECURITY IMPROVEMENTS WEST DALLAS COMMUNITY SCHOOL 2300 CANADA DR DALLAS, TX 75212 20,000. PUBLIC CHARITY HUMANITARIAN GRANT TO WEST DALLAS MULTIPURPOSE CENTER 2828 FISHTRAP ROAD PURCHASE FOOD. CLOTHING AND OTHER DALLAS, TX 75212 ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. WHITE ROCK CENTER OF HOPE PUBLIC CHARITY HUMANITARIAN GRANT TO PO BOX 180358 PURCHASE FOOD DALLAS, TX 75218-0358 CLOTHING AND OTHER ESSENTIAL ITEMS FOR 2,000. THE UNDERSERVED IN THE WILKINSON CENTER PUBLIC CHARITY HUMANITARIAN GRANT TO PO BOX 720248 PURCHASE FOOD, DALLAS, TX 75372 CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE 2,000. Total from continuation sheets

Part XV. Supplementary Information 3. Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, show any relationship to any foundation manager or substantial contributor Recipient Purpose of grant or contribution Foundation Amount status of Name and address (home or business) recipient PUBLIC CHARITY SUPPORT PATHWAYS YMCA OF METROPOLITAN DALLAS CAPITAL CAMPAIGN FOR 601 N. AKARD ST. 100,000, THE YMCA AT WHITE ROCK DALLAS, TX 75201 PUBLIC CHARITY HUMANITARIAN GRANT TO YOUTH BELIEVING IN CHANGE INC PURCHASE FOOD, 8574 STULTS RD. CLOTHING AND OTHER DALLAS, TX 75243 ESSENTIAL ITEMS FOR 1,000. THE UNDERSERVED IN THE Total from continuation sheets

## HILLCREST FOUNDATION C/O US TRUST, BANK OF AMERICA, N.A. 75-6007565 Part XV. Supplementary Information 3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution NAME OF RECIPIENT - 6 STONES MISSION NETWORK HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - ALLEN COMMUNITY OUTREACH HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - AMERICAN RED CROSS NORTH TEXAS REGION HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - AMY'S FRIENDS HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - AMY'S FRIENDS HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - ATTITUDES & ATTIRE HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - BEA'S KIDS HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA

## HILLCREST FOUNDATION C/O US TRUST, BANK OF AMERICA, N.A. 75-6007565 Part XV. Supplementary Information 3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution NAME OF RECIPIENT - BEHIND EVERY DOOR MINISTRIES, INC. HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - BRIGHTER TOMORROWS INC HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - BROTHER BILL'S HELPING HAND HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - BUCKNER CHILDREN AND FAMILY SERVICES HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - CAMP SUMMIT HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - CAPTAIN HOPE'S KIDS HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - CARECENTER MINISTRIES HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA

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### HILLCREST FOUNDATION O US TRUST, BANK OF AMERICA, N.A. 75-6007565 Part XV. Supplementary Information 3a' Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution NAME OF RECIPIENT - DALLAS ARBORETUM & BOTANICAL SOCIETY, INC. DEVELOPMENT OF SCHEMATIC DESIGN FOR NEW GARDEN EDUCATION CENTER IN THE RORY MEYER'S ADVENTURE GARDEN NAME OF RECIPIENT - DALLAS COUNTY DEPARTMENT OF HEALTH AND HUMAN SERVICES HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - DALLAS FURNITURE BANK HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - DALLAS MISSION FOR LIFE, INC. DBA DALLAS LIFE HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - DALLAS SOUTH WEST KIDS HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - DALLAS THEOLOGICAL SEMINARY HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - DENISON HELPING HANDS HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA

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C/O US TRUST, BANK OF AMERICA, N.A. 75-6007565 Part XV. Supplementary Information 3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution NAME OF RECIPIENT - DENTAL HEALTH PROGRAMS INCORPORATED HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - DESIGN INDUSTRIES FOUNDATION FIGHTING AIDS INC HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - DRESS FOR SUCCESS DALLAS HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - EXODUS MINISTRIES, INC. HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - FAMILY GATEWAY, INC. HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - FAMILY PLACE INC HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - FIRST UNITED METHODIST CHURCH CROSSROADS COMMUNITY SERVICES HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA

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HILLCREST FOUNDATION

# HILLCREST FOUNDATION C/O US TRUST, BANK OF AMERICA, N.A. 75-6007565 Part XV. Supplementary Information 3a' Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution NAME OF RECIPIENT - FOOD FOUNDATION DBA. HUNGER BUSTERS HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - FRAZIER BEREAN BAPTIST CHURCH HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - FRIENDS OF WEDNESDAY'S CHILD HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - FRISCO FAMILY SERVICES CENTER HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - GIRLS INCORPORATED OF METROPOLITAN DALLAS HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - GLEANING NETWORK OF TEXAS HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA

NAME OF RECIPIENT - GOODWILL INDUSTRIES OF DALLAS, INC.

FOR THE UNDERSERVED IN THE DFW AREA

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HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS

HILLCREST FOUNDATION C/O US TRUST, BANK OF AMERICA, N.A. 75-6007565 Part XV. Supplementary Information 3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution NAME OF RECIPIENT - GRAND PRAIRIE UNITED CHARITIES, INC. HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - GRAYSON COUNTY SHELTER HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR VETERANS IN NEED IN THE DFW AREA NAME OF RECIPIENT - GREATER DALLAS VETERANS FOUNDATION HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - HANDFUL OF CORN COMMUNITY DEVELOPMENT CORPORATION HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - HELPING HANDS OF ENNIS HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - HEROES FOR CHILDREN HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - HOLY TRINITY CATHOLIC CHURCH HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA

HILLCREST FOUNDATION C/O US TRUST, BANK OF AMERICA, N.A. 75-6007565 Part XV. Supplementary Information 3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution NAME OF RECIPIENT - HOPE COTTAGE, INC. HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - HOPE'S DOOR HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - IRVING CARES, INC. HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - JEWISH COMMUNITY CENTER OF DALLAS HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - JEWISH FAMILY SERVICE OF DALLAS INCORPORATED HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - JUBILEE PARK & COMMUNITY CENTER CORPORATION HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA

NAME OF RECIPIENT - KID NET FOUNDATION

HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS

FOR THE UNDERSERVED IN THE DFW AREA

HILLCREST FOUNDATION C/O US TRUST, BANK OF AMERICA, N.A. 75-6007565 Part XV Supplementary Information 34 Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution NAME OF RECIPIENT - LADIES OF CHARITY OF DALLAS HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - LIFENET COMMUNITY BEHAVIORAL HEALTHCARE HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - LITTLE ELM AREA FOOD BANK HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - MANNA HOUSE HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - MARTIN LUTHER KING, JR. COMMUNITY CENTER HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - MERCY STREET HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - MESQUITE SOCIAL SERVICES, INC. HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS

FOR THE UNDERSERVED IN THE DFW AREA

HILLCREST FOUNDATION C/O US TRUST, BANK OF AMERICA, N.A. 75-6007565 Part XV. Supplementary Information 3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution NAME OF RECIPIENT - METHODISM'S BREADBASKET HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - METROCREST SOCIAL SERVICES, INC HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - MINNIES FOOD PANTRY INC HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - MOSAIC HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - MOSAIC FAMILY SERVICES, INC. HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - NATIONAL COUNCIL OF JEWISH WOMEN INCOPORATED HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - NETWORK OF COMMUNITY MINISTRIES, INC. HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA

C/O US TRUST, BANK OF AMERICA, N.A. 75-6007565 Part XV. Supplementary Information 3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution NAME OF RECIPIENT - NEW BEGINNING CENTER INC HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - NEXUS RECOVERY CENTER INCORPORATED HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - NORTH DALLAS SHARED MINISTRIES, INC. HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - NORTH TEXAS FOOD BANK HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - OAK LAWN UNITED METHODIST CHURCH OAK LAWN COMMUNITY OUTREACH CENTER HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - ONE MANS TREASURE HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - OPEN ARMS, INC. DBA BRYAN'S HOUSE HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS

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HILLCREST FOUNDATION

C/O US TRUST, BANK OF AMERICA, N.A. 75-6007565 Part XV. Supplementary Information 3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - PROMISE HOUSE, INC. HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - ROCKWALL COUNTY HELPING HANDS HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - RONALD MCDONALD HOUSE OF DALLAS, INC. HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - RONI'S PROMISE INC. HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - SHELTER MINISTRIES OF DALLAS DBA AUSTIN STREET CENTRE HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - SHELTER MINISTRIES OF DALLAS DBA GENESIS WOMEN'S SHELTER HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - SHOE BANK INC 423655 05-01-14

HILLCREST FOUNDATION

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

75-6007565

Part XV. **Supplementary Information** 3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - SOUPMOBILE, INC. HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - TARRANT AREA FOOD BANK HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - TEENA'S PLACE HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - THE ARC OF DALLAS HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - THE ARLINGTON LIFE SHELTER HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - THE SALVATION ARMY DFW METROPLEX HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - THE STEWPOT OF FIRST PRESBYTERIAN CHURCH

HILLCREST FOUNDATION C/O US TRUST, BANK OF AMERICA, N.A. 75-6007565 Part XV. Supplementary Information 3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - THE VISITING NURSE ASSOCIATION OF TEXAS HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - TRINITY RIVER MISSION, INC. HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - TURTLE CREEK MANOR INC HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - TYLER STREET COMMUNITY SERVICES HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - UNION GOSPEL MISSION HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - VOGEL ALCOVE CHILDCARE CENTER FOR THE HOMELESS RENOVATE CITY PARK ELEMENTARY SCHOOL AS NEW OPERATIONS CENTER FOR VOGEL ALCOVE'S EARLY CHILD DEVELOPMENT PROGRAM

NAME OF RECIPIENT - VOICE OF HOPE MINISTRIES

## HILLCREST FOUNDATION C/O US TRUST, BANK OF AMERICA, N.A. 75-6007565 Part XV. Supplementary Information 3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - WAXAHACHIE C A R E SERVICES HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - WESLEY RANKIN COMMUNITY CENTER, INC. HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - WEST DALLAS MULTIPURPOSE CENTER HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - WHITE ROCK CENTER OF HOPE HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA NAME OF RECIPIENT - WILKINSON CENTER HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA

HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS

NAME OF RECIPIENT - YOUTH BELIEVING IN CHANGE INC

FOR THE UNDERSERVED IN THE DFW AREA

FORM 990-PF	DIVIDENDS	AND INT	EREST	FROM SECU	TRITIES S	STATEMENT
	GROSS	CAPITA GAINS		(A) REVENUE	(B) NET INVEST	(C) - ADJUSTEI
SOURCE	AMOUNT	DIVIDENDS		PER BOOKS		
4023 OAK LAWN CAPITAL GAIN	428.		0.	428	3. 428	•
DISTRIBUTIONS	1,567,774.				0.	
DB POWERSHARES	1,453.		0.	1,453		
DOMESTIC DIVIDENDS	1,612,704.		0.	1,612,704		
FOREIGN DIVIDENDS	469,983.		0.	469,983		
FOREIGN INTEREST	13,289.		0.	13,289		
INTEREST	990,573.		0.	990,573	990,573	•
US COMMODITY INDEX	750		•	7	750	
FUND	758.		0.	758	758	•
US GOVERNMENT INTEREST	25,462.		0.	25,462	25,462	•
TO PART I, LINE 4	4,682,424.	1,567,	774.	3,114,650	3,098,457	
FORM 990-PF		OTHER	INCO	ME		STATEMENT
				(A) VENUE	(B) NET INVEST-	(C) ADJUSTED
DESCRIPTION		_	PER	BOOKS	MENT INCOME	NET INCOME
4023 OAK LAWN ASSOC US COMMODITY INDEX				307,209. -15,923.	307,209. -15,923.	
TOTAL TO FORM 990-P	F, PART I,	LINE 11				
				291,286.	291,286.	
FORM 990-PF			AL FE			STATEMENT
FORM 990-PF  DESCRIPTION			NE			CHARITABI PURPOSES
		LEGA (A) EXPENSES	NE S ME	ES (B) T INVEST-	(C) ADJUSTED NET INCOME	(D) CHARITABI

FORM 990-PF	ACCOUNTI	NG FEES	S'	TATEMENT	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAB PURPOSE	
ACCOUNTING FEES	54,875.	0.		54,87	5.
TO FORM 990-PF, PG 1, LN 16B	54,875.	0.		54,87	5.
FORM 990-PF C	THER PROFES	SIONAL FEES	S	TATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS		(C) ADJUSTED NET INCOME	(D) CHARITAB PURPOSE	
PROFESSIONAL FEES PROPERTY MANAGEMENT FEES PAID TO BANK OF AMERICA	258,442. 263,483.	238,126. 263,483.		20,31	6.
TO FORM 990-PF, PG 1, LN 16C	521,925.	501,609.		20,31	6.
FORM 990-PF	TAX	ES	S	TATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAB PURPOSE	
FOREIGN TAXES FEDERAL TAX	55,277. 75,000.	55,277.			0.
TO FORM 990-PF, PG 1, LN 18	130,277.	55,277.			0.

FORM 990-PF	OTHER EXPENSES				STATEMENT 7			
DESCRIPTION	(A) EXPENSES PER BOOK		(B) NET INVES MENT INCO		(C) ADJUSTED NET INCOM		(D) CHARITA PURPOS	
INSURANCE GRANTMAKING EXPENSE	34,576. 379,462. 414,038.		0.				13,830. 379,462. 393,292.	
TO FORM 990-PF, PG 1, LN 23								
FORM 990-PF	OTHER I	NV.	ESTMENTS			ST	ATEMENT	8
DESCRIPTION			LUATION METHOD BOOK VALUE		FAIR MARKET VALUE			
FIXED INCOME SECURITIES INVESTMENT IN 4023 OAK LAWN EQUITY SECURITIES ALTERNATIVE INVESTMENTS		(	COST COST COST	0. 74,373,673. 87		30,425,2 37,616,7 29,011,4	0. 18.	
TOTAL TO FORM 990-PF, PART II	I, LINE 13		_	134	1,392,044.	14	47,053,3	79.

FORM 990-PF LIST OF CONTROLLED ENTITIES STATEMENT PART VII-A, LINE 11 NAME OF CONTROLLED ENTITY EMPLOYER ID NO 20-0595524 4023 OAK LAWN ASSOCIATES, LP ADDRESS EXCESS BUSINESS HOLDING [ ] YES [X] NO PO BOX 831041 DALLAS, TX 75283 NAME OF CONTROLLED ENTITY EMPLOYER ID NO 4023 OAK LAWN, LLC 51-0493026

EXCESS BUSINESS HOLDING [ ] YES [X] NO

PO BOX 831041 DALLAS, TX 75283

ADDRESS

	LIST OF OFFICERS, DE AND FOUNDATION MANA	STATEMENT 1		
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	
BANK OF AMERICA P.O. BOX 831041 DALLAS, TX 75283	CORP-TRUSTEE 1.00	371,545.	0.	0.
SANDRA ESTESS P.O. BOX 831041 DALLAS, TX 75283	CO-TRUSTEE 1.00	0.	0.	0.
D. HAROLD BYRD, III P.O. BOX 831041 DALLAS, TX 75283	CO-TRUSTEE 1.00	0.	0.	0.
W.W. CARUTH, III P.O. BOX 831041 DALLAS, TX 75283	CO-TRUSTEE 1.00	0.	0.	0.
GEORGE W. BRAMBLETT, JR. P.O. BOX 831041 DALLAS, TX 75283	CO-TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PA	AGE 6, PART VIII	371,545.	0.	0.

FORM 990-PF

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

STATEMENT

11

PERSON'S NAME

BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE

### COMPENSATION EXPLANATION

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

FORM 990-PF

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

STATEMENT

12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

877-898-7323

EMAIL ADDRESS

TX.PHILANTHROPIC@USTRUST.COM

FORM AND CONTENT OF APPLICATIONS

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

### ANY SUBMISSION DEADLINES

FEBRUARY 28, JULY 31, AND NOVEMBER 30.

### RESTRICTIONS AND LIMITATIONS ON AWARDS

ORGANIZATIONS MUST BE LOCATED IN THE STATE OF TEXAS AND THE PURPOSE OF GRANT MUST BE FOR THE RELIEF OF POVERTY OR FURTHERANCE OF EDUCATION OR HEALTH.