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INTERNAL REVENUE SERVICE

EXTENSION GRANTED TO APRIL 15, 2016

Return of Private Foundation

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

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OMB No 1545-0052

2014

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning **JUN 1, 2014**, and ending **MAY 31, 2015**

Name of foundation
**HILLCREST FOUNDATION
C/O US TRUST, BANK OF AMERICA, N.A.**

Number and street (or P O box number if mail is not delivered to street address) Room/suite
MC: TX1-492-09-21, PO BOX 831041

City or town, state or province, country, and ZIP or foreign postal code
DALLAS, TX 75283-1041

A Employer identification number
75-6007565

B Telephone number
800-357-7094

C If exemption application is pending, check here

D 1 Foreign organizations, check here

2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

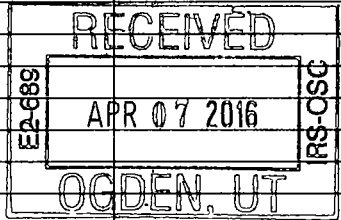
G Check all that apply:
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 151,744,719. (Part I, column (d) must be on cash basis)

J Accounting method:
 Cash
 Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,114,650.	3,098,457.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,019,138.			
	b Gross sales price for all assets on line 6a	72,629,348.			
	7 Capital gain net income (from Part IV, line 2)		7,019,138.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	291,286.	291,286.		STATEMENT 2	
12 Total Add lines 1 through 11	10,425,074.	10,408,881.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	371,545.	222,927.		148,618.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	12,528.	0.		12,528.
	b Accounting fees STMT 4	54,875.	0.		54,875.
	c Other professional fees STMT 5	521,925.	501,609.		20,316.
	17 Interest				
	18 Taxes STMT 6	130,277.	55,277.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,166.	1,900.		1,266.
	22 Printing and publications				
23 Other expenses STMT 7	414,038.	20,746.		393,292.	
24 Total operating and administrative expenses. Add lines 13 through 23	1,508,354.	802,459.		630,895.	
25 Contributions, gifts, grants paid	5,565,472.			5,565,472.	
26 Total expenses and disbursements. Add lines 24 and 25	7,073,826.	802,459.		6,196,367.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	3,351,248.				
b Net investment income (if negative, enter -0-)		9,606,422.			
c Adjusted net income (if negative, enter -0-)			N/A		



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LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2014)

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HILLCREST FOUNDATION

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

75-6007565

Form 990-RF (2014)

Part II Balance Sheets

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

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	3,134,553.	4,691,340.	4,691,340.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other STMT 8	133,289,605.	134,392,044.	147,053,379.	
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	136,424,158.	139,083,384.	151,744,719.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	135,924,158.	138,583,384.	
	25	Temporarily restricted			
	26	Permanently restricted	500,000.	500,000.	
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances	136,424,158.	139,083,384.		
31	Total liabilities and net assets/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)	1	136,424,158.
2	Enter amount from Part I, line 27a	2	3,351,248.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	139,775,406.
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.

HILLCREST FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 66,318,724.		65,610,210.	708,514.
b 4,742,850.			4,742,850.
c 1,567,774.			1,567,774.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			708,514.
b			4,742,850.
c			1,567,774.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	7,019,138.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

Yes No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	7,127,790.	150,792,151.	.047269
2012	6,384,924.	136,655,870.	.046723
2011	5,078,970.	150,826,961.	.033674
2010	5,450,830.	144,427,168.	.037741
2009	6,234,751.	123,698,803.	.050403

2 Total of line 1, column (d)	2	.215810
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.043162
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	145,980,435.
5 Multiply line 4 by line 3	5	6,300,808.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	96,064.
7 Add lines 5 and 6	7	6,396,872.
8 Enter qualifying distributions from Part XII, line 4	8	6,196,367.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

HILLCREST FOUNDATION

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	192,128.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	192,128.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	192,128.
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	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	345,047.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	152,919.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 152,919. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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

N/A

HILLCREST FOUNDATION

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	STMT 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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A		13	X	
14	The books are in care of ► BANK OF AMERICA, N.A. Telephone no. ► 214-209-1830 Located at ► 901 MAIN ST, 19TH FLOOR, DALLAS, TX ZIP+4 ► 75202-3714				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►		16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

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

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No **X**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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

SEE STATEMENT 11

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		371,545.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶ 0.

Form 990-PF (2014)

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	136,067,387.
b	Average of monthly cash balances	1b	5,257,565.
c	Fair market value of all other assets	1c	6,878,535.
d	Total (add lines 1a, b, and c)	1d	148,203,487.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	148,203,487.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,223,052.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	145,980,435.
6	Minimum investment return. Enter 5% of line 5	6	7,299,022.

Part XI

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

1	Minimum investment return from Part X, line 6	1	7,299,022.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	192,128.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	192,128.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,106,894.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,106,894.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,106,894.

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	6,196,367.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,196,367.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,196,367.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				7,106,894.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			5,554,317.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ <u>6,196,367.</u>				
a Applied to 2013, but not more than line 2a			5,554,317.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				642,050.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				6,464,844.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	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				

HILLCREST FOUNDATION

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

4942(j)(3) or 4942(j)(5)

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail 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:

c Any submission deadlines:

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

HILLCREST FOUNDATION

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				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
6 STONES MISSION NETWORK 209 N INDUSTRIAL BLVD STE 241 BEDFORD, TX 76021-6128	NONE	PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
ALLEN COMMUNITY OUTREACH 801 E MAIN STREET ALLEN, TX 75002-3116		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	1,000.
ALLEY'S HOUSE 4113 JUNIUS STREET DALLAS, TX 75246		PUBLIC CHARITY	PROGRAM EXPANSION AND COMMUNITY OUTREACH	15,000.
AMERICAN FOUNDATION FOR THE BLIND, INC. 11030 ABLES LANE DALLAS, TX 75229		PUBLIC CHARITY	RECRUITMENT AND TRAINING OF VOLUNTEERS AND DART COUPONS FOR THE VISUALLY IMPAIRED	20,000.
AMERICAN RED CROSS NORTH TEXAS REGION 4800 HARRY HINES BLVD DALLAS, TX 75235		PUBLIC CHARITY	AMERICAN RED CROSS NORTH TEXAS BLOOD MOBILE	100,000.
Total	SEE CONTINUATION SHEET(S)			5,565,472.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
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					
7 Other investment income			18	291,286.	
8 Gain or (loss) from sales of assets other 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 Accomplishment of Exempt Purposes

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

HILLCREST FOUNDATION

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

Table with columns for question numbers (1, a, b, c, d), Yes/No checkboxes, and a grid for detailed responses (1a(1), 1a(2), 1b(1) through 1b(6), 1c).

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'NOT APPLICABLE'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'NOT APPLICABLE'.

Sign Here: Under penalties of perjury, I declare that I have examined this return... Signature: Maria F. Behan, Date: 3-28-16, Title: TRUSTEE

Paid Preparer Use Only: Print/Type preparer's name: VIRGINIA DEBROW, CPA; Preparer's signature: V.D. DEBROW CPA; Date: 3/25/16; Firm's name: SAVILLE DODGEN & COMPANY; Firm's address: 700 N. PEARL STREET, SUITE 1100 DALLAS, TX 75201

May the IRS discuss this return with the preparer shown below (see instr 1)? [X] Yes [] No

Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN RED CROSS NORTH TEXAS REGION 4800 HARRY HINES BLVD DALLAS, TX 75235		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
AMY'S FRIENDS PO BOX 192378 DALLAS, TX 75219		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
AMY'S FRIENDS PO BOX 192378 DALLAS, TX 75219		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	10,000.
ATTITUDES & ATTIRE 2050 NORTH STEMMONS FREEWAY, #102 DALLAS, TX 75207		PUBLIC CHARITY	PROVIDE ATTITUDE WORKS WORKBOOK TO WOMEN ATTENDING PROGRAM	5,000.
ATTITUDES & ATTIRE 2050 NORTH STEMMONS FREEWAY, #102 DALLAS, TX 75207		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	3,000.
AUDOBON TEXAS DBA. TRINITY RIVER AUDOBON CENTER & DOGWOOD CANYON AUDOBON CE 2201 MAIN STREET, STE. 600 DALLAS, TX 75201		PUBLIC CHARITY	ECO PROJECT PROGRAM MATERIALS	15,000.
AUSTIN COLLEGE 900 N. GRAND AVENUE, STE, 6G SHERMAN, TX 75090-4400		PUBLIC CHARITY	CRITICAL SAFETY AND SECURITY UPGRADES AT AUSTIN COLLEGE	200,000.
BAYLOR HEALTH CARE SYSTEM FOUNDATION 3600 GASTON AVE., SUITE 100 DALLAS, TX 75246-1800		PUBLIC CHARITY	PURCHASE EQUIPMENT TO SUPPORT MAGNETICALLY GUIDED FETAL CARDIAC INTERVENTION	190,472.
BEA'S KIDS P.O. BOX 110165 CARROLLTON, TX 75011-0165		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	1,000.
BEHIND EVERY DOOR MINISTRIES, INC. 14860 MONFORT DRIVE, STE. 140 DALLAS, TX 75254		PUBLIC CHARITY	THRIVING MINDS AFTER-SCHOOL AT VILLAGE OAKS	20,000.
Total from continuation sheets				5,427,472.

Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BEHIND EVERY DOOR MINISTRIES, INC. 14860 MONFORT DRIVE, STE. 140 DALLAS, TX 75254		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	1,000.
BIG BROTHERS BIG SISTERS LONE STAR 450 E JOHN CARPENTER FRWY, STE. 300 IRVING, TX 75062-3955		PUBLIC CHARITY	PURCHASE SOFTWARE FOR THE MENTOR2.0 EDUCATION MENTORING PROGRAM	25,000.
BISHOP DUNNE HIGH SCHOOL 3900 RUGGED DRIVE DALLAS, TX 75224		PUBLIC CHARITY	STATE OF ART SCIENCE LABORATORY	50,000.
BOYS SCOUTS OF AMERICA CIRCLE TEN COUNCIL 8605 HARRY HINES BLVD DALLAS, TX 75235		PUBLIC CHARITY	CONSTRUCTION AND INFRASTRUCTURE PROJECTS AT CAMP WISDOM	100,000.
BOYS & GIRLS CLUBS OF GREATER DALLAS 4816 WORTH STREET DALLAS, TX 75246		PUBLIC CHARITY	PURCHASE PASSENGER VANS AND SHUTTLE BUS	25,000.
BRIDGE STEPS 1818 CORSICANA ST DALLAS, TX 75201-6102		PUBLIC CHARITY	PAVILION CLIMATE CONTROLLING PROJECT	2,000.
BRIGHTER TOMORROWS INC 928 BLUEBIRD DR IRVING, TX 75061		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
BROTHER BILL'S HELPING HAND PO BOX 565846 DALLAS, TX 75356-5846		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
BROTHER BILL'S HELPING HAND PO BOX 565846 DALLAS, TX 75356-5846		PUBLIC CHARITY	SUPPORT WOMEN'S HEALTH SERVICES	10,000.
BUCKNER CHILDREN AND FAMILY SERVICES 700 N. PEARL, SUITE 1100 DALLAS, TX 75201		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
Total from continuation sheets				

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

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Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAMP SUMMIT 17210 CAMPBELL RD., SUITE 180W DALLAS, TX 75252		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	1,000.
CAMP SUMMIT 17210 CAMPBELL RD., SUITE 180W DALLAS, TX 75252		PUBLIC CHARITY	OPENING GATES: CAPITAL CAMPAIGN	200,000.
CAPTAIN HOPE'S KIDS 10480 SHADY TRAIL, SUITE 104 DALLAS, TX 75220		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	4,000.
CARECENTER MINISTRIES PO BOX 171059 DALLAS, TX 75217		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
CATCH UP & READ, INC. 3001 KNOX STREET, STE. 207 DALLAS, TX 75205-5586		PUBLIC CHARITY	PURCHASE TABLETS AND HEADPHONES FOR READING PROGRAM	25,000.
CATHOLIC CHARITIES OF DALLAS, INC. 9461 LYNDON B. JOHNSON FWY, #128 DALLAS, TX 75243		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	3,000.
CEDAR HILL SHARES PO BOX 2694 CEDAR HILL, TX 75106		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
CHILD PROTECTIVE SERVICES COMMUNITY 1215 SKILES ST DALLAS, TX 75204		PUBLIC CHARITY	SUPPORT RAINBOW ROOM	25,000.
CHILD PROTECTIVE SERVICES COMMUNITY 1215 SKILES ST DALLAS, TX 75204		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
CHILDCAREGROUP 1420 W MOCKINGBIRD LN STE 300 DALLAS, TX 75247		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDREN'S MEDICAL CENTER OF DALLAS 1935 MEDICAL DISTRICT DRIVE DALLAS, TX 75235-7701		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	3,000.
CITIZENS DEVELOPMENT CENTER 8800 AMBASSADOR ROW DALLAS, TX 75247		PUBLIC CHARITY	FACILITY IMPROVEMENT - REPLACEMENT OF AGENCY CARPETING AND TILE FLOORING	20,000.
CITY SQUARE 511 N. AKARD, SUITE 302 DALLAS, TX 75201		PUBLIC CHARITY	CITY SQUARE OPPORTUNITY CENTER	50,000.
CITY SQUARE 511 N. AKARD, SUITE 302 DALLAS, TX 75201		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	3,000.
COMMEMORATIVE AIR FORCES PO BOX 764769 DALLAS, TX 75376		PUBLIC CHARITY	THE C-47 FLYING CLASSROOM PROGRAM	50,000.
COMMUNITIES FOUNDATION OF TEXAS, INC. 5500 CARUTH HAVEN LANE DALLAS, TX 75225-8146		PUBLIC CHARITY	SUPPORT COMMUNICATION PLATFORMS FOR COMMIT!	50,000.
COMMUNITIES IN SCHOOLS DALLAS REGION 1341 W. MOCKINGBIRD LN. SUITE 1000E DALLAS, TX 75247-3729		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	1,000.
CONSUMER CREDIT COUNSELING SERVICE OF GREATER DALLAS, INC. 8737 KING GEORGE DRIVE DALLAS, TX 75235		PUBLIC CHARITY	TECHNOLOGY CAPACITY DEVELOPMENT PLAN	20,000.
DALLAS AFTERSCHOOL NETWORK 2902 SWISS AVE. DALLAS, TX 75204		PUBLIC CHARITY	PROGRAM QUALITY INITIATIVE	25,000.
DALLAS ARBORETUM & BOTANICAL SOCIETY, INC. 8617 GARLAND ROAD DALLAS, TX 75218		PUBLIC CHARITY	DEVELOPMENT OF SCHEMATIC DESIGN FOR NEW GARDEN EDUCATION CENTER IN THE RORY MEYER'S ADVENTURE	50,000.
Total from continuation sheets				

Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DALLAS CASA 2757 SWISS AVENUE DALLAS, TX 75204		PUBLIC CHARITY	CONSTRUCTION OF NEW CHILDREN'S JUSTICE TRAINING CENTER	100,000.
DALLAS CHILDREN'S ADVOCACY CENTER 5351 SAMUELL BLVD DALLAS, TX 75228		PUBLIC CHARITY	CREATE RESEARCH INSTITUTE TO ADDRESS CHILD ABUSE RELATED RESEARCH	150,000.
DALLAS CHILDREN'S THEATER, INC. 5938 SKILLAN STREET DALLAS, TX 75231-7608		PUBLIC CHARITY	DALLAS CHILDREN'S THEATRE SENSORY-FRIENDLY INITIATIVE	50,000.
DALLAS COUNTY DEPARTMENT OF HEALTH AND HUMAN SERVICES 2377 STEMMONS FWY., #200, LB 16 DALLAS, TX 75207-2710		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
DALLAS FOUNDATION, A TX NONPROFIT CORPORATION 3963 MAPLE AVENUE, SUITE 390 DALLAS, TX 75219		PUBLIC CHARITY	DALLAS COALITION FOR HIV/AIDS SERVICES	50,000.
DALLAS FURNITURE BANK PO BOX 815788 DALLAS, TX 75381-5788		PUBLIC CHARITY	FURNITURE FOR FAMILIES	10,000.
DALLAS FURNITURE BANK PO BOX 815788 DALLAS, TX 75381-5788		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
DALLAS MISSION FOR LIFE, INC. DBA DALLAS LIFE 1100 CADIZ STREET DALLAS, TX 75215		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
DALLAS SOUTH WEST KIDS 2448 W. ILLINOIS AVENUE DALLAS, TX 75233		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	1,000.
DALLAS THEOLOGICAL SEMINARY 3909 SWISS AVE. DALLAS, TX 75204-6411		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, 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 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
DEAF ACTION CENTER 3115 CRESTVIEW DRIVE DALLAS, TX 75235		PUBLIC CHARITY	CAPITAL PROJECT	100,000.
DENISON HELPING HANDS 418 W CHESTNUT ST DENISON, TX 75020		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	1,000.
DENTAL HEALTH PROGRAMS INCORPORATED PO BOX 532489 GRAND PRAIRIE, TX 75053		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	1,000.
DESIGN INDUSTRIES FOUNDATION FIGHTING AIDS INC 2050 STEMMONS FREEWAY, MAIL UNIT 262 DALLAS, TX 75342		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	1,000.
DRESS FOR SUCCESS DALLAS 13331 PRESTON ROAD, SUITE 2122 DALLAS, TX 75240		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	1,000.
EDUCATIONAL FIRST STEPS 2815 GASTON AVENUE DALLAS, TX 75226		PUBLIC CHARITY	STEP UP! CAMPAIGN - TO ACCELERATE THE SOUR STEPS 2.0 PROGRAM AND NEW ENROLLMENT SERVICES PROGRAMS	50,000.
ENCORE PARK DALLAS 1835 YOUNG STREET DALLAS, TX 75201		PUBLIC CHARITY	SUPPORT CAPITAL AND RENOVATIONS	150,000.
EXODUS MINISTRIES, INC. 4630 MUNGER AVE, #110 DALLAS, TX 75204		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
FAMILY GATEWAY, INC. 600 JACKSON ST DALLAS, TX 75202		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
FAMILY PLACE INC PO BOX 7999 DALLAS, TX 75209		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, 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 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
FIRST UNITED METHODIST CHURCH CROSSROADS COMMUNITY SERVICES 1822 YOUNG STREET, 2ND FLOOR DALLAS, TX 75201		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
FOOD FOUNDATION DBA. HUNGER BUSTERS 3116 SYLVAN AVENUE DALLAS, TX 75212		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	1,000.
FRAZIER BEREAN BAPTIST CHURCH P.O. BOX 2195 CEDAR HILL, TX 75106-2195		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
FRIENDS OF WEDNESDAY'S CHILD 2801 SWISS AVENUE, SUITE 130 DALLAS, TX 75204		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	1,000.
FRISCO FAMILY SERVICES CENTER P.O. BOX 1387 FRISCO, TX 75034-0024		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	1,000.
GIRL SCOUTS OF NORTHEAST TEXAS 6001 SUMMERSIDE DRIVE DALLAS, TX 75252		PUBLIC CHARITY	STEM CENTER OF EXCELLENCE CAPITAL CAMPAIGN	250,000.
GIRLS INCORPORATED OF METROPOLITAN DALLAS 2040 EMPIRE CENTRAL DRIVE DALLAS, TX 75235		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	3,000.
GLEANNING NETWORK OF TEXAS P.O. BOX 7103 DALLAS, TX 75219		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	1,000.
GOODWILL INDUSTRIES OF DALLAS, INC. 3020 N. WESTMORELAND RD DALLAS, TX 75212		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
GOODWILL INDUSTRIES OF DALLAS, INC. 3020 N. WESTMORELAND RD DALLAS, TX 75212		PUBLIC CHARITY	EXPANSION AND REMODELING OF FACILITY	150,000.
Total from continuation sheets				

Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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

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Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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

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

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Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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

Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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

Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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

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3. Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
REBUILDING TOGETHER GREATER DALLAS, INC. PO BOX 560061 DALLAS, TX 75356		PUBLIC CHARITY	LEAN ON ME	20,000.
ROCKWALL COUNTY HELPING HANDS 950 WILLIAMS STREET ROCKWALL, TX 75087		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	1,000.
RONALD MCDONALD HOUSE OF DALLAS, INC. 4707 BENGAL DALLAS, TX 75235		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	1,000.
RONI'S PROMISE INC. P.O. BOX 60593 FORT WORTH, TX 76115-6593		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	1,000.
SHELTER MINISTRIES OF DALLAS DBA AUSTIN STREET CENTRE PO BOX 710729 DALLAS, TX 75371		PUBLIC CHARITY	RENOVATION OF ENTRYWAY, LANDSCAPING, AND PARKING LOT	50,000.
SHELTER MINISTRIES OF DALLAS DBA AUSTIN STREET CENTRE PO BOX 710729 DALLAS, TX 75371		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	5,000.
SHELTER MINISTRIES OF DALLAS DBA GENESIS WOMEN'S SHELTER 4411 LEMMON AVE., SUITE 201 DALLAS, TX 75219		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	5,000.
SHOE BANK INC 205 BECKY LANE ROCKWALL, TX 75087-5217		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	5,000.
SKILL QUEST 2922 MARTIN LUTHER KING, JR. BLVD, STE. 118 DALLAS, TX 75215		PUBLIC CHARITY	ADULT CAREER EDUCATION-ACE MATCHING GRANT	15,000.
SOUPMOBILE, INC. 3017 COMMERCE ST. DALLAS, TX 75226		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	5,000.
Total from continuation sheets				

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Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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

Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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

Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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

Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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

Part XV. Supplementary Information

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

NAME OF RECIPIENT - 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

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

Part XV. Supplementary Information

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

NAME OF RECIPIENT - CATHOLIC CHARITIES OF DALLAS, INC.

HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS
FOR THE UNDERSERVED IN THE DFW AREA

NAME OF RECIPIENT - CEDAR HILL SHARES

HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS
FOR THE UNDERSERVED IN THE DFW AREA

NAME OF RECIPIENT - CHILD PROTECTIVE SERVICES COMMUNITY

HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS
FOR THE UNDERSERVED IN THE DFW AREA

NAME OF RECIPIENT - CHILDCAREGROUP

HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS
FOR THE UNDERSERVED IN THE DFW AREA

NAME OF RECIPIENT - CHILDREN'S MEDICAL CENTER OF DALLAS

HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS
FOR THE UNDERSERVED IN THE DFW AREA

NAME OF RECIPIENT - CITY SQUARE

HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS
FOR THE UNDERSERVED IN THE DFW AREA

NAME OF RECIPIENT - COMMUNITIES IN SCHOOLS DALLAS REGION

HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS
FOR THE UNDERSERVED IN THE DFW AREA

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

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

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.

HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS
FOR THE UNDERSERVED IN THE DFW AREA

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

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

Part XV. Supplementary Information

3a 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

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 INCORPORATED
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

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 AREANAME OF RECIPIENT - OAK LAWN UNITED METHODIST CHURCH OAK LAWN COMMUNITY
OUTREACH CENTERHUMANITARIAN 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

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

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

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

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

NAME OF RECIPIENT - YOUTH BELIEVING IN CHANGE INC

HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS
FOR THE UNDERSERVED IN THE DFW AREA

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
4023 OAK LAWN CAPITAL GAIN DISTRIBUTIONS	428.	0.	428.	428.	
DB POWERSHARES	1,453.	0.	1,453.	1,453.	
DOMESTIC DIVIDENDS	1,612,704.	1,567,774.	0.	0.	
FOREIGN DIVIDENDS	469,983.	0.	1,612,704.	1,596,511.	
FOREIGN INTEREST	13,289.	0.	469,983.	469,983.	
INTEREST	990,573.	0.	13,289.	13,289.	
US COMMODITY INDEX FUND	758.	0.	990,573.	990,573.	
US GOVERNMENT INTEREST	25,462.	0.	758.	758.	
TO PART I, LINE 4	4,682,424.	1,567,774.	3,114,650.	3,098,457.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
4023 OAK LAWN ASSOCIATES, LP	307,209.	307,209.	
US COMMODITY INDEX FUND	-15,923.	-15,923.	
TOTAL TO FORM 990-PF, PART I, LINE 11	291,286.	291,286.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	12,528.	0.		12,528.
TO FM 990-PF, PG 1, LN 16A	12,528.	0.		12,528.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	54,875.	0.		54,875.
TO FORM 990-PF, PG 1, LN 16B	54,875.	0.		54,875.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	258,442.	238,126.		20,316.
PROPERTY MANAGEMENT FEES PAID TO BANK OF AMERICA	263,483.	263,483.		0.
TO FORM 990-PF, PG 1, LN 16C	521,925.	501,609.		20,316.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	55,277.	55,277.		0.
FEDERAL TAX	75,000.	0.		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 BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	34,576.	20,746.		13,830.
GRANTMAKING EXPENSE	379,462.	0.		379,462.
TO FORM 990-PF, PG 1, LN 23	414,038.	20,746.		393,292.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME SECURITIES	COST	30,106,414.	30,425,228.
INVESTMENT IN 4023 OAK LAWN	COST	0.	0.
EQUITY SECURITIES	COST	74,373,673.	87,616,718.
ALTERNATIVE INVESTMENTS	COST	29,911,957.	29,011,433.
TOTAL TO FORM 990-PF, PART II, LINE 13		134,392,044.	147,053,379.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 9

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

4023 OAK LAWN ASSOCIATES, LP

20-0595524

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

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

PO BOX 831041
DALLAS, TX 75283

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BANK OF AMERICA P.O. BOX 831041 DALLAS, TX 75283	CORP-TRUSTEE 1.00	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, PAGE 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.