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# INTERNAL REVENUE SERVICE

EXTENSION GRANTED TO APRIL 18, 2017

## Return of Private Foundation

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

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

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2015**

Open to Public Inspection

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

For calendar year 2015 or tax year beginning

**JUN 1, 2015**

, and ending

**MAY 31, 2016**

Name of foundation

**HILLCREST FOUNDATION**

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

A Employer identification number

**75-6007565**

Number and street (or P O box number if mail is not delivered to street address)

**MC: TX1-492-09-21, PO BOX 831041**

Room/suite

B Telephone number

**800-357-7094**

City or town, state or province, country, and ZIP or foreign postal code

**DALLAS, TX 75283-1041**

G Check all that apply:

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

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 ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

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 ☐

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

**\$ 140,380,957.**

J Accounting method.

☒ Cash

☐ Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

### Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

**3,082,411.**

**3,063,230.**

**STATEMENT 1**

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a **82,927,894.**

**-1,630,637.**

7 Capital gain net income (from Part IV, line 2)

**0.**

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

**-60,490.**

**-60,490.**

**STATEMENT 2**

12 Total. Add lines 1 through 11

**1,391,284.**

**3,002,740.**

13 Compensation of officers, directors, trustees, etc

**401,307.**

**240,784.**

**160,523.**

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees **STMT 3**

**13,946.**

**13,946.**

**13,946.**

b Accounting fees **STMT 4**

**48,636.**

**48,636.**

**48,636.**

c Other professional fees **STMT 5**

**235,120.**

**214,978.**

**20,142.**

17 Interest

18 Taxes **STMT 6**

**80,035.**

**80,035.**

**0.**

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses **STMT 7**

**397,872.**

**22,461.**

**375,411.**

24 Total operating and administrative expenses. Add lines 13 through 23

**1,176,916.**

**558,258.**

**618,658.**

25 Contributions, gifts, grants paid

**6,589,000.**

**6,589,000.**

26 Total expenses and disbursements. Add lines 24 and 25

**7,765,916.**

**558,258.**

**7,207,658.**

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

**-6,374,632.**

b Net investment income (if negative, enter -0-)

**2,444,482.**

c Adjusted net income (if negative, enter -0-)

**N/A**

523501  
11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

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ENVELOPE POSTMARK DATE APR 17 2017

SCANNED APR 20 2017

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**HILLCREST FOUNDATION**

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	4,691,340.	5,019,875.	5,019,875.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other <span style="float:right">STMT 8</span>		134,392,044.	128,419,654.	135,361,082.
14 Land, buildings, and equipment; basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		139,083,384.	133,439,529.	140,380,957.
17 Accounts payable and accrued expenses				
18 Grants payable				
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 <b>Total liabilities</b> (add lines 17 through 22)		0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> <b>X</b> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	138,583,384.	132,939,529.	
	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 <b>Total net assets or fund balances</b>		139,083,384.	133,439,529.	
31 <b>Total liabilities and net assets/fund balances</b>		139,083,384.	133,439,529.	

**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)	139,083,384.
2 Enter amount from Part I, line 27a	-6,374,632.
3 Other increases not included in line 2 (itemize) ▶ <b>GAAP TO TAX DIFFERENCES</b>	730,777.
4 Add lines 1, 2, and 3	133,439,529.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	133,439,529.

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

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

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a 82,415,395.</b>		<b>84,558,531.</b>	<b>-2,143,136.</b>
<b>b 512,499.</b>			<b>512,499.</b>
c			
d			
e			

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			<b>-2,143,136.</b>
<b>b</b>			<b>512,499.</b>
c			
d			
e			

  

<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	<b>2</b>	<b>-1,630,637.</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>	<b>N/A</b>

**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))
2014	6,196,367.	145,980,435.	.042447
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

  

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>.207854</b>
<b>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</b>	<b>3</b>	<b>.041571</b>
<b>4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5</b>	<b>4</b>	<b>141,964,944.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>5,901,625.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>24,445.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>5,926,070.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	<b>7,207,658.</b>

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

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**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments.

a 2015 estimated tax payments and 2014 overpayment credited to 2015

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2016 estimated tax

128,474. Refunded

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b 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

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions)

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

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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

N/A

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**Part VII-A Statements Regarding Activities** (continued)

	Yes	No
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)	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 2015, 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. If "Yes," enter the name of the foreign country ▶	16	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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <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 c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____	2b	
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 2015 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 2015.) 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 2015?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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

6b

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

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

7b

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

N/A

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

SEE STATEMENT 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		401,307.	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."**

[illegible]

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

---

0

<b>Part IX-A Summary of Direct Charitable Activities</b>	
--	--

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		

<b>Part IX-B</b>	<b>Summary of Program-Related Investments</b>
------------------	---

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.

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**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	136,930,564.
b	Average of monthly cash balances	1b	4,768,368.
c	Fair market value of all other assets	1c	2,427,915.
d	Total (add lines 1a, b, and c)	1d	144,126,847.
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	144,126,847.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,161,903.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	141,964,944.
6	Minimum investment return. Enter 5% of line 5	6	7,098,247.

**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	7,098,247.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	24,445.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	24,445.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,073,802.
4	Recoveries of amounts treated as qualifying distributions	4	37,000.
5	Add lines 3 and 4	5	7,110,802.
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	7,110,802.

**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	7,207,658.
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	7,207,658.
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	24,445.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,183,213.

**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

Form 990-PF (2015)

HILLCREST FOUNDATION  
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Form 990-PF (2015)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				7,110,802.
2 Undistributed income, if any, as of the end of 2015			6,464,844.	
a Enter amount for 2014 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4. ▶ \$ 7,207,658.			6,464,844.	
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			742,814.
d Applied to 2015 distributable amount	0.			
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				6,367,988.
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 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				



## HILLCREST FOUNDATION

Form 990-PF (2015)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
Name and address (home or business)				
a Paid during the year				
ABILITY CONNECTION TEXAS 8802 HARRY HINES BLVD DALLAS, TX 75235		PUBLIC CHARITY	ESSENTIAL EQUIPMENT REPLACEMENT	25,000.
ADMIRAL NIMITZ FOUNDATION 328 E MAIN ST FREDERICKSBURG, TX 78624-4612		PUBLIC CHARITY	CAPITAL CAMPAIGN FOR THE RENOVATION AND MODERNIZATION OF THE PACIFIC COMBAT ZONE AREA OF EXHIBITS AT	50,000.
ADVOCATES FOR COMMUNITY TRANSFORMATION P.O. BOX 225225 DALLAS, TX 75222-5225		PUBLIC CHARITY	LEGAL ADVOCACY PROGRAM TO ELIMINATE CRIME AND URBAN BLIGHT	30,000.
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.
Total SEE CONTINUATION SHEET(S) ▶ 3a				6,589,000.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
<b>1</b> Program service revenue:						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>f</b> _____						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments						
<b>3</b> Interest on savings and temporary cash investments						
<b>4</b> Dividends and interest from securities			14	3,082,411.		
<b>5</b> Net rental income or (loss) from real estate:						
<b>a</b> Debt-financed property						
<b>b</b> Not debt-financed property						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income			16	-60,490.		
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	-1,630,637.		
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory						
<b>11</b> Other revenue:						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0.		1,391,284.		0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)					13	1,391,284.

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

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

[illegible]

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

- |  |                     |
|--|---------------------|
| <p><b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p><b>b</b> Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <p><b>Yes</b></p>   |
|  | <p><b>1a(1)</b></p> |
|  | <p><b>1a(2)</b></p> |
|  |                     |
|  | <p><b>1b(1)</b></p> |
|  | <p><b>1b(2)</b></p> |
|  | <p><b>1b(3)</b></p> |
|  | <p><b>1b(4)</b></p> |
|  | <p><b>1b(5)</b></p> |
|  | <p><b>1b(6)</b></p> |
|  | <p><b>1c</b></p>    |

[illegible]

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

☐ Yes ☒ No

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

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

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Nina F. Behar  
Signature of officer or trustee **BANK OF AMERICA**

4-14-17

TRUSTEE

May the IRS discuss this return with the preparer shown below: (see inst. 2)

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name \_\_\_\_\_

Preparer's signature

Date \_\_\_\_\_

Check ☐  
self-employed

PTIN

VIRGINIA DEBROW,  
CPA

V DeBnewcst

4/18/17

P01310596

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

Firm's EIN ▶ 90-0525804

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

Phone no. (214) 922-9727

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
ARLINGTON PUBLIC LIBRARY FOUNDATION P.O. BOX 90231 MAIL STOP 10-0100, LIBRARY ADMIN ARLINGTON, TX 76004		PUBLIC CHARITY	DREAM: CENTRAL - BUILDING THE LIBRARY OF TOMORROW	25,000.
ATTITUDES & ATTIRE 2050 N. STEMMONS FREEWAY, MB 102, STE 181 DALLAS, TX 75207		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
AVANCE - DALLAS, INC. 2060 SINGLETON BLVD, SUITE 103 DALLAS, TX 75212		PUBLIC CHARITY	CAPITAL IMPROVEMENTS PROJECT	25,000.
BEHIND EVERY DOOR MINISTRIES, INC. 2824 SWISS AVE DALLAS, TX 75204		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
BIG THOUGHT 1409 S. LAMAR STREET, SUITE 1015 DALLAS, TX 75215		PUBLIC CHARITY	CREATIVE SOLUTIONS SUMMER PROGRAM	15,000.
BISHOP LYNCH HIGH SCHOOL 9750 FERGUSON RD DALLAS, TX 75228		PUBLIC CHARITY	EDUCATION TECHNOLOGY SUPPLIES	75,000.
BOOKS ARE THE BEGINNING 2625 ROLLING OAKS SAN MARCOS, TX 78666		PUBLIC CHARITY	FALL INTO READING PROJECT	10,000.
BOY SCOUTS OF AMERICA BUFFALO TRAIL COUNCIL, INC. 1101 W. TEXAS AVE. MIDLAND, TX 79701-6171		PUBLIC CHARITY	PURCHASE PASSENGER VAN	40,000.
BOY SCOUTS OF AMERICA CIRCLE TEN COUNCIL 8605 HARRY HINES BLVD DALLAS, TX 75235		PUBLIC CHARITY	CONSTRUCTION AND INFRASTRUCTURE PROJECTS AT CAMP WISDOM	100,000.
BRIDGE BREAST CENTER, INC. 4000 JUNIUS STREET DALLAS, TX 75246		PUBLIC CHARITY	BRIDGING BREAST HEALTH ACCESS - UPGRADE TECHNOLOGY INFRASTRUCTURE	20,000.
Total from continuation sheets				6,480,000.

HILLCREST FOUNDATION  
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**Part XV** Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
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.
BUCKNER CHILDREN AND FAMILY SERVICES 700 N. PEARL, SUITE 1200 DALLAS, TX 75201		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
BUILDINGCOMMUNITY WORKSHOP 2814 MAIN STREET, SUITE 102 DALLAS, TX 75201		PUBLIC CHARITY	HISTORIC HOME RESTORATION FOR COMMUNITY DESIGN RESOURCE RESIDENCY	25,000.
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	2,000.
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.
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	2,000.
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	2,000.
CITY OF GARLAND GALE FIELDS RECREATION CENTER 634 APOLLO ROAD GARLAND, TX 75040		PUBLIC CHARITY	SUPPORT OF WORK TO AID COMMUNITY FOLLOWING THE AFTERMATH OF THE DEVASTATING TORNADOES THAT HIT NORTH TEXAS	10,000.
CLAYTON DABNEY FOUNDATION FOR KIDS WITH CANCER 6500 GREENVILLE AVE, SUITE 342 DALLAS, TX 75206		PUBLIC CHARITY	"MEDICINE OF THE HEART" PROGRAM	20,000.
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
COMMUNITIES IN SCHOOLS DALLAS REGION 1341 W. MOCKINGBIRD LN. SUITE 1000E DALLAS, TX 75247-3729		PUBLIC CHARITY	CISDR KETCHUP SATURDAYS PROJECT	10,000.
CRISTO REY DALLAS HIGH SCHOOL 1064 N. ST. AUGUSTINE DRIVE DALLAS, TX 75217		PUBLIC CHARITY	NEW ACADEMIC BUILDING	250,000.
CROSSROADS COMMUNITY SERVICES INC. 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.
DALLAS ACADEMY 950 TIFFANY WAY DALLAS, TX 75218		PUBLIC CHARITY	SAFETY AND SECURITY FOR STUDENTS WITH LEARNING DISABILITIES	50,000.
DALLAS BAPTIST UNIVERSITY 3000 MOUNTAIN CREEK PARKWAY DALLAS, TX 75211-6700		PUBLIC CHARITY	DR. WILLIAM B. DEAN LEARNING CENTER	100,000.
DALLAS BLACK DANCE THEATRE 2700 ANN WILLIAMS WAY DALLAS, TX 75201		PUBLIC CHARITY	CAPITAL AND TECHNOLOGY IMPROVEMENTS FOR 40TH ANNIVERSARY - RESTORE THE BUILDINGS HISTORIC WINDOWS AND REPLACE	50,000.
DALLAS CHALLENGE, INC. 7777 FOREST LANE, BLDG B, SUITE 410 DALLAS, TX 75230		PUBLIC CHARITY	ADOLESCENT OUTPATIENT SUBSTANCE ABUSE TREATMENT SERVICES	10,000.
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 MAYOR'S SUMMER READING CLUB	5,000.
DALLAS FOUNDATION, A TX NONPROFIT CORPORATION 3963 MAPLE AVENUE, SUITE 390 DALLAS, TX 75219		PUBLIC CHARITY	SACHMAN LAKE TOGETHER FAMILY CENTER	200,000.
Total from continuation sheets				

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**Part XV** Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DALLAS LEADERSHIP FOUNDATION 3101 GREENWOOD STREET DALLAS, TX 75204		PUBLIC CHARITY	NEW VAN FOR YOUTH PROGRAMS	20,000.
DALLAS SUMMER MUSICALS, INC. P.O. BOX 710336 DALLAS, TX 75371-0336		PUBLIC CHARITY	DSM COMMUNITY PERFORMANCE	50,000.
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	2,000.
DRUG PREVENTION RESOURCES, INC. 1200 W. HALNUT HILL LANE, SUITE 2100 IRVING, TX 75038-3055		PUBLIC CHARITY	REPLACE OLD COMPUTERS WITH NEW COMPUTERS AND CABLE CORDS FOR OFFICE AND FIELD STAFF	25,000.
EDUCATION OPENS DOORS P.O BOX 601971 DALLAS, TX 75360		PUBLIC CHARITY	STUDENT MANUALS FOR THE ROADMAP TO SUCCESS PROGRAM	20,000.
EDUCATIONAL FIRST STEPS 2815 GASTON AVENUE DALLAS, TX 75226		PUBLIC CHARITY	IN HONOR OF MRS. SANDRA ESTESS AND 25TH ANNIVERSARY	5,000.
EPISCOPAL CHIRCH OF THE ASCENSION 8787 GREENVILLE AVENUE DALLAS, TX 75243		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
EQUAL HEART 4848 LEMMON AVE #513 DALLAS, TX 75219		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	UPGRADE OF THE COMPUTER LAB AT THE ANNETTE G. STRAUSS FAMILY GATEWAY CENTER	15,000.
FAMILY PLACE INC PO BOX 7999 DALLAS, TX 75209		PUBLIC CHARITY	CHILDREN'S GROUP THERAPY ROOM IN THE NEW LOCATION OF THE FAMILY PLACE	50,000.
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
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	2,000.
FOCUS LEARNING ACADEMY INCORPORATED 2524 W. LEDBETTER DRIVE DALLAS, TX 75233		PUBLIC CHARITY	FOCUS ACADEMIES BUILDING CONNECTION	75,000.
FRIENDS OF SKY RANCH, INC. 600 N. PEARL ST., STE 640 LB 148 DALLAS, TX 75201		PUBLIC CHARITY	VISION 2020: SKY RANCH LIFE CENTER - DINING HALL, HEALTH CENTER AND AUDITORIUM	150,000.
FRIENDS OF THE ROWLETT ANIMAL SHELTER P.O. BOX 758 ROWLETT, TX 75030-0758		PUBLIC CHARITY	SUPPORT OF WORK TO AID COMMUNITY FOLLOWING THE AFTERMATH OF THE DEVASTATING TORNADOES THAT HIT NORTH TEXAS	10,000.
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	2,000.
FRONTIERS OF FLIGHT MUSEUM, INC. 6911 LEMMON AVENUE DALLAS, TX 75209		PUBLIC CHARITY	EXHIBITS AND ARTIFACTS ENHANCEMENT AND PRESERVATION PROJECT	35,000.
GIRLS INCORPORATED OF METROPOLITAN DALLAS 2040 EMPIRE CENTRAL DRIVE DALLAS, TX 75235		PUBLIC CHARITY	AFTERSCHOOL & SUMMER PROGRAMS	45,000.
GLEANNING NETWORK OF TEXAS 3014 OAK LAWN AVENUE DALLAS, TX 75219		PUBLIC CHARITY	DELIVERING HEALTH: INCREASING RESOURCES AND SUCCESS	40,000.
GOLDEN OAKS FOUNDATION INC 1001 NORTH BISHOP AVENUE DALLAS, TX 75208		PUBLIC CHARITY	CHAMBER COMMUNITY WORK FORCE EDUCATION PROJECT	30,000.
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.
Total from continuation sheets				

**HILLCREST FOUNDATION**  
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**Part XV Supplementary Information**

<b>3 Grants and Contributions Paid During the Year (Continuation)</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
GRACE UNITED METHODIST CHURCH AGAPE CLINIC 4105 JUNIUS STREET DALLAS, TX 75246-1428		PUBLIC CHARITY	PATIENT CENTERED MEDICAL HOME - THAT FEELS LIKE HOME: COMPLETE MEDICAL AND DENTAL SERVICES FOR	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	2,000.
GRAYSON COUNTY SHELTER 331 W MORTON ST DENISON, TX 75020		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
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.
HEALING HANDS MINISTRIES, INC. P.O. BOX 741524 DALLAS, TX 75374-1524		PUBLIC CHARITY	MEDICAL AND DENTAL SERVICES FOR CHILDREN FROM LOW-INCOME FAMILIES	25,000.
HEARD NATURAL SCIENCE MUSEUM AND WILDLIFE SANCTUARY ONE NATURE PLACE MCKINNEY, TX 75069		PUBLIC CHARITY	INTEGRATING "MAGIC PLANET" TECHNOLOGY WITH NATURE-BASED SCIENCE EDUCATION	20,000.
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.
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 3815 OAK LAWN AVENUE DALLAS, TX 75219		PUBLIC CHARITY	SCIENCE LAB	20,000.
HOPE COTTAGE, INC. PO BOX 140459 DALLAS, TX 75214		PUBLIC CHARITY	HOPE COTTAGE - THE NEXT 100 YEARS	50,000.
<b>Total from continuation sheets</b>				

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**Part XV Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
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 SUPPLY CO. 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	2,000.
HOPE SUPPLY CO. 10480 SHADY TRAIL, SUITE 104 DALLAS, TX 75220		PUBLIC CHARITY	PURCHASE OF DELIVERY VAN	25,000.
HOPE'S DOOR 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.
HOUSING CRISIS CENTER INC 4210 JUNIUS STREET DALLAS, TX 75246-1429		PUBLIC CHARITY	RENOVATE FACILITY	10,000.
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	2,000.
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.
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.
JUNIOR LEAGUE OF DALLAS 8003 INWOOD ROAD DALLAS, TX 75209-339		PUBLIC CHARITY	GRANTS FOR INNOVATIVE TEACHING	25,000.
KID NET FOUNDATION 6065 DUCK CREEK DRIVE GARLAND, TX 75043		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  
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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
KIPP DALLAS FORT WORTH 1545 S. EWING AVENUE DALLAS, TX 75216		PUBLIC CHARITY	CLASSROOM EXPANSION BUILDOUT	150,000.
LOS BARRIOS UNIDOS COMMUNITY CLINIC, INC. 809 SINGLETON BLVD DALLAS, TX 75212		PUBLIC CHARITY	HEALTHY PARENTS = HEALTHY FAMILIES: INCREASED IMMUNIZATION ACCESS FOR UNINSURED, LOW-INCOME ADULTS	35,000.
MAGDALEN HOUSE 1302 REDWOOD CIRCLE DALLAS, TX 75218		PUBLIC CHARITY	ALCOHOL DETOX PROGRAM FOR WOMEN	5,000.
METRO DALLAS HOMELESS ALLIANCE 2816 SWISS AVE DALLAS, TX 75204		PUBLIC CHARITY	MDHA FLEX FUND	10,000.
METRO DALLAS HOMELESS ALLIANCE 2816 SWISS AVE DALLAS, TX 75204		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
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	2,000.
METROCREST SOCIAL SERVICES, INC 13801 HUTTON DRIVE, SUITE 150 FARMERS BRANCH, TX 75234		PUBLIC CHARITY	PURCHASE TABLETS AS PART OF TECHNOLOGY UPGRADE	10,000.
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	2,000.
MOSAIC 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	2,000.
MOSAIC 2245 MIDWAY ROAD, SUITE 300 CARROLLTON, TX 75006		PUBLIC CHARITY	GROUP HOME IMPROVEMENT PROGRAM	25,000.
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
MOSAIC FAMILY SERVICES, INC. 12225 GREENVILLE AVENUE, SUITE 800 DALLAS, TX 75243		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
MUSEUM OF THE AMERICAN RAILROAD 6455 PAGE STREET FRISCO, TX 75034		PUBLIC CHARITY	STREAM-LINER EDUCATIONAL FACILITY (SCIENCE, TECHNOLOGY, RAILROADING, ENGINEERING, ART,	15,000.
NATIONAL COUNCIL OF JEWISH WOMEN INCORPORATED 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.
NAVARRO COUNTY FOOD PANTRY MINISTRY PO BOX 1263 CORSICANA, TX 75110		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	2,000.
NORTH COLLIN COUNTRY HABITAT FOR HUMANITY 2060 COUCH DRIVE MCKINNEY, TX 75069-7313		PUBLIC CHARITY	NCC HABITAT RESTORE BOX TRUCK NEED	30,000.
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 DALLAS SHARED MINISTRIES, INC. 2875 MERRELL RD DALLAS, TX 75229-4697		PUBLIC CHARITY	DENTAL/MEDICAL CLINIC SPACE EXPANSION AND MODIFICATIONS	35,000.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL RD. DALLAS, TX 75236		PUBLIC CHARITY	NORTH TEXAS FOOD BANK CAPITAL CAMPAIGN	250,000.
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	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
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL RD. DALLAS, TX 75236		PUBLIC CHARITY	NORTH TEXAS FOOD BANK CAPITAL CAMPAIGN	250,000.
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.
OUR CALLING, INC. P.O. BOX 140428 DALLAS, TX 75214		PUBLIC CHARITY	RENOVATION OF NEWLY PURCHASED FACILITY	20,000.
PARKER COUNTY COMMITTEE ON AGING 1225 HOLLAND LAKE DRIVE, P.O. BOX 817 WAETHERFORD, TX 76086		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
PARKLAND FOUNDATION 2777 STEMMONS, SUITE 1700 DALLAS, TX 75207		PUBLIC CHARITY	I STAND FOR PARKLAND CAPITAL CAMPAIGN	200,000.
PINES CATHOLIC CAMP AND YOUTH CENTER, INC. 3530 FOREST LANE, SUITE 48 DALLAS, TX 75234		PUBLIC CHARITY	DINING HALL CONSTRUCTION	50,000.
PREVENT BLINDNESS TEXAS 3610 FARIMOUNT STREET DALLAS, TX 75219		PUBLIC CHARITY	EXPANSION OF VISION SCREENINGS PROGRAM FOR UNISURED ADULTS AND CHILDREN	25,000.
PROJECTHANDUP 670 WESTPORT PARKWAY GRAPEVINE, TX 76051		PUBLIC CHARITY	INDEPENDENT LIFE PROGRAM SUPPORT FOR THE NEXT 24 FAMILIES OF NEIGHBORHOOD #2	50,000.
PROJECTHANDUP 670 WESTPORT PARKWAY GRAPEVINE, TX 76051		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
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.
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
RAINBOW DAYS INC 8150 N CENTRAL EXPRESSWAY, SUITE M1003 DALLAS, TX 75206		PUBLIC CHARITY	TRAINING/MEETING ROOM IMPROVEMENTS	15,000.
REAL SCHOOL GARDENS 1700 UNIVERSITY DRIVE, SUITE 229 FORT WORTH, TX 76107		PUBLIC CHARITY	CONSTRUCTION MATERIALS, TOOLS AND PROFESSIONAL CONTRACT LABOR TO BUILD OUTDOOR CLASSROOMS	25,000.
RECONCILIATION OUTREACH MINISTRIES 1421 N PEAK STREET DALLAS, TX 75204		PUBLIC CHARITY	CAPITAL PROJECT - RAISING THE ROOF	50,000.
RED OAK ISD 401 E OVILLA RD RED OAK, TX 75154		PUBLIC CHARITY	PROVIDE CAPITAL NEEDS FOR CLASSROOMS AT DONALD T SHIELDS ELEMENTARY SCHOOL FOLLOWING THE	10,000.
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	2,000.
SAINT PIUS X CATHOLIC SCHOOL 3030 GUS THOMASSON ROAD DALLAS, TX 75228		PUBLIC CHARITY	RENOVATIONS FOR SAINT PIUS X CATHOLIC SCHOOL	50,000.
SALESMANSHIP CLUB YOUTH FAMILY CENTERS, INC. DBA MOMENTOUS INSTITUTE 106 E 10TH STREET DALLAS, TX 75203		PUBLIC CHARITY	21ST CENTURY SCHOOL LIBRARY	75,000.
SANTA CLARA OF ASSISI CATHOLIC ACADEMY 321 CALUMET AVENUE DALLAS, TX 75211		PUBLIC CHARITY	PURCHASE SMARTBOARDS AS PART OF THE STEM INITIATIVE	30,000.
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	2,000.
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	2,000.
Total from continuation sheets				

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**Part XV Supplementary Information**

<b>3 Grants and Contributions Paid During the Year (Continuation)</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
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	2,000.
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	2,000.
SOUPMOBILE, INC. 3017 COMMERCE ST. DALLAS, TX 75226		PUBLIC CHARITY	SOUPMOBILE VETERANS DUPLEX HOUSING PROJECT	50,000.
SOUTHERN METHODIST UNIVERSITY P.O. BOX 750302 DALLAS, TX 75275		PUBLIC CHARITY	RENOVATION OF FONDREN LIBRARY CENTER	300,000.
SOUTHERN METHODIST UNIVERSITY P.O. BOX 750302 DALLAS, TX 75275		PUBLIC CHARITY	RENOVATION OF FONDREN LIBRARY CENTER	300,000.
SOUTHERN METHODIST UNIVERSITY P.O. BOX 750302 DALLAS, TX 75275		PUBLIC CHARITY	RENOVATION OF FONDREN LIBRARY CENTER	300,000.
SOUTHWESTERN DIABETIC FOUNDATION, INC. P.O. BOX 918 GAINESVILLE, TX 76241		PUBLIC CHARITY	CAMP SWEENEY POOL RENOVATIONS	50,000.
SPCA OF TEXAS 2400 LONE STAR DR. DALLAS, TX 75212		PUBLIC CHARITY	RENOVATING DOG KENNELS AND PUPPY PENS	25,000.
ST. PATRICK CATHOLIC SCHOOL 9635 FERNDAL ROAD DALLAS, TX 75238-2798		PUBLIC CHARITY	EARLY CHILDHOOD HVAC REPLACEMENT AND RENOVATION	50,000.
ST. PHILIP'S SCHOOL & COMMUNITY CENTER 1600 PENNSYLVANIA AVENUE DALLAS, TX 75215		PUBLIC CHARITY	EXPANSION OF STEM PROGRAM	200,000.
<b>Total from continuation sheets</b>				

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**Part XV Supplementary Information**

<b>3 Grants and Contributions Paid During the Year (Continuation)</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
TEACH FOR AMERICA, INC. 600 N. PEARL ST., STE 2300 DALLAS, TX 75201		PUBLIC CHARITY	TEACH FOR AMERICA - DALLAS ELEMENTARY EDUCATION INITIATIVE	50,000.
TEXAS BALLET THEATER, INC. 1540 MALL CIRCLE FORT WORTH, TX 76116		PUBLIC CHARITY	TEXAS BALLET THEATER'S COMMUNITY ENRICHMENT PROGRAMMING	25,000.
TEXAS CHRISTIAN UNIVERSITY 2800 S. UNIVERSITY DRIVE FORT WORTH, TX 76109		PUBLIC CHARITY	NEELEY SCHOOL OF BUSINESS: FACILITY EXPANSION AND RENOVATION	100,000.
TEXAS LOVES CHILDREN, INC. 3131 TURTLE CREEK BLVD., SUITE 1018 DALLAS, TX 75219		PUBLIC CHARITY	TEXAS LOVES CHILDREN ONLINE CENTER PROGRAM	30,000.
TEXAS RAMP PROJECT P.O. BOX 832065 RICHARDSON, TX 75083-2065		PUBLIC CHARITY	DALLS RAMP PROJECT	10,000.
THE CHOCOLATE MINT FOUNDATION 201 EXECUTIVE WAY DR. DESOTO, TX 75115		PUBLIC CHARITY	SUMMER STEAM CAMP PROGRAM FOR SUMMER 2016	15,000.
THE CONCILIO 400 S. ZANG BLVD., SUITE 300 DALLAS, TX 75208		PUBLIC CHARITY	21ST CENTURY INDRASTRUCTURE FOR FAMILY-CENTERED GRASSROOTS COMMUNITY ENGAGEMENT	50,000.
THE DALLAS OPERA 2403 FLORA STREET, SUITE 500 DALLAS, TX 75201		PUBLIC CHARITY	THE DALLAS OPERA EDUCATION AND FAMILY OUTREACH	15,000.
THE HIGHLANDS SCHOOL 1451 E. NORTHGATE DRIVE IRVING, TX 75062		PUBLIC CHARITY	MAIN WATER PIPELINE REPLACEMENT	50,000.
THE MONTALVO HOUSE PO BOX 393 BRACKETTVILLE, TX 78832		PUBLIC CHARITY	PHASE II RESTORATION CONSTRUCTION	30,000.
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
THE UNIVERSITY OF TEXAS SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD #B9 DALLAS, TX 75390-9029		PUBLIC CHARITY	EQUIPPING THE MAGNETOENCEPHALOGRAPHY CENTER OF EXCELLENCE	500,000.
THE UNIVERSITY OF TEXAS SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD #B9 DALLAS, TX 75390-9029		PUBLIC CHARITY	EQUIPPING THE MAGNETOENCEPHALOGRAPHY CENTER OF EXCELLENCE	500,000.
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	2,000.
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	2,000.
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 DALLAS 1845 E NORTHGATE DRIVE IRVING, TX 75062		PUBLIC CHARITY	SB HALL CAPITAL CAMPAIGN	100,000.
UNIVERSITY OF TEXAS AT AUSTIN, MCDONALD OBSERVATORY ONE UNIVERSITY STATION C1402 AUSTIN, TX 78712		PUBLIC CHARITY	"ILLUMINATING THE UNIVERSE" HOBBY-EBERLY TELESCOPE EXHIBIT	50,000.
UPLIFT EDUCATION 1825 MARKET CENTER BLVD., STE. 500 DALLAS, TX 75207		PUBLIC CHARITY	EDUCATIONAL EXPENSES AND TECHNOLOGY EXPENSES	100,000.
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	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
WAXAHACHIE C A R E SERVICES 1208 FERRIS AVENUE WAXAHACHIE, TX 75165		PUBLIC CHARITY	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE	2,000.
WESLEY RANKIN COMMUNITY CENTER, INC. 3100 CROSSMAN AVE DALLAS, TX 75212-3914		PUBLIC CHARITY	TRANSPORTATION FOR STUDENTS, ADULTS AND SENIORS	45,000.
WHITE ROCK CENTER OF HOPE 10021-A GARLAND ROAD DALLAS, TX 75218		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.
YOUTH BELIEVING IN CHANGE INC 8574 STULTS RD. DALLAS, TX 75243		PUBLIC CHARITY	MEETING THE NEED EXPANSION PROJECT	25,000.
Total from continuation sheets				

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**Part XV** Supplementary Information

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

NAME OF RECIPIENT - ADMIRAL NIMITZ FOUNDATION

CAPITAL CAMPAIGN FOR THE RENOVATION AND MODERNIZATION OF THE PACIFIC

COMBAT ZONE AREA OF EXHIBITS AT THE NATIONAL MUSEUM OF THE PACIFIC WAR

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 - ATTITUDES &amp; ATTIRE

HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS

FOR THE UNDERSERVED IN THE DFW AREA

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

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**Part XV** Supplementary Information

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

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 - CARECENTER MINISTRIES

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

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 - 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 OF GARLAND GALE FIELDS RECREATION CENTER

SUPPORT OF WORK TO AID COMMUNITY FOLLOWING THE AFTERMATH OF THE  
DEVASTATING TORNADOES THAT HIT NORTH TEXAS IN DECEMBER 2015

NAME OF RECIPIENT - CROSSROADS COMMUNITY 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 - DALLAS BLACK DANCE THEATRE

CAPITAL AND TECHNOLOGY IMPROVEMENTS FOR 40TH ANNIVERSARY - RESTORE THE  
BUILDINGS HISTORIC WINDOWS AND REPLACE THE REHEARSAL HALL'S DANCE FLOOR

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 - DENISON HELPING HANDS

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

NAME OF RECIPIENT - EPISCOPAL CHURCH OF THE ASCENSION

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

NAME OF RECIPIENT - EQUAL HEART

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 - FRIENDS OF THE ROWLETT ANIMAL SHELTER

SUPPORT OF WORK TO AID COMMUNITY FOLLOWING THE AFTERMATH OF THE  
DEVASTATING TORNADOES THAT HIT NORTH TEXAS IN DECEMBER 2015



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**Part XV** Supplementary Information

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

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 - GOODWILL INDUSTRIES OF DALLAS, INC.

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

NAME OF RECIPIENT - GRACE UNITED METHODIST CHURCH AGAPE CLINIC

PATIENT CENTERED MEDICAL HOME - THAT FEELS LIKE HOME: COMPLETE MEDICAL  
AND DENTAL SERVICES FOR THE MEDICALLY UNDERSERVED

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 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

**Part XV** Supplementary Information

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

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 - HOPE COTTAGE, INC.

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

NAME OF RECIPIENT - HOPE SUPPLY CO.

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

## HILLCREST FOUNDATION

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

75-6007565

**Part XV** Supplementary Information

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

NAME OF RECIPIENT - KID NET FOUNDATION

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

NAME OF RECIPIENT - METRO DALLAS HOMELESS ALLIANCE

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 - MUSEUM OF THE AMERICAN RAILROAD

STREAM-LINER EDUCATIONAL FACILITY (SCIENCE, TECHNOLOGY, RAILROADING,  
ENGINEERING, ART, MATHEMATICS)

## HILLCREST FOUNDATION

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

75-6007565

**Part XV** Supplementary Information

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

NAME OF RECIPIENT - NATIONAL COUNCIL OF JEWISH WOMEN INCOPORATED

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

NAME OF RECIPIENT - NAVARRO COUNTY FOOD PANTRY MINISTRY

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

NAME OF RECIPIENT - NEXUS RECOVERY CENTER INCORPORATED

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

NAME OF RECIPIENT - NORTH DALLAS SHARED MINISTRIES, INC.

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

NAME OF RECIPIENT - NORTH TEXAS FOOD BANK

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

NAME OF RECIPIENT - ONE MANS TREASURE

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

NAME OF RECIPIENT - PARKER COUNTY COMMITTEE ON AGING

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

## HILLCREST FOUNDATION

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

75-6007565

**Part XV** Supplementary Information

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

NAME OF RECIPIENT - PROJECTHANDUP

HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS  
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 - RED OAK ISD

PROVIDE CAPITAL NEEDS FOR CLASSROOMS AT DONALD T SHIELDS ELEMENTARY  
SCHOOL FOLLOWING THE AFTERMATH OF THE DEVASTATING TORNADOS THAT HIT  
NORTH TEXAS IN DECEMBER

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 - SHELTER MINISTRIES OF DALLAS DBA AUSTIN STREET CENTRE

HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS  
FOR THE UNDERSERVED IN THE DFW AREANAME OF RECIPIENT - SHELTER MINISTRIES OF DALLAS DBA GENESIS WOMEN'S  
SHELTERHUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS  
FOR THE UNDERSERVED IN THE DFW AREA

NAME OF RECIPIENT - SHOE BANK INC

HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS

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

75-6007565

**Part XV** Supplementary Information

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

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 - 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 - 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

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 - WHITE ROCK CENTER OF HOPE

HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS

HILLCREST FOUNDATION

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

75-6007565

**Part XV** Supplementary Information

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

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

FORM 990-PF                      DIVIDENDS AND INTEREST FROM SECURITIES                      STATEMENT    1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
4023 OAK LAWN CAPITAL GAIN DISTRIBUTIONS	240.	0.	240.	240.	
DB POWERSHARES	61.	0.	61.	61.	
DOMESTIC DIVIDENDS	1,699,302.	512,499.	0.	0.	
FOREIGN DIVIDENDS	490,331.	0.	1,699,302.	1,680,121.	
FOREIGN INTEREST	31,460.	0.	490,331.	490,331.	
INTEREST	785,557.	0.	31,460.	31,460.	
US COMMODITY INDEX FUND	1,919.	0.	785,557.	785,557.	
US GOVERNMENT INTEREST	73,541.	0.	1,919.	1,919.	
TO PART I, LINE 4	3,594,910.	512,499.	73,541.	73,541.	
			3,082,411.	3,063,230.	

FORM 990-PF                      OTHER INCOME                      STATEMENT    2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	-22,998.	-22,998.	
4023 OAK LAWN ASSOCIATES, LP	-37,492.	-37,492.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-60,490.	-60,490.	

FORM 990-PF                      LEGAL FEES                      STATEMENT    3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	13,946.	0.		13,946.
TO FM 990-PF, PG 1, LN 16A	13,946.	0.		13,946.



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FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	48,636.	0.		48,636.
TO FORM 990-PF, PG 1, LN 16B	48,636.	0.		48,636.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	233,771.	213,629.		20,142.
PROPERTY MANAGEMENT FEES PAID TO BANK OF AMERICA	1,349.	1,349.		0.
TO FORM 990-PF, PG 1, LN 16C	235,120.	214,978.		20,142.

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FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	80,035.	80,035.		0.
TO FORM 990-PF, PG 1, LN 18	80,035.	80,035.		0.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	37,435.	22,461.		14,974.
GRANTMAKING EXPENSE	360,437.	0.		360,437.
TO FORM 990-PF, PG 1, LN 23	397,872.	22,461.		375,411.

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FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME SECURITIES	COST	29,579,392.	29,987,751.
EQUITY SECURITIES	COST	74,960,795.	81,581,619.
ALTERNATIVE INVESTMENTS	COST	23,879,467.	23,791,712.
TOTAL TO FORM 990-PF, PART II, LINE 13		128,419,654.	135,361,082.

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 EXPENSE CONTRIB ACCOUNT
BANK OF AMERICA P.O. BOX 831041 DALLAS, TX 75283	CORP-TRUSTEE 1.00	401,307.	0. 0.
SANDRA ESTESS P.O. BOX 831041 DALLAS, TX 75283	CO-TRUSTEE 1.00	0.	0. 0.
D. HAROLD BYRD, JR. P.O. BOX 831041 DALLAS, TX 75283	CO-TRUSTEE 1.00	0.	0. 0.
W.W. CARUTH, III P.O. BOX 831041 DALLAS, TX 75283	CO-TRUSTEE 1.00	0.	0. 0.
GEORGE W. BRAMBLETT, JR. P.O. BOX 831041 DALLAS, TX 75283	CO-TRUSTEE 1.00	0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		401,307.	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.